

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): January 3, 2017

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

Delaware
(State or other
jurisdiction of
incorporation)

1-11840
(Commission
File Number)

36-3871531
(IRS Employer
Identification No.)

2775 Sanders Road, Northbrook, Illinois 60062
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(847) 402-5000**

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))

Section 7 – Regulation FD

Item 7.01. Regulation FD Disclosure.

Attached as Exhibit 99.2 to this report is certain historical unaudited financial and other information for SquareTrade Holding Company, Inc. ("SquareTrade"), an indirect subsidiary of the Registrant.

The information contained in this Item 7.01, including Exhibit 99.2 hereto, is furnished and not filed pursuant to Instruction B.2 of Form 8-K.

Section 8 – Other Events

Item 8.01. Other Events.

On January 4, 2017, the Registrant announced that it obtained all required regulatory approvals and closed its acquisition of SquareTrade. Under the terms of the Agreement and Plan of Merger, filed as an exhibit to the Registrant's Form 8-K filed on November 28, 2016, the Registrant's direct, wholly-owned subsidiary, Allstate Non-Insurance Holdings, Inc., acquired SquareTrade on January 3, 2017. A copy of the press release announcing the closing is attached as Exhibit 99.1 to this report, and is incorporated herein by reference.

Section 9 – Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Registrant's press release dated January 4, 2017.
99.2	Certain historical unaudited financial and other information for SquareTrade Holding Company, Inc. This exhibit is furnished and not filed, pursuant to Instruction B.2 of Form 8-K.

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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 ALLSTATE CORPORATION
(Registrant)

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

Date: January 4, 2017

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NEWS

FOR IMMEDIATE RELEASE

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Allstate Closes Acquisition of SquareTrade

NORTHBROOK, Ill., Jan. 4, 2017 – The Allstate Corporation (NYSE: ALL) today announced that it has obtained all required regulatory approvals and closed its acquisition of SquareTrade, a consumer protection plan provider that distributes through many of America's major retailers.

"The addition of SquareTrade to the Allstate family of companies supports our customer-focused strategy and lives into [Our Shared Purpose](#) to protect people from life's uncertainties," said Tom Wilson, chairman and chief executive officer of Allstate. "As a rapidly growing consumer protection plan provider that distributes through many of America's major retailers, SquareTrade broadens our protection product portfolio and expands our customer relationships. SquareTrade will become even stronger as part of Allstate, enabling it to serve additional retailers and expand its product offering and market reach."

About Allstate

[The Allstate Corporation](#) (NYSE: ALL) is the nation's largest publicly held personal lines insurer, protecting approximately 16 million households from life's uncertainties through auto, home, [life](#) and other insurance offered through its [Allstate](#), [Esurance](#), [Encompass](#) and [Answer Financial](#) brand names. Now celebrating its 85th anniversary as an insurer, Allstate is widely known through the slogan "You're In [Good Hands](#) With Allstate®." Allstate agencies are in virtually every local community in America. Financial information, including material announcements about The Allstate Corporation and historical information about SquareTrade, is posted on www.allstateinvestors.com.

About SquareTrade

SquareTrade is a highly rated protection plan provider trusted by millions of customers for its fast and efficient service. SquareTrade protects mobile devices, laptops and tablets, and other consumer electronics and appliances from malfunctions, accidental damage and life's frequent mishaps. SquareTrade is headquartered in San Francisco and London. For more information, go to www.squaretrade.com.

Forward-Looking Statements

This news release contains "forward-looking statements" that anticipate results based on our estimates, assumptions and plans that are subject to uncertainty. These statements are made subject to the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements do not relate strictly to historical or current facts and may be identified by their use of words like "plans," "seeks," "expects," "will," "should," "anticipates," "estimates," "intends," "believes," "likely," "targets" and other words with similar meanings. We believe these statements are based on reasonable estimates, assumptions and plans. However, if the estimates, assumptions or plans underlying the forward-looking statements prove inaccurate or if other risks or uncertainties arise, actual results could differ materially from those communicated in these forward-looking statements. Factors that could cause actual results to differ materially from those expressed in, or implied by, the forward-looking statements may be found in our filings with the U.S. Securities and Exchange Commission, including the "Risk Factors" section in our most recent Annual Report on Form 10-K. Forward-looking statements speak only as of the date on which they are made, and we assume no obligation to update or revise any forward-looking statement.

