

United States Securities and Exchange Commission

Washington, DC 20549

FORM S-8**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933****THE ALLSTATE CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

DELAWARE

(State of Incorporation)

36-3871531

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

2775 Sanders Road, Northbrook, Illinois
(Address of Principal Executive Offices)**60062**
(Zip Code)**THE ALLSTATE CORPORATION
2019 EQUITY INCENTIVE PLAN**
(Full title of the Plan)**Daniel G. Gordon, Vice President, Assistant General Counsel and Assistant Secretary****The Allstate Corporation****2775 Sanders Road, Suite A2W, Northbrook, Illinois 60062
(847) 402-5000**

(Name, address, and telephone number of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer xAccelerated filer oNon-accelerated filer oSmaller reporting company oEmerging growth company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. o

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Shares, par value \$0.01 per share(1)	13,400,000 shares	\$96.72(2)	\$1,296,048,000(2)	\$157,081.02(2)

- (1) The provisions of Rule 416 under the Securities Act of 1933 (the "Securities Act") apply to this Registration Statement and the number of shares registered hereby shall automatically increase or decrease as the result of stock splits, stock dividends, reverse stock splits or similar transactions.
- (2) Calculated pursuant to Rule 457(h) of the Securities Act based on the average of the high and low prices of Allstate common shares on May 22, 2019, as reported on the New York Stock Exchange Consolidated Reporting System.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3: Incorporation of Documents by Reference

The following documents filed by The Allstate Corporation (“Allstate”) with the Securities and Exchange Commission (the “Commission”) are incorporated in and made a part of this Registration Statement by reference, as of their respective dates:

1. [Allstate’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018, filed February 15, 2019](#), as revised by our Current Report on [Form 8-K filed on May 16, 2019](#), which revised the following Items of the Annual Report as and to the extent reflected in Exhibit 99.1 thereto:
 - Part II, Item 6, Selected Financial Data;
 - Part II, Item 7, Management’s Discussion and Analysis of Financial Condition and Results of Operations;
 - Part II, Item 8, Financial Statements and Supplemental Data; and
 - Part IV, Item 15(a)(2), Financial Statements Schedules. (File No. 1-11840)
2. The portions of our [Proxy Statement, filed April 8, 2019](#), for our 2019 Annual Meeting of Stockholders incorporated by reference into our Annual Report. (File No. 1-11840)
3. [Allstate’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2019, filed on May 1, 2019. \(File No. 1-11840\)](#)
4. Allstate’s Current Reports on [Form 8-K filed May 16, 2019](#) (only with respect to the Item 8.01 and 9.01 information) and [May 21, 2019](#). (File No. 1-11840)
5. The description of Allstate’s common shares contained in Item 11 of Allstate’s [Form 10/A filed May 14, 2001](#), as amended and restated in Item 8.01 of Allstate’s Current Report on [Form 8-K filed on May 18, 2007](#), and as further amended and restated in Item 8.01 of Allstate’s Current Reports on [Form 8-K filed May 18, 2011](#), and [May 23, 2012](#). (File No. 1-11840)

All documents that Allstate subsequently files pursuant to Section 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), other than any information Allstate furnishes, rather than files, with the Commission pursuant to certain items of Form 8-K, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in the Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference or deemed to be part of the Registration Statement shall be deemed to be modified or superseded for purposes of the Registration Statement to the extent that a statement contained in any other subsequently filed document which also is or is deemed to be incorporated by reference or deemed to be part of the Registration Statement modifies or replaces such statement. Any statement contained in a document that is deemed to be incorporated by reference or deemed to be part of the Registration Statement after the most recent effective date may modify or replace existing statements contained in the Registration Statement. Any such statement so modified shall not be deemed in its unmodified form to constitute a part of the Registration Statement for purposes of the Securities Act of 1933 (the “Securities Act”). Any statement so superseded shall not be deemed to constitute a part of the Registration Statement for purposes of the Securities Act.

Item 5: Interests of Named Experts and Counsel

Daniel G. Gordon, Allstate’s Vice President, Assistant General Counsel and Assistant Secretary has passed upon the validity of the common shares being registered. Mr. Gordon beneficially owns or has options to acquire an aggregate of less than one percent of Allstate’s outstanding common shares. These shares and options include awards under Allstate’s employee benefit plans, subject to forfeiture under certain circumstances. Mr. Gordon is eligible to participate in the 2019 Equity Incentive Plan.

