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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): June 16, 2004

**RTW, Inc.**

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(Exact name of registrant as specified in its charter)

Minnesota

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(State or other jurisdiction of incorporation)

0-25508

41-1440870

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(Commission File Number)

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

8500 Normandale Lake Blvd., Suite 1400  
Bloomington, MN

55437

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(Address of principal executive offices)

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(Zip Code)

Registrant's telephone number, including area code (952) 893-0403

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Items 1, 2, 3, 4, 5, 6, 8, 10, 11 and 12 are not applicable and therefore omitted

**ITEM 7 – FINANCIAL STATEMENTS AND EXHIBITS:**

(c) Exhibits

| Exhibit No. | Description of Exhibit  |
|-------------|---|
| 99.1        | Slide presentation used by Jeffrey B. Murphy, President and Chief Executive Officer of RTW, Inc. in connection with the Company's June 16, 2004 Annual Meeting of Shareholders. |

**ITEM 9 – REGULATION FD DISCLOSURE:**

RTW, Inc. furnishes as Exhibit 99.1 to this Form 8-K, the slide presentation that will be used in conjunction with the comments to shareholders at the Annual Meeting.

**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.

**RTW, Inc.**

Dated: June 16, 2004

By /s/ Jeffrey B. Murphy  
Jeffrey B. Murphy  
President and Chief Executive Officer (Principal  
Executive Officer)



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Exhibit 99.1

*RTW, Inc.*  
*2004 Annual Meeting of Shareholders*  
*A View of the Future*  
*June 16, 2004*



## *Safe Harbor Rule Disclosure*

*Information discussed at this 2004 Annual Meeting of Shareholders may contain forward-looking information within the meaning of the Private Securities Litigation Reform Act of 1995 and other related laws. While we believe such statements are reasonable, actual results could differ materially from those results that we may express. Please refer to our Safe Harbor disclosure in our 2003 Report on Form 10-K and in our quarterly Reports on Form 10-Q for further inherent limitations.*



## *Overview*

- ✓ *Vision*
- ✓ *Proven Competencies*
- ✓ *A Look at the Past*
- ✓ *Maintaining the Core*
- ✓ *Creating the Future*
- ✓ *Getting There*
- ✓ *Product Offerings*
- ✓ *Question and Answer Session*



*Vision*

*We will transform the workers' compensation system in the United States through an economic model, and in a way that works for the employee, employer and insurer.*



## *Vision (continued)*

*Our basic principles,  
transforming workers' compensation . . .  
in a way that works for each of the participants in the system,  
have endured intact since our founder conceived them . . . profit, as  
important as it is, is not the only reason RTW exists; it exists for more  
fundamental reasons.*

### *Our "more fundamental reasons":*

- ✓ Saving lives*
- ✓ Reducing costs for the employer and the "insurer"*
- ✓ Transforming the workers' compensation system*

## *Proven Competencies*

*Knowing makes a difference . . .*

*ID15®*

*Applied within the first 48 hours after receiving  
notice of injury*

*Identifies claims requiring intervention (the  
"15%" claims) with a 94% degree of  
accuracy*



# *Proven Competencies (continued)*

*... but knowing is only part of the equation*

*The RTW Solution<sup>®</sup>  
Managing the entire system*





*Proven Competencies (continued)*  
*... but knowing is only part of the equation*

*The RTW Solution<sup>®</sup>*

*Intervening immediately on the "15%" claims*

*Managing claims to their best possible outcome*

- ✓ Best treatment*
- ✓ Lowest cost*
- ✓ Earliest return to work*

*Returning employees to work and life*

*Communicating timely and effectively with all parties*

## *Proven Competencies (continued)*

*... Technology makes it possible and efficient*

### *Proprietary Software Solutions*

*Leading-edge proprietary technology*

*Paperless*

*Built to support a half billion dollar organization*

*Interface easily with other systems*

*Provide customers with real-time data access*

## *A Look at the Past*

### *Earnings*



- ✓ *Earned \$7.0M in 2003*
- ✓ *Extended profitability to nine consecutive quarters in the first quarter of 2004*



