

CNA FINANCIAL CORP  
Form 424B3  
May 01, 2019

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[TABLE OF CONTENTS](#)

[TABLE OF CONTENTS](#)

[Table of Contents](#)

Filed pursuant to Rule 424(b)(3)  
Registration No. 333-231090

**The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.**

**SUBJECT TO COMPLETION, DATED May 1, 2019**

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

## **CNA Financial Corporation**

### **\$ % Notes due 20**

We will pay interest on the notes semi-annually on \_\_\_\_\_ and \_\_\_\_\_ of each year, beginning on \_\_\_\_\_, 2019. The notes will mature on \_\_\_\_\_, 20\_\_\_\_. 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.**

	<b>Per Note</b>	<b>Total</b>
Public Offering Price(1)	%	\$
Underwriting Discount	%	\$

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Proceeds, Before Expenses, to CNA Financial Corporation % \$

(1) Plus accrued interest from , 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 , 2019.

*Joint Book-Running Managers*

**Barclays**

**Citigroup  
Wells Fargo Securities**

**J.P. Morgan**

**BofA Merrill Lynch**

**US Bancorp**

**Credit Suisse**

**Goldman Sachs & Co. LLC**

The date of this prospectus supplement is , 2019.

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Table of Contents

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. Neither we nor any underwriter has authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer of these securities in any jurisdiction where the offer or sale is not permitted. The information which appears in this prospectus supplement, the accompanying prospectus and any document incorporated by reference may only be accurate as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since the date of such information.

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Table of Contents

**TABLE OF CONTENTS**

	<b>PAGE</b>
<b>PROSPECTUS SUPPLEMENT</b>	
<u>ABOUT THIS PROSPECTUS SUPPLEMENT</u>	<u>S-ii</u>
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	<u>S-ii</u>
<u>FORWARD-LOOKING STATEMENTS</u>	<u>S-ii</u>
<u>SUMMARY</u>	<u>S-1</u>
<u>RISK FACTORS</u>	<u>S-3</u>
<u>USE OF PROCEEDS</u>	<u>S-6</u>
<u>CAPITALIZATION</u>	<u>S-7</u>
<u>SELECTED CONSOLIDATED FINANCIAL DATA</u>	<u>S-8</u>
<u>DESCRIPTION OF NOTES</u>	<u>S-9</u>
<u>MATERIAL U.S. INCOME TAX CONSEQUENCES</u>	<u>S-17</u>
<u>CERTAIN ERISA AND RELATED CONSIDERATIONS</u>	<u>S-22</u>
<u>UNDERWRITING</u>	<u>S-24</u>
<u>LEGAL MATTERS</u>	<u>S-29</u>
<u>EXPERTS</u>	<u>S-29</u>
	<b>PAGE</b>
<b>PROSPECTUS</b>	
<u>ABOUT THIS PROSPECTUS</u>	<u>1</u>
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	<u>1</u>
<u>THE CNA COMPANIES</u>	<u>2</u>
<u>FORWARD-LOOKING STATEMENTS</u>	<u>2</u>
<u>RISK FACTORS</u>	<u>3</u>
<u>USE OF PROCEEDS</u>	<u>3</u>
<u>SECURITIES TO BE OFFERED</u>	<u>3</u>
<u>DESCRIPTION OF THE DEBT SECURITIES</u>	<u>4</u>
<u>DESCRIPTION OF JUNIOR DEBT SECURITIES</u>	<u>15</u>
<u>DESCRIPTION OF COMMON STOCK</u>	<u>23</u>
<u>DESCRIPTION OF PREFERRED STOCK</u>	<u>24</u>
<u>DESCRIPTION OF DEPOSITARY SHARES</u>	<u>27</u>
<u>DESCRIPTION OF WARRANTS</u>	<u>30</u>
<u>DESCRIPTION OF PURCHASE CONTRACTS AND PURCHASE UNITS</u>	<u>31</u>
<u>PLAN OF DISTRIBUTION</u>	<u>31</u>
<u>CERTAIN ERISA MATTERS</u>	<u>32</u>
<u>VALIDITY OF SECURITIES</u>	<u>33</u>
<u>EXPERTS</u>	<u>33</u>

Table of Contents

**ABOUT THIS PROSPECTUS SUPPLEMENT**

All references to "CNA," "we," "our" or "us" in this prospectus supplement or the accompanying prospectus are to CNA Financial Corporation and its subsidiaries.

