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LOEWS CORP
Form S-3MEF
February 01, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON FEBRUARY 1, 2002

REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

LOEWS CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

13-2646102
(I.R.S. Emplo
Identification N

667 MADISON AVENUE
NEW YORK, NEW YORK 10021-8087
(212) 521-2000
(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

BARRY HIRSCH, ESQ.
SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
667 MADISON AVENUE
NEW YORK, NEW YORK 10021-8087
(212) 521-2000
(Name, address, including zip code, and telephone
number, including area code, of agent for service)

COPIES TO:

ELLIOTT V. STEIN, ESQ.
WACHTELL, LIPTON, ROSEN & KATZ
51 WEST 52ND STREET
NEW YORK, NEW YORK 10019
(212) 403-1000

MARC S. ROSENBERG, ESQ.
CRAVATH, SWAINE & MOORE
WORLDWIDE PLAZA
825 EIGHTH AVENUE
NEW YORK, NEW YORK 10019-7472
(212) 474-1000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as

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practicable after this registration statement becomes effective.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. []

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] 333-73138

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [] -----

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

| TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED | PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1) | AMOUNT |
|-------------------------------------------------------|--------------------------------------------------|--------|
| Carolina Group stock, par value \$.01 per share..... | \$119,945,000 | |

- (1) Estimated pursuant to Rule 457(o) solely for purposes of calculating the registration fee.
- (2) 35,966,250 shares were registered under registration statement no. 333-73138. A filing fee of \$243,437 was previously paid with such earlier registration statement.

 THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(B) UNDER THE SECURITIES ACT OF 1933.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction IV of Form S-3, both as promulgated under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-3 (File No. 333-73138) filed by Loews Corporation with the Securities and Exchange Commission on November 9, 2001, as amended, which was declared effective by the Commission on January 31, 2002, including the exhibits thereto, are incorporated herein by reference.

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EXHIBIT INDEX TO REGISTRATION STATEMENT ON FORM S-3

- 5.1 Opinion of Wachtell, Lipton, Rosen & Katz, as to the legality of the securities being registered.
- 23.1 Consent of Wachtell, Lipton, Rosen & Katz (included in opinion of counsel filed as Exhibit 5.1).
- 23.2 Consent of Deloitte & Touche LLP.
- 24.1* Power of Attorney.

* Incorporated by reference to Exhibit 24.1 to Registration Statement on Form S-3 (File number 333-73138).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of New York, state of New York, on February 1, 2002.

LOEWS CORPORATION

By: /s/ PETER W. KEEGAN

 Peter W. Keegan
 Senior Vice President and
 Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on February 1, 2002.

SIGNATURE

TITLE

*

 James S. Tisch

Director, President, Chief Executive
 Officer, Member of the Office of the
 President (Principal Executive Officer)

*

 Peter W. Keegan

Senior Vice President and Chief Financial
 Officer (Principal Financial Officer and
 Principal Accounting Officer)

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| | |
|--------------------------------|--------------------------------------------------------------------------------------------|
| * ----- Guy A. Kwan | Controller |
| * ----- John Brademas | Director |
| * ----- Paul J. Fribourg | Director |
| * ----- Bernard Myerson | Director |
| * ----- Edward J. Noha | Director |
| * ----- Michael F. Price | Director |
| * ----- Gloria R. Scott | Director |
| * ----- Andrew H. Tisch | Director, Chairman of the Executive Committee, Member of the Office of the President |

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SIGNATURE

TITLE
