

Edgar Filing: ALLSTATE CORP - Form 8-K

ALLSTATE CORP
Form 8-K
May 30, 2003

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 (Date of earliest event reported): May 28, 2003

THE ALLSTATE CORPORATION
(Exact name of Registrant as Specified in Charter)

Delaware	1-11840	36-3871531
-----	-----	-----
(State or other jurisdiction of organization)	(Commission File Number)	(IRS Employer Identification No.)

2775 Sanders Road Northbrook, Illinois	60062
-----	-----

(Address of Principal Executive Offices)	Zip
--	-----

Registrant's telephone number, including area code: (847) 402-5000

N/A
(Former Name or Former Address if Changed Since Last Report)

Item 5. OTHER EVENTS

Certain exhibits are filed herewith in connection with the Prospectus Supplement dated May 28, 2003 to the Prospectus dated June 19, 2000, filed as part of the Registration Statement on Form S-3 (Registration No. 333-39640; declared effective on June 30, 2000) filed by The Allstate Corporation (the "Company") with the Securities and Exchange Commission covering Debt Securities issuable under an Indenture relating to Senior Debt Securities, dated as of December 16, 1997, between the Company and U.S. Bank National Association (successor in interest to State Street Bank and Trust Company) as amended by the Third Supplemental Indenture dated as of July 23, 1999 and the Sixth Supplemental Indenture dated as of June 12, 2000.

On May 28, 2003, the Company executed an Underwriting Agreement (the

Edgar Filing: ALLSTATE CORP - Form 8-K

"Underwriting Agreement") with Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated and certain other underwriters named therein. Pursuant to the Underwriting Agreement, the Company is issuing \$400,000,000 principal amount of 5.350% Senior Notes Due 2033 (the "Securities") under a Tenth Supplemental Indenture, to be dated as of June 2, 2003 (the "Tenth Supplemental Indenture"). The Underwriting Agreement, the form of the Tenth Supplemental Indenture and an opinion of counsel are filed as exhibits hereto. The form of the Securities is included as Exhibit A to the form of the Tenth Supplemental Indenture.

Item 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

EXHIBIT NO.	DESCRIPTION
1	Underwriting Agreement, dated as of May 28, 2003, between the Company and Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated and certain other underwriters.
4.1	Form of Tenth Supplemental Indenture between the Company and the Trustee, including the form of the Securities as Exhibit A.
5.1	Opinion of LeBoeuf, Lamb, Greene & MacRae, L.L.P.
12	Computation of Earnings to Fixed Charges Ratio

SIGNATURE

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 thereunto duly authorized.

THE ALLSTATE CORPORATION

By: /s/ Emma M. Kalaidjian

Name: Emma M. Kalaidjian
Title: Assistant Secretary

Dated: May 29, 2003

EXHIBIT INDEX

Edgar Filing: ALLSTATE CORP - Form 8-K

EXHIBIT NO.	DESCRIPTION
1	Underwriting Agreement, dated as of May 28, 2003, between the Company and Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated and certain other underwriters.
4.1	Form of Tenth Supplemental Indenture between the Company and the Trustee, including the form of the Securities as Exhibit A.
5.1	Opinion of LeBoeuf, Lamb, Greene & MacRae, L.L.P.
12	Computation of Earnings to Fixed Charges Ratio