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and certain other matters. The second part, the accompanying prospectus, gives more general information about us and the notes offered hereby. Generally, when we refer to the prospectus, we are referring to both parts of this document combined. To the extent the description of the notes in this prospectus supplement differs from the description of the notes in the accompanying prospectus, you should rely on the information in this prospectus supplement.

**WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and special reports, proxy statements and other information with the Securities and Exchange Commission (the "SEC"). Our SEC filings are available to the public over the Internet at the SEC's web site at <http://www.sec.gov> and on the investor relations pages of our website located at <http://www.cna.com>.

The SEC allows us to disclose certain information to you in this prospectus supplement by referring you to documents previously filed with the SEC that include such information. This process is generally referred to as "incorporating by reference." The information incorporated by reference is an important part of this prospectus supplement, and information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings made with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date of this prospectus supplement until this offering is terminated (other than information in such filings that was "furnished," under applicable SEC rules, rather than "filed").

Our Annual Report on Form 10-K for the year ended December 31, 2018 ("Annual Report on Form 10-K").

Our Quarterly Report on Form 10-Q for the quarter ended March 31, 2019 ("Quarterly Report on Form 10-Q").

Our Current Report on Form 8-K filed on April 24, 2019.

You may request a copy of these filings at no cost, by writing or telephoning us at the following address:

Office of the General Counsel  
CNA Financial Corporation  
151 N. Franklin St., 9<sup>th</sup> Floor  
Chicago, Illinois 60606  
(312) 822-5000

**FORWARD-LOOKING STATEMENTS**

Each of this prospectus supplement, the accompanying prospectus and the documents we incorporate by reference in this prospectus supplement and the accompanying prospectus contain a number of forward-looking statements which relate to anticipated future events rather than actual present conditions or historical events. These statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and generally include words such as "believes," "expects," "intends," "anticipates," "estimates" and similar expressions. Forward-looking statements include any and all statements regarding expected developments in our insurance business, including losses and loss reserves for long term care, asbestos and environmental pollution ("A&EP")

Table of Contents

and other mass tort claims which are more uncertain, and therefore more difficult to estimate than loss reserves respecting traditional property and casualty exposures; the impact of routine ongoing insurance reserve reviews we are conducting; our expectations concerning our revenues, earnings, expenses and investment activities; volatility in investment returns; expected cost savings and other results from our expense reduction activities; and our proposed actions in response to trends in our business. Forward-looking statements, by their nature, are subject to a variety of inherent risks and uncertainties that could cause actual results to differ materially from the results projected in the forward-looking statement. We cannot control many of these risks and uncertainties. These risks and uncertainties include, but are not limited to, the following:

**Company-Specific Factors**

the risks and uncertainties associated with our insurance reserves, as outlined in the Critical Accounting Estimates and the Reserves Estimates and Uncertainties sections of our Annual Report on Form 10-K, including the sufficiency of the reserves and the possibility for future increases, which would be reflected in the results of operations in the period that the need for such adjustment is determined;

the risk that the other parties to the transaction in which, subject to certain limitations, we ceded our legacy A&EP liabilities will not fully perform their obligations to CNA, the uncertainty in estimating loss reserves for A&EP liabilities and the possible continued exposure of CNA to liabilities for A&EP claims that are not covered under the terms of the transaction;

the performance of reinsurance companies under reinsurance contracts with us; and

the risks and uncertainties associated with potential acquisitions and divestitures, including the consummation of such transactions, the successful integration of acquired operations and the potential for subsequent impairment of goodwill or intangible assets.

