

21ST CENTURY INSURANCE GROUP

Form 8-K

December 29, 2004

**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 8, 2004

21st Century Insurance Group

(Exact Name of Registrant as Specified in Charter)

Delaware
**(State or Other Jurisdiction
of Incorporation)**

0-6964
**(Commission
File Number)**

95-1935264
**(IRS Employer
Identification No)**

6301 Owensmouth Avenue
Woodland Hills, California
**(Address of Principal Executive
Offices)**

91367
(Zip Code)

Registrant's telephone number, (818)
including area code 704-3700

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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o 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 8, 2004, 21st Century Insurance Group, a Delaware corporation (the "Company"), entered into a Settlement Agreement and General Release (the "Agreement") with G. Edward Combs, the Company's Senior Vice President of Marketing, which Agreement became binding on December 15, 2004. Pursuant to the Agreement, Mr. Combs is voluntarily resigning his employment with the Company effective December 31, 2004 and, among other things, Mr. Combs will receive various severance benefits and released certain potential claims against the Company.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

21ST CENTURY INSURANCE GROUP

Date: December 29, 2004

By: /s/ Michael J. Cassanego

Name: Michael J. Cassanego

Title: Senior Vice President and General Counsel