## *A Look at the Past*

### *Reserves and Claims Expense*

- ✓ *Recorded reserves are conservative*
- ✓ *Improved claim handling efficiency*
- ✓ *Closed old claims*
- ✓ *Reported favorable development*

## *A Look at the Past*

*Premiums in Force (millions)*

✓ *Grew premiums in force*



## *A Look at the Past*

*Surplus (millions)*

✓ *Improved surplus*



## *A Look at the Past*

*A.M. Best Rating*

- ✓ *Improved our A.M. Best rating to B+*
- ✓ *Characterized as a "Secure Rating"*
- ✓ *Improves access to Insurance Agents in Colorado and Michigan*



## *A Look at the Past*

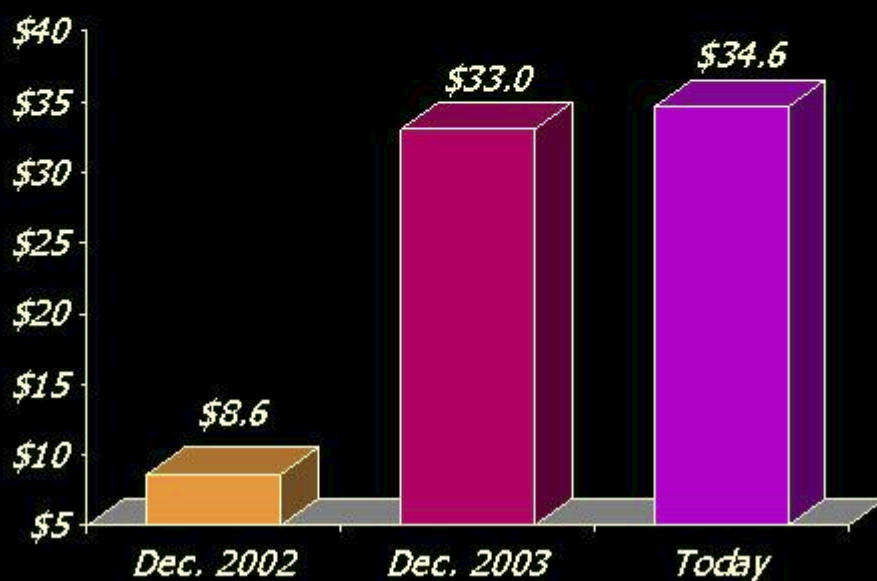
### *Non-Risk Revenue*

- ✓ *Awarded a Three-Year Contract to service 25% of the Minnesota Assigned Risk Plan in March 2004*
- ✓ *Service only contract with no insurance risk*
- ✓ *Increases our policy base from 700 to 11,000*
- ✓ *Adds over \$4.0 million in non-risk revenue*

# A Look at the Past

## Market Capitalization (millions)

✓ Increased market capitalization



## *A View of Today*



### *Maintaining the Core*

- ✓ *Insurance as our primary revenue source*

### *Creating the Future*

- ✓ *Drive new sources of revenue*



## *Maintaining the Core Insurance*

*Leverage our rating into new agency relationships*

*Grow during the hard market and reduce premiums in force to maintain profitability as prices soften*

- ✓ *Write policies at the right price*
- ✓ *Non-renew unprofitable business*

*Improve our case and claim management capabilities*

- ✓ *Improve our ability to handle tough claims*
- ✓ *Redesign and automate processes to improve efficiency*

*Expand our insurance product offerings*





## *Maintaining the Core* (continued)

*Expand Our Insurance Product Offerings*

*Evaluate developing offerings for:*

- ✓ *Large deductibles*
- ✓ *Transformed accounts (RTW "Elite")*
- ✓ *Small accounts*
- ✓ *Credit-modified employers*

## *Creating the Future*



### *Build RTW as a "service organization"*

- ✓ *Insurance experience prepared us for today*
- ✓ *Return to our roots*
- ✓ *Leverage our vision*
- ✓ *Diversify our product offerings*
- ✓ *Thrive in the next soft insurance cycle*
- ✓ *Increase valuation*