**Industry and General Market Factors**

the impact of competitive products, policies and pricing and the competitive environment in which we operate, including changes in our book of business;

product and policy availability and demand and market responses, including the level of ability to obtain rate increases and decline or non-renew underpriced accounts, to achieve premium targets and profitability and to realize growth and retention estimates;

general economic and business conditions, including recessionary conditions that may decrease the size and number of our insurance customers and create additional losses to our lines of business, especially those that provide management and professional liability insurance, as well as surety bonds, to businesses engaged in real estate, financial services and professional services, and inflationary pressures on medical care costs, construction costs and other economic sectors that increase the severity of claims;

conditions in the capital and credit markets, including uncertainty and instability in these markets, as well as the overall economy, and their impact on the returns, types, liquidity and valuation of our investments;

conditions in the capital and credit markets that may limit our ability to raise significant amounts of capital on favorable terms; and

the possibility of changes in our ratings by ratings agencies, including the inability to access certain markets or distribution channels and the required collateralization of future payment obligations as a result of such changes, and changes in rating

agency policies and practices.

S-iii

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Table of Contents

**Regulatory Factors**

regulatory and legal initiatives and compliance with governmental regulations and other legal requirements, including with respect to cyber security protocols, legal inquiries by state authorities, judicial interpretations within the regulatory framework, including interpretation of policy provisions, decisions regarding coverage and theories of liability, legislative actions that increase claimant activity, including those revising applicability of statutes of limitations, trends in litigation and the outcome of any litigation involving us, and rulings and changes in tax laws and regulations;

regulatory limitations, impositions and restrictions upon us, including with respect to our ability to increase premium rates, and the effects of assessments and other surcharges for guaranty funds and second-injury funds, other mandatory pooling arrangements and future assessments levied on insurance companies; and

regulatory limitations and restrictions, including limitations upon our ability to receive dividends from our insurance subsidiaries, imposed by regulatory authorities, including regulatory capital adequacy standards.

**Impact of Catastrophic Events and Related Developments**

weather and other natural physical events, including the severity and frequency of storms, hail, snowfall and other winter conditions, natural disasters such as hurricanes and earthquakes, as well as climate change, including effects on global weather patterns, greenhouse gases, sea, land and air temperatures, sea levels, rain, hail and snow;

regulatory requirements imposed by coastal state regulators in the wake of hurricanes or other natural disasters, including limitations on the ability to exit markets or to non-renew, cancel or change terms and conditions in policies, as well as mandatory assessments to fund any shortfalls arising from the inability of quasi-governmental insurers to pay claims;

man-made disasters, including the possible occurrence of terrorist attacks, the unpredictability of the nature, targets, severity or frequency of such events, and the effect of the absence or insufficiency of applicable terrorism legislation on coverages; and

the occurrence of epidemics.

**Referendum on the United Kingdom's Membership in the European Union**

in 2016, the United Kingdom (U.K.) approved an exit from the European Union (E.U.), commonly referred to as "Brexit". Brexit remains scheduled to be completed in 2019, although the formal exit has been delayed twice. As of January 1, 2019, we write business in the E.U. through our recently established European subsidiary in Luxembourg and not through our U.K.-domiciled subsidiary. As a result, the complexity and cost of regulatory compliance of our European business has increased and will likely continue to result in elevated expenses.

Our forward-looking statements speak only as of the date on which they are made and we do not undertake any obligation to update or revise any forward-looking statement to reflect events or circumstances after the date of the statement, even if our expectations or any related events or circumstances change.



Table of Contents

**SUMMARY**

**The CNA Companies**

We are a global insurance organization serving businesses with a broad range of commercial insurance products, including property and casualty, surety and insurance-related services. We serve a wide variety of customers, including small, medium and large businesses, insurance companies, associations, professionals, and other groups with a broad range of commercial products and services. Our core insurance products primarily include commercial property and casualty coverages, including surety. Our services include risk management, information services, warranty and claims administration. Our products and services are marketed through independent agents, brokers and managing general underwriters.

We are one of the largest commercial insurance companies in the United States with an established market position across a diverse range of specialty and standard insurance products for commercial clients. Our common stock is listed on the New York Stock Exchange and the Chicago Stock Exchange. The trading symbol for our common stock is "CNA." As of March 31, 2019, Loews Corporation ("Loews") owned approximately 89% of our outstanding common stock.

