

ALLSTATE CORP  
Form 8-K  
October 07, 2011

**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): October 7, 2011**

**THE ALLSTATE CORPORATION**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**

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**(State or Other Jurisdiction of Incorporation)**

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| <b>1-11840</b><br>-----<br><b>(Commission File Number)</b> | <b>36-3871531</b><br>-----<br><b>(IRS Employer Identification No.)</b> |
|--|--|

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

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**(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 October 7, 2011 ( closing date ), the Registrant issued a press release announcing that it has obtained all required regulatory approvals and closed its acquisition of the Esurance business and Answer Financial Inc. ( AFI ) from White Mountains Insurance Group, Ltd. ( White Mountains ). Under the terms of a stock purchase agreement, filed as an exhibit to the Registrant s Form 8-K filed on May 23, 2011, the Registrant acquired on the closing date all of the shares of White Mountains, Inc. ( WMI ) and AFI for a cash purchase price of \$1 billion, subject to adjustment. WMI, together with its direct or indirect subsidiaries, operates the Esurance business. AFI, together with its direct or indirect subsidiaries, operates the Answer Financial agency business. A copy of the press release is attached hereto, filed as Exhibit 99 to this report, and is incorporated herein by reference.

**Section 9 Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

|     |                    |  |
|-----|--------------------|--|
| (d) | Exhibits           |  |
|     | <u>Exhibit No.</u> | <u>Description</u>                               |
|     | 99                 | Registrant s press release dated October 7, 2011 |

**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**

By: /s/ Mary J. McGinn

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Name: Mary J. McGinn  
Title: Senior Vice President,  
Deputy General Counsel and  
Secretary

Date: October 7, 2011