

LOEWS CORP
Form 8-K
November 14, 2005

**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: November 14, 2005
(Date of earliest event reported): November 7, 2005

**LOEWS CORPORATION
(Exact name of registrant as specified in its charter)**

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| Delaware (State or other jurisdiction of incorporation or organization) | 1-6541 (Commission File Number) | 13-2646102 (I.R.S. Employer Identification No.) |
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|--|----------------------------------|
| 667 Madison Avenue, New York, N.Y. (Address of principal executive offices) | 10021-8087 (Zip Code) |
|--|----------------------------------|

Registrant's telephone number, including area code: (212) 521-2000

NOT APPLICABLE

(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))

Item Entry into a Material Definitive
1.01 Agreement.

On November 7, 2005 Registrant entered into an underwriting agreement (the "Underwriting Agreement") with Citigroup Global Markets Inc. and Morgan Stanley & Co., Incorporated (the "Underwriters") pursuant to which Registrant agreed to sell 10,000,000 shares of its Carolina Group Stock (the "Shares") to the Underwriters at a price per Share of \$41.51, for resale by the Underwriters pursuant to Registration Statement No. 333-104759. On November 14, 2005 the sale of the Shares pursuant to the Underwriting Agreement was completed, resulting in net proceeds to Registrant of approximately \$415.1 million before expenses.

Item Financial Statements and
9.01 Exhibits.

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

Exhibit Reference

| Number | Exhibit Description |
|--------|--|
| 1.1 | Underwriting Agreement, dated November 7, 2005, among Loews Corporation, Citigroup Global Markets Inc. and Morgan Stanley & Co., Incorporated. |

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.

LOEWS CORPORATION
(Registrant)

Dated: November 14, 2005

By: /s/ Gary W. Garson
Gary W. Garson
Senior Vice President
General Counsel
and Secretary