We were incorporated as a Delaware corporation in 1967. Our principal subsidiary is The Continental Corporation, incorporated in 1968, which is the holding company of Continental Casualty Company ("CCC"), incorporated in 1897. The principal subsidiary of CCC is Western Surety Company ("WSC"), incorporated in 1900.

Our principal business is property and casualty insurance. CCC, WSC and each of their property and casualty insurance affiliates generally conduct our property and casualty insurance operations, including surety. Our Life & Group insurance operation primarily includes long term care business that is in run-off. The principal market for insurance products offered by us is the United States, with a strong and expanding market presence in Canada and Europe.

Table of Contents

**The Offering**

*The following contains a general summary of the terms of the notes. It may not include all the information that is important to you. You should read the entire prospectus and the documents incorporated by reference before making an investment decision.*

Issuer	CNA Financial Corporation.
Notes Offered	\$ aggregate principal amount of % Notes due 20 .
Maturity Date	, 20 .
Coupon	% per year.
Interest Payment Dates	and of each year, beginning , 2019. Interest will accrue from , 2019.
Ranking	The notes will be our unsecured, unsubordinated obligations and will rank equally in right of payment with all our other unsubordinated debt. The notes will be structurally subordinated to the debt and other liabilities of our subsidiaries. See "Description of Notes."
Optional Redemption	We may redeem some or all of the notes at any time at the applicable redemption price discussed under the caption "Description of Notes Optional Redemption."
Form and Denomination	The notes will be issued in fully registered form in denominations of \$2,000 and in integral multiples of \$1,000 in excess thereof.
Further Issues	We may from time to time, without the consent of the holders of the notes, issue additional senior debt securities having the same ranking and the same interest rate, maturity and other terms of the notes offered hereby except for the public offering price and issue date and, in some cases, the first interest payment date. See "Description of Notes Further Issuances."
Use of Proceeds	We estimate that the net proceeds of this offering, after deducting the underwriting discount and other estimated offering expenses payable by us, will be approximately \$ million. We intend to use the net proceeds, together with cash on hand and available liquidity, to repurchase, redeem, repay or otherwise retire the \$500 million outstanding aggregate principal balance of our 5.875% senior notes due August 15, 2020. See "Use of Proceeds."
No Listing of the Notes	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.
Trustee	U.S. Bank National Association.

Table of Contents

**RISK FACTORS**

*Our business faces significant risks. The risks described below and in our Annual Report on Form 10-K may not be the only risks we face. Additional risks that we do not yet know of or that we currently think are immaterial may also impair our business operations. You should carefully consider and evaluate all of the information contained or incorporated by reference into this prospectus supplement and the accompanying prospectus, including the risk factors listed below, before deciding whether to invest in our notes.*

**General Risks**

*Loews owns a majority of our common stock and has the power to elect our board of directors and influence our affairs.*

As of March 31, 2019, Loews beneficially owned approximately 89% of our outstanding common stock. As a result, Loews has the ability to elect our entire board of directors and determine the outcome of other matters submitted to our shareholders, such as the approval of significant transactions, and otherwise to influence our affairs.

**Risks Related to the Notes**

*An increase in interest rates could result in a decrease in the relative value of the notes.*

In general, as market interest rates rise, notes bearing interest at a fixed rate generally decline in value because the premium, if any, over market interest rates will decline. Consequently, if you purchase these notes and market interest rates increase, the market values of your notes may decline. We cannot predict the future level of market interest rates.

*Ratings of the notes may not reflect all risks of an investment in the notes.*

We expect that the notes will be rated by at least one nationally recognized statistical rating organization. The ratings of the notes will primarily reflect our financial strength and will change in accordance with the rating of our financial strength. A debt rating is not a recommendation to purchase, sell or hold the notes. These ratings do not correspond to market price or suitability for a particular investor. Additionally, ratings may be lowered or withdrawn in their entirety at any time. Any downgrade or anticipated downgrade or withdrawal of a rating by a rating agency that rates the notes could have an adverse effect on the trading prices or liquidity of the notes.

