

LOEWS CORP
Form 8-K
August 03, 2006

**UNITED STATES
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): August 3, 2006

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

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

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

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

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))
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Pre-commencement communications pursuant to rule 13e-4 (c) under the Exchange Act
(17 CFR 240.13e-4(c))

Page 1 of 2

Item Other
8.01 Events.

On August 3, 2006 the registrant's shareholders approved amendments to the certificate of incorporation of the registrant (i) increasing the number of shares of its common stock authorized for issuance from 600 million to 1.8 billion, and (ii) reducing the par value per share of its common stock from \$1.00 to \$0.01. The amendments do not change the number of authorized shares of the registrant's Carolina Group stock or preferred stock. A certificate of amendment to the certificate of incorporation of the registrant reflecting these changes was filed with the Secretary of State of the State of Delaware on August 3, 2006. This certificate of amendment is attached hereto as Exhibits 3.1.

Item Financial Statements and
9.01 Exhibits.

(a) Not applicable.

(b) Not applicable.

(c) Exhibits:

| Exhibit No | Description |
|------------|--|
| 3.1 | Certificate of Amendment to Certificate of Incorporation of Loews Corporation, dated August 3, 2006. |

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 3, 2006

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

