

ST PAUL TRAVELERS COMPANIES INC

Form 8-K

June 19, 2006

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 8-K**  
**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
**Date of Report (Date of earliest event reported): June 15, 2006**  
**The St. Paul Travelers Companies, Inc.**  
(Exact name of registrant as specified in its charter)

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| <b>Minnesota</b><br>(State or other jurisdiction of<br>incorporation)                                    | <b>001-10898</b><br>(Commission File Number)   | <b>41-0518860</b><br>(IRS Employer Identification<br>Number) |
| <b>385 Washington Street</b><br><b>Saint Paul, Minnesota</b><br>(Address of principal executive offices) | <b>(651) 310-7911</b><br>(Registrant's telephone number, including area code)          | <b>55102</b><br>(Zip Code)                                   |
|  | <b>Not Applicable</b><br>(Former name or former address, if changed since last report) |  |

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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EX-99.1: UNDERWRITING AGREEMENT

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**Item 8.01. Other Events.**

On June 15, 2006, The St. Paul Travelers Companies, Inc. (the Company ) entered into an Underwriting Agreement (the Agreement ) with Goldman, Sachs & Co. and Lehman Brothers Inc., as the representatives for the several underwriters named in Schedule 1 of the Agreement (the Underwriters ), for the issuance and sale by the Company of \$400,000,000 aggregate principal amount of the Company s 6.25% Senior Notes due 2016 (the 2016 Notes ) and \$400,000,000 aggregate principal amount of the Company s 6.75% Senior Notes due 2036 (the 2036 Notes , and together with the 2016 Notes, the Notes ). The foregoing description is qualified by reference to the Agreement, a copy of which is attached hereto as Exhibit 99.1 and incorporated by reference herein. Further information concerning the Notes and related matters is set forth in the Company s Prospectus Supplement dated June 15, 2006, which was filed with the Securities and Exchange Commission on June 16, 2006.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit No. Description**

99.1 Underwriting Agreement, dated as of June 15, 2006.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 19, 2006

THE ST. PAUL TRAVELERS COMPANIES, INC.

By: /s/ Bruce A. Backberg

Name: Bruce A. Backberg

Title: Senior Vice President

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