*The notes and indenture, as supplemented, governing the notes do not restrict our ability to incur additional debt or prohibit us from taking other action that could negatively impact holders of the notes.*

We are not restricted under the terms of the indenture governing the notes or the notes from incurring additional indebtedness. The terms of the indenture limit our ability to secure additional debt without also securing the notes. However, this limitation is subject to numerous exceptions. See "Description of the Debt Securities" in the accompanying prospectus. In addition, the notes do not require us to achieve or maintain any minimum financial results relating to our financial position or results of operations. Our ability to recapitalize, incur additional debt, secure existing or future debt or take a number of other actions that are not limited by the terms of the indenture and the notes, including repurchasing indebtedness or common shares or preferred shares, if any, or paying dividends, could have the effect of diminishing our ability to make payments on the notes when due.

Table of Contents

***Our financial performance and other factors could adversely impact our ability to make payments on the notes.***

Our ability to make scheduled payments with respect to our indebtedness, including the notes, will depend on our financial and operating performance, which, in turn, are subject to prevailing economic conditions and to financial, business and other factors beyond our control.

***The notes will be unsecured and effectively subordinated to our secured debt because, in certain circumstances, the holders of secured debt will be entitled to proceed against the collateral securing such debt and only the proceeds of such collateral in excess of the secured debt will be available for payment of our unsecured debt, including the notes.***

The notes will not be secured by any of our assets. As of March 31, 2019, we did not have any significant secured debt outstanding. The holders of any secured debt that we may have may foreclose on our assets securing our debt, reducing the cash flow from the foreclosed property available for payment of unsecured debt. The holders of any secured debt that we may have would also have priority over unsecured creditors in the event of our liquidation. In the event of our bankruptcy, liquidation or a similar proceeding, any holders of our secured debt would be entitled to proceed against their collateral, and that collateral will not be available for payment of unsecured debt, including the notes. As a result, the notes will be effectively subordinated to any existing and future secured debt that we may have.

***The notes are structurally subordinated to the liabilities of our subsidiaries, which may reduce our ability to use the assets of our subsidiaries to make payments on the notes.***

The notes are not guaranteed by our subsidiaries and therefore the notes will be structurally subordinated to all existing and future indebtedness and other liabilities of our subsidiaries. In the event of a bankruptcy, liquidation or similar proceeding of a subsidiary, following payment by the subsidiary of its liabilities, the subsidiary may not have sufficient assets to make payments to us. As of March 31, 2019, our subsidiaries had approximately \$44 billion of existing liabilities.

***Our ability to service debt, including the notes, is in large part dependent upon the results of operations of our subsidiaries.***

CNA Financial Corporation is a holding company. Our subsidiaries conduct a significant percentage of our consolidated operations and own a significant percentage of our consolidated assets. In addition, our subsidiaries account for substantially all of our revenues and net income. Accordingly, our cash flow and our ability to service debt, including the notes, is in large part dependent upon the results of operations of our subsidiaries and upon the ability of our subsidiaries to provide us cash (whether in the form of dividends, loans or otherwise) to pay amounts due in respect of our obligations, to pay any amounts due on the notes or to make any funds available to pay such amounts. Our subsidiaries are not obligated to make funds available to us for payment of the notes or otherwise. In addition, their ability to make any payments will depend on their earnings, the terms of their indebtedness, business and tax considerations and legal restrictions. Further, dividends, loans and other distributions from certain of our subsidiaries to us are (i) subject to regulatory restrictions, including minimum net capital requirements, (ii) contingent upon results of operations of such subsidiaries and (iii) subject to various business considerations. Because we depend on the cash flow of our subsidiaries to meet our obligations, these types of restrictions may impair our ability to make scheduled interest and principal payments on the notes.

Table of Contents

***An active trading market may not develop for the notes, which could adversely affect the price of the notes in the secondary market and your ability to resell the notes should you desire to do so.***

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. As a result of this and the other factors listed below, an active trading market for the notes may not develop, in which case the market price and liquidity of the notes may be adversely affected.

