

LOEWS CORP
Form 8-K
May 16, 2006

**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: May 16, 2006

(Date of earliest event reported): May 10, 2006

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

**Delaware
(State or other jurisdiction of
incorporation)**

**1-6541
(Commission
File Number)**

**13-2646102
(I.R.S.
Employer
Identification
No.)**

**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 May 10, 2006 Registrant entered into an underwriting agreement (the "Underwriting Agreement") with UBS Securities LLC (the "Underwriter") pursuant to which Registrant agreed to sell 15,000,000 shares of its Carolina Group Stock (the "Shares") to the Underwriter at a price per Share of \$50.10, for resale by the Underwriters pursuant to Registration Statement No. 333-132334. On May 15, 2006 the sale of the Shares pursuant to the Underwriting Agreement was completed, resulting in net proceeds to Registrant of \$751.5 million before expenses.

Item Financial Statements and
9.01 Exhibits.

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

Exhibit Reference

| Number | Exhibit Description |
|--------|--|
| 10.1 | Underwriting Agreement, dated May 10, 2006, between Loews Corporation and UBS Securities LLC |

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: May 16, 2006

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

