

SECURITIES AND EXCHANGE COMMISSION

FORM 8-A12B

Form for the registration/listing of a class of securities on a national securities exchange pursuant to
Section 12(b)

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FILER

TRAVELERS INC

CIK: **831001** | IRS No.: **521568099** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **8-A12B** | Act: **34** | File No.: **001-09924** | Film No.: **94514054**
SIC: **6141** Personal credit institutions

Business Address
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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR 12(G) OF THE
SECURITIES EXCHANGE ACT OF 1934

THE TRAVELERS INC.

(Exact name of registrant as specified in its charter)

Delaware

52-1568099

(State of Incorporation)

(I.R.S. Employer
Identification No.)

65 East 55th Street
New York, New York 10022

(Address of principal executive offices)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

5.50% Convertible Preferred Stock,
Series B, \$1.00 par value per share

New York Stock Exchange, Inc.

Warrants to Purchase Common Stock
\$.01 par value per share

New York Stock Exchange, Inc.

Securities to be registered pursuant to Section 12(g) of the Act:

None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered

The description of the 5.50% Convertible Preferred Stock, Series B ("Series B Preferred Stock"), of The Travelers Inc. (the "Registrant") is incorporated by reference to the section of the Registrant's Registration Statement on Form S-3 dated February 15, 1994, (File No. 33-52281) filed with the Securities and Exchange Commission ("Commission") on February 15, 1994 (the "Registration Statement"), captioned "Description of Offered Securities - Series B Preferred Stock", the prospectus which forms a part of the Registration Statement (the "Prospectus"), and to the prospectus supplement or supplements to be filed in connection therewith pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the "Act").

The description of the Warrants (the "Warrants") to purchase shares of common stock, \$.01 par value per share, of the Registrant is incorporated by reference to the section of the Registration Statement captioned "Description of Offered Securities - Warrants," the Prospectus, and to the prospectus supplement or supplements to be filed in connection therewith pursuant to Rule 424(b) of the Act.

Item 2. Exhibits
See Exhibit Index

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

THE TRAVELERS INC.

By: /s/ Jerome T. Fadden

Jerome T. Fadden
Vice President and Treasurer

Date: March 1, 1994

EXHIBIT INDEX

Exhibit No.
- - - - -

Description
- - - - -

- 1 Certificate of Designation of 5.50% Convertible Preferred Stock, Series B, of The Travelers Inc. (the "Company") (the "Series B Preferred Stock") incorporated by reference to Exhibit 4.01 to the Registration Statement on Form S-3 of the Company, No. 33-52281, as amended (the "Registration Statement")
- 2 Form of Series B Preferred Stock certificate, incorporated by reference to Exhibit 4.02 of the Registration Statement
- 3 Form of Warrant Agreement, incorporated by reference to Exhibit 4.03 of the Registration Statement
- 4 Form of Warrant, incorporated by reference to Exhibit 4.04 of the Registration Statement