## *Creating the Future* (continued)



*Be the "go to" workers' compensation  
solution in the United States*

- ✓ *Create customer focused solutions*
- ✓ *Offer non-risk products to customers*

## *Getting There*

*Stepping off the Curb*

*Our greatest risk, is not taking one*

- ✓ *Take appropriate risk*
- ✓ *Be willing to fail forward*

*Be hungry, growing and aggressive*

*Use size to our advantage – speed and agility drive  
success*

*Be creative and innovative problem-solvers*

*Invest in competencies that expand our capabilities*



## *How We Get There (continued)*

*Build RTW's capabilities*

*Integrate product offerings both horizontally  
and vertically*

*Identify leaders who grasp our vision and can  
make it real*

*Seek strategic partners who:*

- ✓ Understand our value*
- ✓ Share with us a common purpose*
- ✓ Contribute to our success as we offer new non-risk  
products and enter new markets*

*Hire technical expertise to support our growth*



## *Product Offerings*

*Develop and Deliver Non-Risk, Alternative Product Offerings*

*Leverage our competencies*

- ✓ ID15<sup>®</sup>
- ✓ The RTW Solution<sup>®</sup>
- ✓ Proprietary systems solutions

*Learn as we go and grow as we know*

*Provide what prospective customers want*

*Offer new non-risk products to customers  
throughout the United States*

## *Product Offerings*

*Who are the "Prospective Customers"?*

- ✓ *Third Party Administrators*
- ✓ *Captive Insurers and Groups*
- ✓ *Insurance Companies*
- ✓ *Agents and Brokers*
- ✓ *Assigned Risk Plans*
- ✓ *Fortune 500 Companies*
- ✓ *Self-Insured Employers*



# *Product Offerings*

## *What We Learned*

- ✓ *Employers want customized solutions now*
- ✓ *Prospective customers "get it"*
- ✓ *ID15<sup>®</sup> creates immediate interest*
- ✓ *Our systems are superior to those of our competitors*
- ✓ *The non-risk products offered do not require the resource investment that our insurance or TPA models do*
- ✓ *There are resources needed that we do not have today*
- ✓ *The opportunity is real*





# *New Product Offerings*

*What Do Customers Want?*

## *Full Service Product Offerings*

- ✓ *Managing General Agent Services (MGA)*
- ✓ *Third Party Administration (TPA)*

## *Tailored Product Offerings*

- ✓ *ID15®*
- ✓ *The RTW Solution®*
- ✓ *Return-to-Work Consulting*
- ✓ *Tail Claim Management*



# *New Product Offerings (continued)*

## *A Vision of ID15<sup>®</sup> as "Intel<sup>®</sup> Inside"*

### *The Hook* *(Year 1)*

*ID15<sup>®</sup> as a  
tool to  
allocate  
resources*

*Employer  
becomes hooked  
on ID15<sup>®</sup> - claim  
management is  
not an ER  
competency and  
the ER still  
doesn't know it*

### *Strengthening the Embrace* *(Year 2)*

*Develop further  
penetration into  
the ER's  
business*

*Customer  
benefits from  
improved  
results - WC is  
not core and  
should be  
outsourced*

### *Taking Over* *(Year 3)*

*RTW becomes  
"Intel<sup>®</sup> Inside"*

# *New Product Offerings*

## *RTW's Transformation Toolbox*

*Maintaining the Core*

*Insured  
Products*

*Creating the Future*

*TPA*

*MGA*

*Consulting  
Services*

*ID15®  
As  
"Intel® Inside"*

## Summary

*Continue to offer and maintain an insurance product and size that business based on market conditions*

*Diversify into non-risk alternative products*

*Offer customer requested solutions that leverage our competencies*

*Integrate our offerings horizontally and vertically to improve employer productivity*

*Increase the intrinsic value of RTW as a result*

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# *Question and Answer Session*