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SQUARETRADE
5-YEAR SUMMARY OF CERTAIN HISTORICAL FINANCIAL AND OTHER INFORMATION ⁽¹⁾
(\$ in thousands)

(Unaudited) Operating results	For the year ended or as of December 31,				
	2015	2014	2013	2012	2011
Revenue ⁽²⁾	\$ 248,581	\$ 192,223	\$ 109,663	\$ 43,323	\$ 26,867
Cost of revenue ⁽³⁾	(160,728)	(125,655)	(72,413)	(31,406)	(19,164)
Gross margin	87,853	66,568	37,250	11,917	7,703
Operating expenses, excluding amortization of intangibles ⁽⁴⁾	(96,761)	(86,423)	(63,069)	(32,980)	(16,577)
Amortization of intangibles	(16,080)	(17,776)	(17,781)	(16,726)	-
Loss from operations	(24,988)	(37,631)	(43,600)	(37,789)	(8,874)
Interest, tax and other expense	(1,521)	270	13,074	12,118	(3,572)
Net loss	\$ (26,509)	\$ (37,361)	\$ (30,526)	\$ (25,671)	\$ (12,446)
Interest expense (income)	1,928	1,625	1,293	(16)	109
Income tax (benefit) expense	(185)	(2,016)	(14,258)	(12,189)	2,191
Depreciation	4,223	3,721	2,702	1,292	692
Amortization of intangibles	16,080	17,776	17,781	16,726	-
Loss before interest, tax, depreciation and amortization *	\$ (4,463)	\$ (16,255)	\$ (23,008)	\$ (19,858)	\$ (9,454)
Number of active warranties as of December 31 (in millions)	21.7	15.1	8.9	4.7	2.4
Financial position					
Total current assets	\$ 268,487	\$ 235,604	\$ 184,632	\$ 118,956	\$ 59,287
Goodwill and intangibles, net	343,422	359,502	377,278	395,059	-
Total assets ⁽⁵⁾	919,746	896,085	800,438	659,359	119,429
Total current liabilities	298,704	284,926	221,050	114,342	65,717
Total liabilities ⁽⁶⁾	661,231	615,907	486,419	317,404	143,931
Stockholder's equity (deficit)	258,515	280,178	314,019	341,955	(24,502)
Total liabilities and stockholder's equity	\$ 919,746	\$ 896,085	\$ 800,438	\$ 659,359	\$ 119,429

Notes:

- ⁽¹⁾ The summary of certain historical financial and other information is unaudited and is provided for informational purposes only. Past performance is not indicative of future results.
- ⁽²⁾ Revenue is derived from the sale of warranties primarily covering consumer electronics, personal computers and mobile telephones. Revenue is recognized over the period warranty protection is provided, generally ranging from one to five years.
- ⁽³⁾ Cost of revenue relates to contractual amounts designated to support the payment of warranty claims, insurance costs paid to third-party insurers to underwrite the warranties, and other costs directly related to the sale of the warranties. Such costs are recognized ratably over the terms of the warranties.
- ⁽⁴⁾ Operating expenses consist primarily of sales and marketing and general and administrative costs that are recognized as incurred.
- ⁽⁵⁾ Assets, other than goodwill and intangibles, consist primarily of amounts held to support the payment of potential warranty claims, including restricted cash, deferred costs which represent the unrecognized portion of the costs of the Company's warranty obligations and deferred fees and commissions recognized over the warranty term.
- ⁽⁶⁾ Liabilities consist primarily of deferred revenue associated with issued warranties that are recognized over the contractual warranty period and amounts held in trust for the payment of warranty claims.
- * Denotes a measure that is not based on generally accepted accounting principles ("non-GAAP"). We believe that investors' understanding of SquareTrade's performance is enhanced by our disclosure of loss before interest, tax, depreciation and amortization, a non-GAAP measure, which is reconciled above to the most directly comparable GAAP measure of net loss. Our method for calculating this measure may differ from that used by other companies and therefore comparability may be limited. We are presenting this non-GAAP financial measure as we believe it enables investors to evaluate period to period performance by excluding potential differences caused by changes in interest expense that are influenced by capital market conditions, variations in tax positions, variations in the age and depreciable lives of fixed assets and the amortization of intangibles related to acquisitions. Loss before interest, tax, depreciation and amortization is not a measure of our financial performance under GAAP and should not be considered as a substitute for net loss and does not reflect the overall profitability of our business.