

ALLSTATE CORP
Form 8-K
December 23, 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): December 23, 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.)

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

60062
(Zip Code)

(847) 402-5000

(Registrant's Telephone Number, Including Area Code)

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))
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Section 3 Securities and Trading Markets

Item 3.03. Material Modification to Rights of Security Holders.

Upon issuance of the shares of Fixed Rate Noncumulative Perpetual Preferred Stock, Series D, par value \$1.00 per share and liquidation preference \$25,000 per share (the Preferred Stock) by The Allstate Corporation (the Registrant) on December 23, 2013, the ability of the Registrant to declare or pay dividends on, or purchase, redeem or otherwise acquire, shares of its common stock or any shares of the Registrant that rank junior to, or on parity with, the Preferred Stock will be subject to certain restrictions in the event that the Registrant does not declare and pay (or set aside) dividends on the Preferred Stock for the last preceding dividend period. The terms of the Preferred Stock, including such restrictions, are more fully described in the Certificate of Designations for the Preferred Stock, a copy of which is attached as Exhibit 3.1 hereto and incorporated herein by reference.

Section 8 Other Events

Item 8.01. Other Events.

On December 23, 2013, the Registrant closed the public offering of 795,000 Depositary Shares, each representing a 1/1000th interest in a share of the Preferred Stock, which were registered under the Registrant's registration statement on Form S-3 (File No. 333-181059) (the Registration Statement).

The following documents were also filed on December 16, 2013 with a Form 8-K and are incorporated herein by reference: (i) the Deposit Agreement, dated December 16, 2013, among the Registrant, Wells Fargo Bank, N.A., as depositary, and the holders from time to time of the depositary receipts described therein, relating to the Depositary Shares; (ii) the Form of Preferred Stock Certificate; and (iii) the Form of Depositary Receipt.

In connection with the issuance of the Depositary Shares and the related Preferred Shares, the validity opinion and consent of Willkie Farr & Gallagher LLP is being filed with this Form 8-K and is incorporated herein by reference.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(a) Not applicable.

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- (b) Not applicable.
- (c) Not applicable
- (d) Exhibits
 - 3.1 Certificate of Designations with respect to the Preferred Stock of the Registrant, dated December 13, 2013 (incorporated by reference to Exhibit 3.1 of the Registrant's Form 8-K filed December 16, 2013).
 - 4.1 Deposit Agreement, dated December 16, 2013, among the Registrant, Wells Fargo Bank, N.A., as depository, and the holders from time to time of the depository receipts described therein (incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed December 16, 2013).
 - 4.2 Form of Preferred Stock Certificate (included as Exhibit A to Exhibit 3.1 above).
 - 4.3 Form of Depositary Receipt (included as Exhibit A to Exhibit 4.1 above).
 - 5.1 Opinion of Willkie Farr & Gallagher LLP.
 - 23.1 Consent of Willkie Farr & Gallagher LLP (included in Exhibit 5.1 above).

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/ Jennifer M. Hager
Name: Jennifer M. Hager
Title: Vice President, Assistant General
Counsel and Assistant Secretary

Date: December 23, 2013

EXHIBIT INDEX

EXHIBIT NUMBER	EXHIBIT
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4.2	Form of Preferred Stock Certificate (included as Exhibit A to Exhibit 3.1 above).
4.3	Form of Depositary Receipt (included as Exhibit A to Exhibit 4.1 above).
5.1	Opinion of Willkie Farr & Gallagher LLP.
23.1	Consent of Willkie Farr & Gallagher LLP (included in Exhibit 5.1 above).