

LOEWS CORP  
Form 8-K  
August 21, 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**

|                                           |                    |
|-------------------------------------------|--------------------|
| <b>Date of report:</b>                    | August 21,<br>2006 |
| <b>(Date of earliest event reported):</b> | August 15,<br>2006 |

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

|                                                                        |                                                |                                                                        |
|------------------------------------------------------------------------|------------------------------------------------|------------------------------------------------------------------------|
| <b>Delaware<br/>(State or other jurisdiction of<br/>incorporation)</b> | <b>1-6541<br/>(Commission<br/>File Number)</b> | <b>13-2646102<br/>(I.R.S.<br/>Employer<br/>Identification<br/>No.)</b> |
|------------------------------------------------------------------------|------------------------------------------------|------------------------------------------------------------------------|

|                                                                                        |                                  |
|----------------------------------------------------------------------------------------|----------------------------------|
| <b>667 Madison Avenue, New York, N.Y.<br/>(Address of principal executive offices)</b> | <b>10021-8087<br/>(Zip Code)</b> |
|----------------------------------------------------------------------------------------|----------------------------------|

|                                                            |                       |
|------------------------------------------------------------|-----------------------|
| <b>Registrant's telephone number, including area code:</b> | <b>(212) 521-2000</b> |
|------------------------------------------------------------|-----------------------|

**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 August 15, 2006 Registrant entered into an underwriting agreement (the "Underwriting Agreement") with J.P. Morgan Securities Inc. (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 \$58.45, for resale by the Underwriters pursuant to Registration Statement No. 333-132334. On August 18, 2006 the sale of the Shares pursuant to the Underwriting Agreement was completed, resulting in net proceeds to Registrant of approximately \$876.8 million before expenses.

Item Financial Statements and  
9.01 Exhibits.

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

Exhibit Reference

| Number | Exhibit<br>Description                                                                                   |
|--------|----------------------------------------------------------------------------------------------------------|
| 10.1   | Underwriting Agreement, dated August 15, 2006, between Loews Corporation and J.P. Morgan Securities Inc. |

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: August 21, 2006

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