

CNA FINANCIAL CORP
Form 424B5
May 02, 2019

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Filed pursuant to Rule 424(b)(5)
Registration No. 333-231090

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be Registered	Proposed Maximum Offering Price per unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1)
3.900% Notes due 2029	\$500,000,000	99.902%	499,510,000	60,541

(1) This filing fee is calculated in accordance with Rules 457(o) and 457(r) of the Securities Act of 1933, as amended.

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**PROSPECTUS SUPPLEMENT
(To prospectus dated April 29, 2019)**

CNA Financial Corporation

\$500,000,000 3.900% Notes due 2029

We will pay interest on the notes semi-annually on May 1 and November 1 of each year, beginning on November 1, 2019. The notes will mature on May 1, 2029. We may redeem any or all of the notes at any time at the applicable redemption price as described in this prospectus supplement.

The notes represent our unsecured and unsubordinated debt and will rank equally with all our other unsecured and unsubordinated indebtedness. The notes will be issued only in registered form in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

The notes are a new issue of securities with no established trading market. We do not intend to apply to list the notes for trading on any securities exchange or to arrange for quotation on any automated dealer quotation system.

Investing in the notes involves risks. See "Risk Factors" beginning on page S-3 and in our Annual Report on Form 10-K for the year ended December 31, 2018, which is incorporated herein by reference.

	Per Note	Total
Public Offering Price(1)	99.902%	\$499,510,000
Underwriting Discount	0.650%	\$3,250,000
Proceeds, Before Expenses, to CNA Financial Corporation	99.252%	\$496,260,000

(1) Plus accrued interest from May 6, 2019, if settlement occurs after that date.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The notes will be ready for delivery in book-entry form through the facilities of The Depository Trust Company and its participants, including Euroclear Bank, SA/NV, and Clearstream Banking, S.A., on or about May 6, 2019.

Joint Book-Running Managers

Barclays

Citigroup

J.P. Morgan

*If the form is filed by more than one reporting person, see Instruction 4(b)(v).**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).(1)Award of 1,704 restricted stock units, each of which represents the right to receive one share of the Issuer's common stock on the vesting date, which is the business day immediately preceding the date of

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the Issuer's 2019 annual meeting of stockholders, subject to the Reporting Person's continued membership on the Issuer's Board of Directors through the vesting date.

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