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HARTFORD FINANCIAL SERVICES GROUP INC/DE  
Form 8-K  
November 09, 2001

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 17, 2001

THE HARTFORD FINANCIAL SERVICES GROUP, INC.  
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(Exact name of registrant as  
specified in its charter)

Delaware  
(State or other jurisdiction  
of Incorporation)

13-3317783  
(IRS Employer  
Identification No.)

0-19277  
(Commission  
File Number)

THE HARTFORD FINANCIAL SERVICES GROUP, INC.  
HARTFORD PLAZA  
HARTFORD, CONNECTICUT  
(Address of principal executive offices of each registrant)

06115-1900  
Zip Code

(860) 547-5000  
Registrants' telephone number

HARTFORD  
-----

(Exact name of  
specified in

Delaware  
(State or other jurisdiction  
of Incorporation)

06-6431735  
(IRS Employer  
Identification No.)

Item 5. Other Events:

On October 17, 2001, The Hartford Financial Services Group, Inc. ("The Hartford") entered into an Underwriting Agreement with Salomon Smith Barney Inc. for the issuance and sale of certain of The Hartford's equity securities. This Form 8-K is being filed to incorporate by reference into Registration Statement on Form S-3, No. 333-49666, the Underwriting Agreement attached hereto as Exhibit 1.1.

On October 19, 2001, The Hartford and Hartford Capital III (the

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"Trust") entered into an Underwriting Agreement with Merrill Lynch, Pierce, Fenner & Smith Incorporated and UBS Warburg LLC on behalf of the Several Underwriters named in Schedule 1 to the Pricing Agreement for the issuance and sale of 20,000,000 Preferred Securities designated the 7.45% Trust Originated Preferred Securities, Series C, of the Trust. This Form 8-K is being filed to incorporate by reference into Registration Statement on Form S-3, No. 333-49666, the Underwriting Agreement attached hereto as Exhibit 1.2.

On October 26, 2001, Debevoise & Plimpton, who acted as special counsel to The Hartford and the Trust in connection with the Registration Statement on Form S-3, No. 333-49666 (the "Registration Statement"), delivered its tax opinion in connection with the issuance and sale of 20,000,000 Preferred Securities designated the 7.45% Trust Originated Preferred Securities of the Trust. This Form 8-K is being filed to incorporate by reference into the Registration Statement the tax opinion of Debevoise & Plimpton, which is attached hereto as Exhibit 8.

Item 7 Financial Statements and Exhibits

c) The following are filed as exhibits to this Current Report:

| Exhibit<br>Number<br>----- | Description<br>-----  |
|----------------------------|---|
| 1.1.                       | Underwriting Agreement dated October 17, 2001.              |
| 1.2.                       | Underwriting Agreement dated October 19, 2001.              |
| 8.                         | Tax Opinion of Debevoise & Plimpton dated October 26, 2001. |

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SIGNATURE

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 HARTFORD FINANCIAL SERVICES GROUP, INC.

Date: November 9, 2001

By: /s/ C. Michael O'Halloran  
-----  
Name: C. Michael O'Halloran  
Title: Its Senior Vice President

HARTFORD CAPITAL III  
By: THE HARTFORD FINANCIAL SERVICES  
GROUP, INC., as Sponsor

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Date: November 9, 2001

By: /s/ C. Michael O'Halloran  
-----

Name: C. Michael O'Halloran

Title: Its Senior Vice President

EXHIBIT INDEX

Exhibit Number  
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Description  
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- |      |   |
|------|---|
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| 1.2. | Underwriting Agreement dated October 19, 2001.              |
| 8.   | Tax Opinion of Debevoise & Plimpton dated October 26, 2001. |