Item 6: Indemnification of Directors and Officers

Article IV of the Amended and Restated By-Laws of Allstate provides that Allstate will indemnify all of its directors, former directors, officers and former officers, to the fullest extent permitted under law, who were or are a party or are threatened to be made a party to any proceeding by reason of the fact that

such persons were or are directors or officers of Allstate, against liabilities, expenses, judgments, fines, excise taxes or penalties assessed, including, without limitation, those with respect to an employee benefit plan or trust, and amounts paid in settlement actually and reasonably incurred by them. The indemnity shall not be deemed exclusive of any other rights to which directors or officers may be entitled by law or under any articles of incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise. In addition, the indemnity shall inure to the benefit of the legal representatives of directors and officers or of their estates, whether such representatives are court appointed or otherwise designated, and to the benefit of the heirs of such directors and officers. The indemnity shall extend to and include claims for such payments arising out of any proceeding commenced or based on actions of such directors and officers taken prior to the effective date of such Article IV; provided that payment of such claims had not been agreed to or denied by Allstate before such date.

Article Eighth of Allstate's Restated Certificate of Incorporation provides that a director of Allstate shall not be personally liable to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director, to the fullest extent permitted by the Delaware General Corporation Law.

Under Section 145 of the Delaware General Corporation Law, a corporation may indemnify a person who was made a party to a proceeding or threatened to be made a party to a proceeding by reason of the fact that the person is or was a director or officer of the corporation against liability actually and reasonably incurred in connection with such proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal proceeding, had no reasonable cause to believe the person's conduct was unlawful. A corporation may not indemnify a director or officer in connection with a proceeding where such person is adjudged liable to the corporation, unless the court in which the proceeding is brought determines that such director or officer is fairly and reasonably entitled to indemnity.

Allstate has provided liability insurance for each director and officer for certain losses arising from claims or charges made against them while acting in their capacities as directors or officers of Allstate.

Allstate has entered into an indemnification agreement with each director, providing that Allstate will indemnify such director (and such director's spouse), to the fullest extent permitted under Delaware law, if he or she is or was made a party, witness, or other participant in or is or was threatened to be made a party, witness, or other participant in any proceeding by reason of the fact that such person was or may be deemed a director of Allstate or was or may be deemed serving at the request of Allstate as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against liabilities, expenses (including those expenses incurred in relation to a successful defense of claims), judgments, fines, excise taxes or penalties assessed with respect to an employee benefit plan or trust, and amounts paid in settlement actually and reasonably incurred by them, provided that such director acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of Allstate. The indemnity shall not be deemed exclusive of any other rights to which such director may be entitled by law or under any articles of incorporation or by-law. The agreement requires Allstate to obtain and maintain an insurance policy or policies providing general director liability insurance.

Item 8: Exhibits

The Exhibits to this Registration Statement are listed in the Exhibit Index of this Registration Statement, which index is incorporated herein by reference.

Item 9: Undertakings

Allstate hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the Registration Statement is on Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by Allstate pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

Allstate hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of Allstate's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of Allstate pursuant to the foregoing provisions, or otherwise, Allstate has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by Allstate of expenses incurred or paid by a director, officer or controlling person of Allstate in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, Allstate will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	<u>Restated Certificate of Incorporation of The Allstate Corporation. Incorporated by reference to Exhibit 3(i) of The Allstate Corporation's Current Report on Form 8-K filed on May 23, 2012. (File No. 1-11840)</u>
4.2	<u>Amended and Restated Bylaws of The Allstate Corporation, as amended November 19, 2015. Incorporated by reference to Exhibit 3.1 of The Allstate Corporation Current Report on Form 8-K filed on November 19, 2015. (File No. 1-11840)</u>
4.3	<u>The Allstate Corporation 2019 Equity Incentive Plan. Incorporated by reference to Appendix D to The Allstate Corporation Notice of 2019 Annual Meeting and Proxy Statement filed on April 8, 2019. (File No. 1-11840)</u>
5	<u>Opinion of Daniel G. Gordon, Esq.</u>
15	<u>Acknowledgment of Deloitte & Touche LLP regarding unaudited interim financial information</u>
23.1	<u>Consent of Daniel G. Gordon (included in Exhibit 5)</u>
23.2	<u>Consent of Independent Registered Public Accounting Firm</u>
24	<u>Power of Attorney (included on signature page)</u>

POWER OF ATTORNEY

Each director and/or officer of the Registrant whose signature appears below hereby appoints Eric K. Ferren, Daniel G. Gordon, Susan L. Lees, Mario Rizzo, Steven E. Shebik, and Thomas J. Wilson, and each of them severally, as his or her attorney-in-fact in his or her name, place and stead, in any and all capacities stated below, to sign any and all amendments to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission. The Registrant also appoints Eric K. Ferren, Daniel G. Gordon, Susan L. Lees, Mario Rizzo, Steven E. Shebik, and Thomas J. Wilson, and each of them severally, as its attorney-in-fact in its name, place and stead to sign any and all amendments to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act, Allstate certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Township of Northfield, County of Cook, State of Illinois, on May 21, 2019.