In addition, you may not be able to sell your notes at a particular time or at a price favorable to you. Future trading prices of the notes will depend on many factors, including:

our operating performance, financial condition and credit rating;

our prospects or the prospects for companies in our industry generally;

the interest of securities dealers in making a market in the notes;

the market for similar securities;

prevailing interest rates; and

the risk factors described in Item 1A of our Annual Report on Form 10-K.

We have been advised by the underwriters that they intend to make a market for the notes, but they have no obligation to do so and may discontinue market-making at any time without providing any notice.

***Redemption may adversely affect your return on the notes.***

We have the right to redeem some or all of the notes prior to maturity, as described under "Description of the Notes Optional Redemption." We may redeem the notes at times when prevailing interest rates may be relatively low compared to rates at the time of issuance of the notes. Accordingly, you may not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as that of the notes.

Table of Contents

**USE OF PROCEEDS**

We estimate that the net proceeds of this offering, after deducting the underwriting discount and other estimated offering expenses payable by us, will be approximately \$            million. We intend to use the net proceeds, together with cash on hand and available liquidity, to repurchase, redeem, repay or otherwise retire the \$500 million outstanding aggregate principal balance of our 5.875% senior notes due August 15, 2020. Pending such application, we intend to invest the net proceeds of this offering in short term interest-bearing securities.

S-6

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Table of Contents**CAPITALIZATION**

The following table shows our consolidated capitalization as of March 31, 2019:

on a historical basis; and

as adjusted to give effect to this offering and the use of the net proceeds therefrom as discussed under "Use of Proceeds" herein.

You should read this table in conjunction with our consolidated financial statements and related notes which are incorporated by reference in this prospectus supplement.

	<b>March 31, 2019</b>	
	<b>Actual</b>	<b>As Adjusted</b>
	<b>(in millions)</b>	
<b>Long-term debt (net of unamortized discount):</b>		
Senior notes:		
5.875%, face amount of \$500, due August 15, 2020	\$ 499	\$
5.750%, face amount of \$400, due August 15, 2021	399	
3.950%, face amount of \$550, due May 15, 2024	548	
4.500%, face amount of \$500, due March 1, 2026	498	
3.450%, face amount of \$500, due August 15, 2027	495	
%, face amount of \$ , due , 20 , offered hereby		
Debenture of CNAF, 7.250%, face amount of \$243, due November 15, 2023	242	
Total long-term debt	2,681	
<b>Stockholders' equity:</b>		
Common stock (\$2.50 par value per share; 500,000,000 shares authorized; 273,040,243 shares issued; 271,456,978 shares outstanding)		
	683	
Additional paid-in capital	2,184	
Retained earnings	8,976	
Accumulated other comprehensive income	(324)	
Treasury stock (1,583,265 shares), at cost	(64)	
Total CNA stockholders' equity	11,455	
Total capitalization	\$ 14,136	\$

Table of Contents**SELECTED CONSOLIDATED FINANCIAL DATA**

Our selected consolidated financial data presented below as of and for the years ended December 31, 2018, 2017, 2016, 2015 and 2014 have been derived from our audited consolidated financial statements.

The selected consolidated financial information as of and for the three months ended March 31, 2019 and March 31, 2018 have been derived from our unaudited condensed consolidated financial statements and include all adjustments (consisting of normal recurring adjustments), which are, in our opinion, necessary for a fair presentation of our financial position at those dates and results of operations for those periods. Our results of operations for the three months ended March 31, 2019 are not necessarily indicative of our results for the year.

You should read this selected consolidated financial information in conjunction with our audited consolidated financial statements in our Annual Report on Form 10-K and the unaudited condensed consolidated financial statements in our Quarterly Report on Form 10-Q, each of which is incorporated by reference in this prospectus supplement and the accompanying prospectus, and "Management's Discussion and Analysis of Financial Condition and Results of Operations" for those periods, which are contained in those documents.

(In millions)	Three Months Ended March 31,		Year Ended December 31,				
	2019	2018	2018	2017	2016	2015	2014
<b>Results of Operations:</b>							
Revenues	\$ 2,695	\$ 2,535	\$ 10,134	\$ 9,542	\$ 9,366	\$ 9,101	\$ 9,692