

HARTFORD FINANCIAL SERVICES GROUP INC/DE  
Form 8-K  
December 18, 2008

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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):

December 12, 2008

The Hartford Financial Services Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-13958

13-3317783

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

One Hartford Plaza, Hartford, Connecticut

06155

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

860-547-5000

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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**Item 1.01 Entry into a Material Definitive Agreement.**

On December 12, 2008, The Hartford Financial Services Group, Inc. (the "Company"), entered into the Second Amendment (the "Amendment") to the Amended and Restated Competitive Advance and Revolving Credit Facility Agreement dated August 9, 2007 (as amended, restated, modified or supplemented from time to time, the "Credit Agreement"), among the Company, and a syndicate of lenders (the "Lenders"), including Bank of America, N.A., as administrative agent, JPMorgan Chase Bank, N.A. and Citibank, N.A., as syndication agents, and Wachovia Bank, N.A., as documentation agent. The Amendment carves out from the limitation on liens covenant set forth in Section 5.11 of the Credit Agreement any liens granted by the Company or any of its borrowing subsidiaries to secure borrowings by the Company or any of its subsidiaries from any Federal Home Loan Bank, provided the aggregate outstanding principal amount of secured indebtedness shall not exceed \$1 billion.

The foregoing description is qualified in its entirety by reference to the Second Amendment to the Credit Agreement, dated as of December 12, 2008 and filed herewith as Exhibit 10.01.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit No.

10.1 Second Amendment, dated as of December 12, 2008, to the Amended and Restated Five-Year Competitive Advance and Revolving Credit Facility Agreement dated as of August 9, 2007 (as amended, restated, modified or supplemented from time to time), by and among the Company and the Lenders, including Bank of America, N.A., as administrative agent, JPMorgan Chase Bank, N.A. and Citibank, N.A., as syndication agents, and Wachovia Bank, N.A., as documentation agent.

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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.

The Hartford Financial Services Group, Inc.

*December 18, 2008*

By: */s/ Ricardo A. Anzaldua*

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*Name: Ricardo A. Anzaldua*

*Title: Senior Vice President and Corporate Secretary*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
10.1	10.1 Second Amendment, dated as of December 12, 2008, to the Amended and Restated Five-Year Competitive Advance and Revolving Credit Facility Agreement dated as of August 9, 2007 (as amended, restated, modified or supplemented from time to time), by and among the Company and the Lenders, including Bank of America, N.A., as administrative agent, JPMorgan Chase Bank, N.A. and Citibank, N.A., as syndication agents, and Wachovia Bank, N.A., as documentation agent.