

**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)**

**June 29, 2018**

**LOEWS CORPORATION**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>1-6541</b> (Commission File Number)	<b>13-2646102</b> (IRS Employer Identification No.)
<b>667 Madison Avenue, New York, N.Y.</b> (Address of principal executive offices)		<b>10065-8087</b> (Zip Code)
<b>Registrant's telephone number, including area code:</b>		<b>(212) 521-2000</b>

**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:

- ☐ 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 9e-4(c) under the Exchange Act (17 CFR 240.9e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

**Item 7.01 Regulation FD Disclosure.**

On June 29, 2018, Loews Corporation (“Loews”) issued a press release announcing that, on such date, Boardwalk GP, LP (the “General Partner”), the general partner of Boardwalk Pipeline Partners, LP (the “Partnership”) and an indirect wholly-owned subsidiary of Loews, has elected to exercise its right pursuant to Section 15.1(b) of the Partnership’s Third Amended and Restated Agreement of Limited Partnership, as amended (the “Limited Partnership Agreement”) to purchase all of the issued and outstanding common units representing limited partner interests in the Partnership not already owned by the General Partner or its affiliates for a cash purchase price, determined in accordance with the Limited Partnership Agreement, of \$12.06 per unit, or approximately \$1.50 billion in the aggregate. The General Partner received the opinion of counsel required by Section 15.1(b) of the Limited Partnership Agreement on June 29, 2018. The press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

The information under this Item 7.01 and in Exhibit 99.1 in this Current Report on Form 8-K is being furnished and shall not be deemed “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information under this Item 7.01 and in Exhibit 99.1 in this Current Report on Form 8-K shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits:**

Exhibit No.

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99.1      [Loews Corporation Press Release, issued June 29, 2018.](#)

## 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: June 29, 2018

By: /s/ Marc A. Alpert

Marc A. Alpert

Senior Vice President,

General Counsel and Secretary

**LOEWS REPORTS EXERCISE OF RIGHT TO PURCHASE COMMON UNITS OF BOARDWALK PIPELINE PARTNERS**

NEW YORK, June 29, 2018 /PRNewswire/ -- Loews Corporation (NYSE: L) ("Loews") announced today that Boardwalk GP, LP (the "General Partner"), the general partner of Boardwalk Pipeline Partners, LP (NYSE: BWP) (the "Partnership") and an indirect wholly-owned subsidiary of Loews, has elected to exercise its right to purchase all of the issued and outstanding common units representing limited partner interests ("Common Units") in the Partnership not already owned by the General Partner or its affiliates (the "Transaction Units") pursuant to Section 15.1(b) of the Partnership's Third Amended and Restated Agreement of Limited Partnership, as amended (the "Limited Partnership Agreement"). The General Partner received the opinion of counsel required by Section 15.1(b) of the Limited Partnership Agreement on June 29, 2018.

The General Partner will purchase the Transaction Units on July 18, 2018 (the "Purchase Date") for a cash purchase price of \$12.06 per Transaction Unit, or approximately \$1.50 billion in the aggregate. The purchase price was determined in accordance with Section 15.1(b) of the Limited Partnership Agreement based on the average of the daily closing prices per Common Unit on the New York Stock Exchange ("NYSE") for the 180 consecutive trading days ending on June 29, 2018.

As of the Purchase Date, all rights of the holders of the Transaction Units will cease, except for the right to receive payment of the purchase price. Upon completion of the purchase on the Purchase Date, Boardwalk Pipelines Holding Corp., a wholly-owned subsidiary of Loews, will own, directly or indirectly, 100 percent of the Common Units. In addition, upon completion of the purchase, the Common Units will cease to be publicly traded or listed on the NYSE, and will not be listed or quoted on any other venue.

**About Loews:** Loews Corporation is a diversified company with three publicly-traded subsidiaries – CNA Financial Corporation (NYSE: CNA), Diamond Offshore Drilling, Inc. (NYSE: DO) and Boardwalk Pipeline Partners, LP (NYSE: BWP) – and two non-public operating subsidiaries – Loews Hotels & Co and Consolidated Container Company LLC. For more information, please visit [www.loews.com](http://www.loews.com).

**CONTACT:**

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