THE ALLSTATE CORPORATION

By: /s/ Daniel G. Gordon
Name: Daniel G. Gordon
Title: Vice President, Assistant General Counsel and Assistant Secretary

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Thomas J. Wilson</u> Thomas J. Wilson	Chairman of the Board, President, Chief Executive Officer and a Director (Principal Executive Officer)	May 21, 2019
<u>/s/ Mario Rizzo</u> Mario Rizzo	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 21, 2019
<u>/s/ Eric K. Ferren</u> Eric K. Ferren	Senior Vice President, Controller, and Chief Accounting Officer (Principal Accounting Officer)	May 21, 2019
<u>/s/ Kermit R. Crawford</u> Kermit R. Crawford	Director	May 21, 2019
<u>/s/ Michael L. Eskew</u> Michael L. Eskew	Director	May 21, 2019

<u>/s/ Margaret M. Keane</u> Margaret M. Keane	Director	May 21, 2019
<u>/s/ Siddharth N. Mehta</u> Siddharth N. Mehta	Director	May 21, 2019
<u>/s/ Jacques P. Perold</u> Jacques P. Perold	Director	May 21, 2019
<u>/s/ Andrea Redmond</u> Andrea Redmond	Director	May 21, 2019
<u>/s/ Gregg M. Sherrill</u> Gregg M. Sherrill	Director	May 21, 2019
<u>/s/ Judith A. Sprieser</u> Judith A. Sprieser	Director	May 21, 2019
<u>/s/ Perry M. Traquina</u> Perry M. Traquina	Director	May 21, 2019



Daniel G. Gordon
Vice President,
Assistant General Counsel and
Assistant Secretary

May 21, 2019

The Allstate Corporation
2775 Sanders Road
Northbrook, IL 60062

Ladies and Gentlemen:

A Registration Statement on Form S-8 is being filed on or about the date of this letter with the Securities and Exchange Commission to register 13,400,000 shares of common stock, \$0.01 par value, of The Allstate Corporation ("Allstate") for issuance to participants in The Allstate Corporation 2019 Equity Incentive Plan (the "Plan").

This opinion is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended.

In connection with this opinion I, or attorneys working under my direction, have examined originals or copies, certified or otherwise identified to my satisfaction, of (i) the Registration Statement, (ii) the Plan, (iii) the Restated Certificate of Incorporation of Allstate as currently in effect, (iv) the Amended and Restated By-Laws of Allstate as currently in effect, and (v) resolutions of the Board of Directors of Allstate relating to the filing of the Registration Statement and related matters. In addition, I, or attorneys working under my direction, have examined originals or copies, certified or otherwise identified to my satisfaction, of such records of Allstate and such other agreements, instruments, and documents of Allstate, and have made such other investigations, as I have deemed necessary or appropriate as a basis for the opinions set forth herein.

Based upon the foregoing, it is my opinion that the shares of common stock have been duly authorized and, when issued in accordance with the provisions of the Plan, will be validly issued, fully paid and non-assessable under the laws of the State of Delaware.

I am licensed to practice law in Illinois. This opinion is limited to the Delaware General Corporation Law, the applicable provisions of the Delaware Constitution and reported judicial decisions interpreting those laws.

I consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of my name wherever appearing in the Registration Statement and any amendment thereto. In giving this consent I do not admit that I am within the category of

The Allstate Corporation
2775 Sanders Road, Suite A2W, Northbrook, IL 60062 847-402-5000

persons whose consent is required by Section 7 of the Securities Act of 1933 or the rules and regulations promulgated thereunder.

Very truly yours,

/s/ Daniel G. Gordon

Daniel G. Gordon

The Allstate Corporation
2775 Sanders Road
Northbrook, IL 60062

We have reviewed, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the unaudited interim financial information of The Allstate Corporation and subsidiaries for the three-month periods ended March 31, 2019 and 2018, and have issued our report dated May 1, 2019. As indicated in such reports, because we did not perform an audit, we expressed no opinion on that information.

We are aware that our report referred to above, which was included in your Quarterly Reports on Form 10-Q for the quarter ended March 31, 2019, is incorporated by reference in this Registration Statement.

We also are aware that the aforementioned report, pursuant to Rule 436(c) under the Securities Act of 1933, is not considered a part of the Registration Statement prepared or certified by an accountant or a report prepared or certified by an accountant within the meaning of Sections 7 and 11 of that Act.

/s/ Deloitte & Touche LLP

Chicago, Illinois
May 24, 2019

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report relating to the consolidated financial statements and consolidated financial statement schedules of The Allstate Corporation and subsidiaries and the effectiveness of The Allstate Corporation and subsidiaries' internal control over financial reporting dated February 15, 2019 (May 16, 2019, as to the effects of the retrospective adoption of a change in accounting for recognizing pension and other postretirement benefit plan actuarial gains and losses as discussed in Note 2), appearing in Current Report on Form 8-K of The Allstate Corporation dated May 16, 2019.

/s/ Deloitte & Touche LLP

Chicago, Illinois

May 24, 2019
