

Edgar Filing: ST PAUL TRAVELERS COMPANIES INC - Form 8-K/A

ST PAUL TRAVELERS COMPANIES INC

Form 8-K/A

April 23, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 1, 2004

The St. Paul Travelers Companies, Inc.  
(Exact name of registrant as specified in its charter)

Minnesota (State or other jurisdiction of incorporation)	001-10898 (Commission File Number)	41-0518860 (IRS Employer Identification Number)
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385 Washington Street Saint Paul, Minnesota (Address of principal executive offices)	55102  (Zip Code)
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(651) 310-7911  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

On April 1, 2004, The St. Paul Travelers Companies, Inc., a Minnesota corporation (formerly named The St. Paul Companies, Inc.) (the "Company"), filed a Form 8-K to report that effective April 1, 2004, pursuant to the Agreement and Plan of Merger dated as of November 16, 2003, as amended, by and among the Company, Travelers Property Casualty Corp., a Connecticut corporation ("Travelers"), and Adams Acquisition Corp., a Connecticut corporation and wholly owned subsidiary of the Company (the "Merger Sub"), Merger Sub was merged with and into Travelers, with Travelers continuing as the surviving corporation and a wholly owned subsidiary of the Company. In response to parts (a) and (b) of Item 7 of such Form 8-K, the Company stated that it would file the required financial information by amendment as permitted by paragraphs (a)(4) and (b)(2) of Item 7 to Form 8-K. This Form 8-K/A is being filed to provide the required financial information.

As a result of the merger and in accordance with the provisions of Statement of Financial Accounting Standards No. 141, "Business Combinations", Travelers will be considered the acquiring enterprise for financial reporting purposes.

Item 7. Financial Statements and Exhibits.

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(a) Financial Statements of the Business Acquired.

The following financial statements were filed as part of the Annual Report on Form 10-K for the year ended December 31, 2003 of Travelers Property Casualty Corp. (SEC File No. 001-31266) and are incorporated herein by this reference:

Independent Auditors' Report  
Consolidated Statement of Income (Loss) for the years ended  
December 31, 2003, 2002 and 2001  
Consolidated Balance Sheet at December 31, 2003 and 2002  
Consolidated Statement of Changes in Shareholders' Equity for the years  
ended December 31, 2003, 2002 and 2001  
Consolidated Statement of Cash Flows for the years ended  
December 31, 2003, 2002 and 2001  
Notes to Consolidated Financial Statements

(b) Unaudited pro forma condensed combined financial statements are attached hereto as Exhibit 99.1 and are incorporated in their entirety herein by reference.

(c) Exhibits.

Exhibit No.	Exhibit
23.1	Consent of KPMG LLP
99.1	Unaudited pro forma condensed combined financial statements

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: April 23, 2004

THE ST. PAUL TRAVELERS COMPANIES, INC.

By: /s/ Bruce A. Backberg

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Name: Bruce A. Backberg  
Title: Senior Vice President

EXHIBIT INDEX

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