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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-K/A  
(Amendment No. 2)**

**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 6, 2008 (December 17, 2007)**

**LOEWS CORPORATION**

(Exact name of registrant as specified in its charter)

**Commission File Number: 1-6541**

**Delaware**

(State or other jurisdiction of incorporation)

**13-2646102**

(IRS Employer Identification No.)

**667 Madison Avenue, New York, NY 10065-8087**

(Address of principal executive offices, including zip code)

**(212) 521-2000**

(Registrant's telephone number, including area code)

**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 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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### **Explanatory Note**

This report on Form 8-K/A amends the report on Form 8-K of Loews Corporation originally filed with the Securities and Exchange Commission on December 17, 2007, which was first amended on February 19, 2008. The purpose of this amendment is solely to change the EDGAR filing code to the code for a pre-commencement communication pursuant to Rule 13e-4(c) under the Securities Exchange Act of 1934.

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**Item 8.01. Other Events.**

On December 17, 2007, the registrant issued a press release announcing that its Board of Directors had approved a plan to spin-off its entire ownership interest in its subsidiary, Lorillard, Inc., to holders of the registrant's Carolina Group stock and Loews common stock in a tax-free transaction, subject to certain conditions.

A copy of the registrant's press release is filed as Exhibit 99.1 to this report, and is incorporated by reference into this Item 8.01.

This report is neither an offer to purchase nor a solicitation of an offer to sell securities. The exchange offer for the outstanding shares of common stock of Loews Corporation described in this Current Report has not commenced. At the time the contemplated exchange offer commences, Loews Corporation will file an exchange offer statement on Schedule TO with the Securities and Exchange Commission. Investors and stockholders of Loews Corporation are strongly advised to read the exchange offer statement (including the offer to purchase, letter of transmittal and other offer documents) because they will contain important information. When available, the offer to purchase, the related letter of transmittal and certain other offer documents will be made available to all stockholders of Loews Corporation at no expense to them. These documents will also be available at no charge at the Securities and Exchange Commission's website at [www.sec.gov](http://www.sec.gov).

**Item 9.01 Financial Statements and Exhibits.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits:

<u>Exhibit Reference Number</u>	<u>Exhibit Description</u>
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99.1	Loews Corporation press release, issued December 17, 2007, announcing the approval of a plan to spin off Lorillard, Inc.
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## 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: March 6, 2008

By: /s/ Gary W. Garson

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Gary W. Garson  
Senior Vice President,  
General Counsel and  
Secretary



Contact: Peter W. Keegan  
Chief Financial Officer  
(212) 521-2950

Darren Daugherty  
Investor Relations  
(212) 521-2788

Candace Leeds  
Public Affairs  
(212) 521-2416

**LOEWS CORPORATION ANNOUNCES PLAN TO SPIN-OFF LORILLARD  
TRANSACTION WOULD EXCHANGE CAROLINA GROUP TRACKING STOCK  
FOR SHARES OF LORILLARD**

**NEW YORK, December 17, 2007**—Loews Corporation (NYSE: LTR; CG) today announced that its Board of Directors has approved a plan to spin off its entire ownership interest in Lorillard, Inc. to holders of its Carolina Group stock and Loews common stock in a tax free transaction. As a result of the transaction, Lorillard, presently a wholly owned subsidiary of Loews, would become a separate publicly traded company.

“This transaction is consistent with our unrelenting focus on long-term value creation,” said James S. Tisch, Chief Executive Officer of Loews. “A spin-off of Lorillard will benefit both companies as well as the holders of Loews common stock and Carolina Group stock.”

The transaction would be accomplished through the following steps:

- Loews would effect a redemption of all of the outstanding Carolina Group stock in exchange for shares of common stock of Lorillard, in accordance with the terms of the Carolina Group stock contained in the Restated Certificate of Incorporation of Loews. Holders of Carolina Group stock would receive one share of common stock of Lorillard for each share of Carolina Group stock they own. The Lorillard shares distributed in the redemption of the Carolina Group stock would constitute approximately 62% of Lorillard’s outstanding common stock, which is the percentage of the economic interest in the Carolina Group that is allocated to the outstanding Carolina Group stock.
- Loews would dispose of the remaining 38% of Lorillard’s outstanding common stock in an exchange offer for shares of outstanding Loews common stock if Loews determines that market conditions are acceptable for an exchange. If Loews determines not to effect the exchange offer or the exchange offer is not fully subscribed, the remaining shares of Lorillard would be distributed as a pro rata dividend to the holders of Loews common stock.

Loews currently has two classes of common stock outstanding: Carolina Group stock, which is intended to reflect the economic performance of a group of assets and liabilities called the Carolina Group, principally consisting of Lorillard and its subsidiaries; and Loews common

stock, representing the economic performance of the remaining assets of Loews, including the interest in the Carolina Group not represented by outstanding Carolina Group stock.

Loews expects that Lorillard's common stock will be listed for trading on the New York Stock Exchange. Following the spin-off, Martin L. Orłowsky will continue to serve as Chairman, President and CEO of Lorillard, and Lorillard's corporate headquarters will continue to be in Greensboro, North Carolina.

Completion of the proposed transaction is subject to a number of conditions including receipt of a favorable ruling from the Internal Revenue Service and an opinion of tax counsel as to the tax-free nature of the transaction, Securities and Exchange Commission clearance, the absence of any material changes or developments, final approval by the Loews Board of Directors and market conditions.

Approval by shareholders of Loews is not required. The spin-off is expected to be completed in mid-2008.

This press release does not constitute an offer of any securities for sale.

**Investor Conference Call on Monday, December 17 at 9:00 a.m. EST**

Loews will hold a conference call on Monday, December 17, 2007 at 9:00 a.m. EST to discuss the planned spin-off. A live webcast of this conference call will be available online at the Loews website ([www.loews.com](http://www.loews.com)). Those interested in participating in the question and answer portion of the conference call should dial 877-692-2592, or for international callers, 973-582-2757. The conference ID number is 28562156.

Following the call, a replay will be available at [www.loews.com](http://www.loews.com) or by dialing 800-642-1687, or for international callers, 706-645-9291. The telephone replay will be available through December 24, 2007.

**About Loews**

Loews Corporation, a holding company, is one of the largest diversified corporations in the United States. Its principal subsidiaries are CNA Financial Corporation (NYSE: CNA); Lorillard, Inc.; Boardwalk Pipeline Partners, LP (NYSE: BWP); Diamond Offshore Drilling, Inc. (NYSE: DO); HighMount Exploration & Production LLC; Loews Hotels; and Bulova Corporation.

**About Lorillard**

Lorillard, Inc. is engaged, through its subsidiaries, in the production and sale of cigarettes. The principal cigarette brand names of Lorillard are Newport, Kent, True, Maverick and Old Gold. Lorillard's largest selling brand is Newport, the second largest selling cigarette brand in the United States and the largest selling brand in the menthol segment of the U.S. cigarette market.

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### Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are inherently subject to a variety of risks and uncertainties that could cause actual events to differ materially from those described. Important factors that could cause actual events to differ from those described include, but are not limited to, satisfaction of the conditions noted herein to completion of the proposed spin-off transaction. Therefore, no assurance can be given that the spin-off will be consummated on the currently proposed terms or otherwise. Loews expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any forward-looking statement is based.

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