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HARTFORD FINANCIAL SERVICES GROUP INC/DE
Form 8-A12B
October 25, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

HARTFORD CAPITAL III

(Exact name of registrant as specified in
its charter)

(Exact name of registrant as specified
in Trust Agreements)

DELAWARE

DELAWARE

(State of incorporation or organization
of registrant)

(State of incorporation or organization
of each registrant)

13-3317783

06-6431735

(I.R.S. Employer Identification No.)

(I.R.S. Employer Identification No.)

C/O C. MICHAEL O'HALLORAN
SENIOR VICE PRESIDENT
C/O THE HARTFORD FINANCIAL SERVICES GROUP, INC.
HARTFORD PLAZA
HARTFORD, CONNECTICUT
(860) 547-5000

(Address of principal executive offices of each registrant)

06115

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be registered

Name of each exchange on which each
class is to be registered

Trust Originated Preferred Securities
("TOPrS(R)"), to be issued by Hartford
Capital III and the Preferred Securities
Guarantee by The Hartford Financial
Services Group, Inc. with respect thereto

New York Stock Exchange

If this form relates to the registration of a class of securities
pursuant to Section 12(b) of the Exchange Act and is effective pursuant to

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General Instruction A.(c), check the following box. [X]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d)(2), check the following box. []

Securities Act registration statement file number to which this form relates: 333-49666

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrant's Securities to be Registered.

The Trust Originated Preferred Securities (the "Preferred Securities") of Hartford Capital III ("Hartford Capital III"), guaranteed by The Hartford Financial Services Group, Inc. (the "Company") to the extent set forth in the form of Guarantee Agreement (the "Preferred Securities Guarantee") of the Company, represent undivided beneficial interests in the assets of Hartford Capital III. Information relating to Preferred Securities and the Preferred Securities Guarantee is set forth under the captions "Description of Preferred Securities" and "Description of Guarantee," respectively, in the Company's Prospectus, dated February 12, 2001, as supplemented by information relating specifically to the Preferred Securities set forth under the caption "Certain Terms of the Preferred Securities" in the Company's Prospectus Supplement, dated October 19, 2001, each filed with the Commission on October 22, 2001, pursuant to Rule 424(b)(4) and each is incorporated herein by reference.

Item 2. Exhibits.

- 1.01 Amendment No. 3 to the Registration Statement on Form S-3 and Post-Effective Amendment No. 4 to the Company's Registration on Form S-3 filed with the Securities and Exchange Commission on January 31, 2001 by The Hartford Financial Services Group, Inc., Hartford Capital III, Hartford Capital IV and Hartford Capital V, as amended (the "Registration Statement"), is incorporated herein by reference.
- 1.02 Prospectus Supplement, dated October 19, 2001 filed with the Securities and Exchange Commission on October 22, 2001 by The Hartford Financial Services Group, Inc. and Hartford Capital III is incorporated herein by reference.
- 4.01 Certificate of Trust of Hartford Capital III (incorporated herein by reference to Exhibit 4.13 to the Registration Statement on Form S-3 (Registration No. 33-98014) of ITT Hartford Group, Inc., Hartford Capital I, Hartford Capital II, Hartford Capital III and Hartford Capital IV).
- 4.02 Junior Subordinated Indenture, dated October 30, 1996, between ITT Hartford Group, Inc. and Wilmington Trust Company, as Trustee (incorporated herein by reference to Exhibit 4.16 to ITT Hartford Group, Inc.'s Form 10-K for the fiscal year ended December 31, 1996).
- 4.03 Form of Supplemental Indenture, between The Hartford Financial Services Group, Inc. and Wilmington Trust Company, as Trustee.

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- 4.04 Trust Agreement of Hartford Capital III (incorporated herein by reference to Exhibit 4.14 to the Registration Statement on Form S-3 (Registration No. 33-98014) of ITT Hartford Group, Inc., Hartford Capital I, Hartford Capital II, Hartford Capital III and Hartford Capital IV).

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- 4.05 Form of Amended and Restated Trust Agreement of Hartford Capital III (incorporated herein by reference to Exhibit 4.15 to the Registration Statement on Form S-3 (Registration No. 333-12167) of The Hartford Financial Services Group, Inc., Hartford Capital II, Hartford Capital III and Hartford Capital IV).
- 4.06 Form of Preferred Security Certificate for Hartford Capital III (included as Exhibit E of Exhibit 4.05).
- 4.07 Form of Guarantee Agreement in respect of Hartford Capital III (incorporated herein by reference to Exhibit 4.17 to the Registration Statement on Form S-3 (Registration No. 333-12167) of The Hartford Financial Services Group, Inc., Hartford Capital II, Hartford Capital III and Hartford Capital IV).

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrants have duly caused this Registration Statement to be signed on their behalf by the undersigned, thereto duly authorized.

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

By: /s/ C. Michael O'Halloran

C. Michael O'Halloran

HARTFORD CAPITAL III

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

By: /s/ C. Michael O'Halloran

C. Michael O'Halloran

Dated: October 25, 2001

