

ALLSTATE CORP  
Form 8-K  
March 20, 2015

**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): March 19, 2015

**THE ALLSTATE CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other  
jurisdiction of  
incorporation)

**1-11840**  
(Commission  
File Number)

**36-3871531**  
(IRS Employer  
Identification No.)

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**2775 Sanders Road, Northbrook, Illinois 60062**

(Address of principal executive offices) (Zip Code)

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

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:

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))

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**Section 8 Other Events**

**Item 8.01. Other Events.**

On March 19, 2015, the Registrant entered into an accelerated share repurchase agreement with Goldman, Sachs & Co. ( Goldman ), to purchase \$500 million of its outstanding common stock. The majority of the shares to be repurchased under this agreement will be received by the Registrant at the agreement's inception. It is expected that Goldman will purchase the shares that it delivers under the agreement in the market within a timeframe not to exceed three months. The final purchase price per share and number of shares to be delivered by Goldman will be determined at the conclusion of the agreement and settlement will consist of the Registrant receiving shares based on the average of the daily volume weighted average prices of the Registrant's common stock during the period of Goldman purchases. If the Registrant is required to pay a settlement amount, the Registrant may elect to settle in cash or shares of its common stock.

The agreement is part of the Registrant's repurchase program totaling \$3 billion that was announced on February 4, 2015. All of the shares acquired by the Registrant under the agreement will be placed into its treasury.

**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.

**THE ALLSTATE CORPORATION**  
(Registrant)

By: /s/ Daniel G. Gordon  
Name: Daniel G. Gordon  
Title: Vice President, Assistant General  
Counsel and Assistant Secretary

Date: March 19, 2015