

ALLSTATE CORP  
Form 8-K  
January 04, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): January 3, 2013**

**THE ALLSTATE CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction

of Incorporation)

**1-11840**  
(Commission

File Number)

**36-3871531**  
(IRS Employer

Identification No.)

**2775 Sanders Road, Northbrook, Illinois**  
(Address of Principal Executive Offices)

**60062**  
(Zip Code)

**(847) 402-5000**

(Registrant's Telephone Number, Including Area Code)

## Edgar Filing: ALLSTATE CORP - Form 8-K

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:

- 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))
-

**Section 8 Other Events**

**Item 8.01. Other Events.**

On January 3, 2013, The Allstate Corporation (the Registrant ) entered into an Underwriting Agreement (the Underwriting Agreement ) with J.P. Morgan Securities LLC, Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein, with respect to the offer and sale by the Registrant of \$500,000,000 aggregate principal amount of its 5.100% Fixed-to-Floating Rate Subordinated Debentures due 2053 (the Debentures ). The Debentures sold pursuant to the Underwriting Agreement were registered under the Registrant s registration statement on Form S-3 (File No. 333-181059).

The foregoing description of the Underwriting Agreement is qualified in its entirety by the terms of such agreement, which is filed hereto as Exhibit 1, and incorporated herein by reference.

**Section 9 Financial Statements and Exhibit**

**Item 9.01 Financial Statements and Exhibits.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable
- (d) Exhibits

1 Underwriting Agreement, dated January 3, 2013, among the Registrant and J.P. Morgan Securities LLC, Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein.

---

**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.

**THE ALLSTATE CORPORATION**

By: /s/ Mary J. McGinn  
Name: Mary J. McGinn  
Title: Senior Vice President, Deputy General  
Counsel, and Secretary

Date: January 4, 2013

---

EXHIBIT INDEX

EXHIBIT  
NUMBER

EXHIBIT

1 Underwriting Agreement, dated January 3, 2013, among the Registrant and J.P. Morgan Securities LLC, Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein.

---