

CNA FINANCIAL CORP  
Form 8-K/A  
August 18, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K/A  
(Amendment No. 1)

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 27, 2011

CNA FINANCIAL CORPORATION  
(Exact name of registrant as specified in its charter)

|   |                                       |  |
|---|---------------------------------------|--|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 1-5823<br>(Commission<br>File Number) | 36-6169860<br>(IRS Employer<br>Identification No.) |
|---|---------------------------------------|--|

|  |                     |
|--|---------------------|
| 333 S. Wabash, Chicago, Illinois<br>(Address of principal executive offices) | 60604<br>(Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code (312) 822-5000

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

**EXPLANATORY NOTE**

The registrant hereby amends its Current Report on Form 8-K filed with the Securities and Exchange Commission on April 28, 2011 in this Current Report on Form 8-K/A to disclose the registrant's Board of Directors (the "Board") determination with respect to the frequency of future shareholder advisory (non-binding) votes on executive compensation.

**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

The Board has considered the stockholder vote regarding the frequency of future shareholder advisory (non-binding) votes on executive compensation and has adopted the stockholders' recommendation. Accordingly, the registrant will include an advisory (non-binding) vote on executive compensation in its proxy materials every year until the next stockholder vote on the frequency of the stockholder advisory (non-binding) vote on executive compensation.

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.

CNA Financial Corporation  
(Registrant)

Date: August 18, 2011

By /s/ D. Craig Mense  
(Signature)  
D. Craig Mense  
Executive Vice President and  
Chief Financial Officer