

TRAVELERS COMPANIES, INC.
Form DEFA14A
April 01, 2016

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

The Travelers Companies, Inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:

To: Employee Shareholders of The Travelers Companies, Inc.

Enclosed are your proxy card and instructions for voting any shares of stock of The Travelers Companies, Inc. (the Company) held for your account in the Company's 401(k) Savings Plan.

By now, you also should have received an email with a link that allows you to view or download the following materials online: (1) the 2015 Annual Report of The Travelers Companies, Inc. and (2) the Company's Notice of Annual Meeting and Proxy Statement, dated April 1, 2016. Please refer to these materials when voting your shares.

If you have not received the e-mail regarding the Annual Report and the Proxy Statement, you may view or download them online at www.proxyvote.com. Also, you may request paper copies of both documents by sending an e-mail to Bob Bradshaw in Hartford or Amy Tauzell in Saint Paul. Please include your full name and mail code in the request.

April 1, 2016

THE TRAVELERS COMPANIES, INC.

2016 ANNUAL MEETING OF SHAREHOLDERS

IMPORTANT VOTING INSTRUCTIONS FOR PARTICIPANTS IN

THE TRAVELERS COMPANIES, INC.

401(k) SAVINGS PLAN

Dear Participant,

As described in the proxy statement, the annual meeting of shareholders of The Travelers Companies, Inc. (the Company) will be held on May 19, 2016 at 9:30 a.m., Eastern Daylight Time, at the Harford Marriott Downtown, 200 Columbus Boulevard, Hartford, CT 06103 (Annual Meeting). The purpose of the Annual Meeting is to consider and to vote upon the following matters:

- Election of the 14 directors listed in the proxy statement.
- Ratification of the appointment of KPMG LLP as the independent registered public accounting firm of the Company for 2016.
- Non-binding vote to approve executive compensation.
- Approve an amendment to The Travelers Companies, Inc. 2014 Stock Incentive Plan.
- Shareholder proposal relating to increased disclosure of political contributions and expenditures, if presented at the Annual Meeting.
- Shareholder proposal relating to increased disclosure of lobbying, if presented at the Annual Meeting.
- Consideration of such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof.

Please read the proxy statement as it contains important information concerning these matters.

The enclosed proxy card identifies the number of shares you are entitled to vote within the Company's 401(k) Savings Plan (Savings Plan). If you are also a shareholder of record, the number of shares you own of record on the books of our stock transfer agent, Wells Fargo Bank, N.A., is shown separately on the proxy card after the words "Travelers Common."

Savings Plan

If you are a participant in the Savings Plan, you are entitled to vote shares of Company common stock held in the Savings Plan for your account as of the record date, March 21, 2016. To vote shares held in the Savings Plan for your account (which includes a Common Stock Fund), you

must direct the trustee, Fidelity Management Trust Company, how to vote the shares.

Voting Instructions

The enclosed proxy card will serve as voting instructions to the trustee for the shares held for you through the Savings Plan. Alternatively, you may direct the trustee how to vote by using the same telephone or Internet voting procedures described on the enclosed proxy card. Your voting directions will be kept confidential.

All voting instructions for shares held for you under the Savings Plan, whether transmitted by mail, telephone or Internet, must be received no later than 11:59 P.M. Eastern Daylight Time on May 17, 2016, in order to be processed in a timely manner.

- If your voting instructions with respect to shares held for you under the Savings Plan are not received by 11:59 P.M. Eastern Daylight Time on May 17, 2016, the trustee will vote shares held for you under the Savings Plan in the same proportion as shares for which voting directions from other participants have been received by the trustee.

Questions regarding the voting of Company stock held in the Savings Plan should be directed to me at (651) 310-6748.

Sincerely,

Wendy C. Skjerven
Corporate Secretary

To: Former Employee Shareholders of The Travelers Companies, Inc.

Enclosed are your proxy card and instructions for voting any shares of stock of The Travelers Companies, Inc. (the Company) held for your account in the Company s 401(k) Savings Plan.

In addition, enclosed are the following materials: (1) the 2015 Annual Report of The Travelers Companies, Inc. and (2) the Company s Notice of Annual Meeting and Proxy Statement, dated April 1, 2016. You may also view or download these materials online at www.proxyvote.com. Please refer to these materials when voting your shares.

April 1, 2016
