

# CNO FINANCIAL GROUP, INC.

## FORM SC TO-I/A (Amended tender offer statement by Issuer)

Filed 10/19/09

Address	11825 N PENNSYLVANIA ST CARMEL, IN 46032
Telephone	3178176100
CIK	0001224608
Symbol	CNO
SIC Code	6321 - Accident and Health Insurance
Industry	Insurance (Life)
Sector	Financial
Fiscal Year	12/31

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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE TO**  
(Amendment No. 1)  
**Tender Offer Statement Under Section 14(d)(1) or Section 13(e)(1)**  
**of the Securities Exchange Act of 1934**

**CONSECO, INC.**  
(Name Of Subject Company (Issuer) and Filing Person (Offeror))

**3.50% Convertible Debentures due 2035**  
(Title of Class of Securities)

**208464BH9**  
**208464BG1**  
(CUSIP Number of Class of Securities)

**Karl Kindig**  
**Corporate Counsel and Corporate Secretary**  
**11825 N. Pennsylvania Street**  
**Carmel, Indiana 46032**  
**(317) 817-6100**  
(Name, address and telephone number of person authorized to receive notices  
and communications on behalf of filing person)

*With copies to:*

**Gary I. Horowitz**  
**Roxane F. Reardon**  
**Simpson Thacher & Bartlett LLP**  
**425 Lexington Avenue**  
**New York, New York 10017**  
**(212) 455-2000**

**Calculation of Filing Fee**

Transaction valuation (1)	Amount of filing fee (2)
<b>\$294,196,417</b>	<b>\$16,417</b>

- (1) Calculated solely for purposes of determining the amount of the filing fee. The transaction valuation was calculated based on the purchase of all of the outstanding \$293,000,000 aggregate principal amount of the issuer's 3.50% Convertible Debentures due September 30, 2035 at the purchase price of \$1,000 per \$1,000 principal amount of such debentures plus accrued and unpaid interest to, but not including, November 13, 2009.
- (2) The amount of the filing fee was calculated at a rate of \$55.80 per \$1,000,000 of transaction value.
- Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$16,417  
Form or Registration No.: Schedule TO-I

Filing Party: Conseco, Inc.  
Date Filed: October 15, 2009

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:
- third-party tender offer subject to Rule 14d-1.
  - issuer tender offer subject to Rule 13e-4.
  - going private transaction subject to Rule 13e-3.
  - amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

\* If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

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Item 7. Source and Amount of Funds or Other Consideration.

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## **INTRODUCTION**

This Amendment No. 1 (this “*Amendment No. 1*”) amends the Tender Offer Statement on Schedule TO (the “*Schedule TO*”) originally filed on October 15, 2009 by Conseco, Inc., a Delaware corporation (the “*Company*,” “*Conseco*,” “*we*” or “*us*”), in connection with Conseco’s offer to purchase for cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated October 15, 2009 (as it may be amended or supplemented from time to time, the “*Offer to Purchase*”) and in the related Letter of Transmittal (the “*Letter of Transmittal*”), any and all of its outstanding 3.50% Convertible Debentures due September 30, 2035.

The Schedule TO is amended by the information contained in this Amendment No. 1. Only those items amended are reported herein. Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported in the Schedule TO. The information in the Offer to Purchase and the Letter of Transmittal is incorporated by reference herein.

### **Item 5. Past Contracts, Transactions, Negotiations and Agreements.**

(e) *Agreements Involving the Subject Company’s Securities* .

Paragraph d of Item 5(e) to the Schedule TO is amended and supplemented by adding the following agreements:

(5) Indenture, dated as of October 16, 2009, between Conseco and The Bank of New York Mellon Trust Company, N.A., as trustee, which is filed as Exhibit (b)(2) to this Amendment No. 1 and is incorporated herein by reference.

(6) Form of 7.0% Convertible Senior Debentures due 2016 (the “*New Debentures*”), which is filed as Exhibit (b)(3) to this Amendment No. 1 and is incorporated herein by reference.

Conseco’s Current Report on Form 8-K filed with the Commission on October 19, 2009 (the “*New Debenture 8-K*”) describing the New Debentures transaction is incorporated by reference herein. In addition, the information set forth in the New Debenture 8-K is incorporated by reference in the Offer to Purchase in the section entitled “Concurrent Transactions — Private Placement of New Debentures.”

### **Item 7. Source and Amount of Funds or Other Consideration.**

(b) *Conditions* . In addition to the information set forth in Item 7(b) of the Schedule TO, the information set forth in the New Debenture 8-K is incorporated by reference herein and in the Offer to Purchase in the section entitled “Concurrent Transactions — Private Placement of New Debentures.”

(d) *Borrowed Funds* . In addition to the information set forth in Item 7(d) of the Schedule TO, the information set forth in the New Debenture 8-K is incorporated by reference herein and in the Offer to Purchase in the section entitled “Concurrent Transactions — Private Placement of New Debentures.”

### **Item 12. Exhibits.**

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Item 12 of the Schedule TO is amended and supplemented to include the following exhibits.

<b>Exhibit Number</b>	<b>Description</b>
(b)(2)	Indenture, dated as of October 16, 2009, between Conseco, Inc. and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed on October 19, 2009).
(b)(3)	Form of 7.0% Convertible Senior Debentures due 2016 (included in the Indenture filed as Exhibit (b)(2) hereto).

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 19, 2009

CONSECO, INC.

By: /s/ JOHN R. KLINE  
Name: John R. Kline  
Title: Senior Vice President and Chief Accounting Officer

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**EXHIBIT INDEX**

Exhibits filed as a part of the Schedule TO, as amended, are listed below.

<b>Exhibit Number</b>	<b>Description</b>
(a)(1)(i)	Offer to Purchase, dated October 15, 2009.*
(a)(1)(ii)	Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).*
(a)(2)	None.
(a)(3)	None.
(a)(4)	None.
(a)(5)(i)	Press Release, issued October 13, 2009, relating to the private offering of new convertible debentures (incorporated by reference to Exhibit (a)(5)(i) to the Schedule TO-C (first filing) filed with the Commission on October 14, 2009).*
(a)(5)(ii)	Press Release, issued October 13, 2009, relating to the proposed registered offering of common stock (incorporated by reference to Exhibit (a)(5)(ii) to the Schedule TO-C (first filing) filed with the Commission on October 14, 2009).*
(a)(5)(iii)	Press Release, issued October 13, 2009, relating to the private placement of our common stock and warrants (incorporated by reference to Exhibit (a)(5)(iii) to the Schedule TO-C (first filing) filed with the Commission on October 14, 2009).*
(a)(5)(iv)	Recent Developments from Preliminary Offering Memorandum dated October 13, 2009 (incorporated by reference to Exhibit (a)(5)(iv) to the Schedule TO-C (first filing) filed with the Commission on October 14, 2009).*
(a)(5)(v)	Risk Factors from Preliminary Offering Memorandum dated October 13, 2009 (incorporated by reference to Exhibit (a)(5)(v) to the Schedule TO-C (first filing) filed with the Commission on October 14, 2009).*
(a)(5)(vi)	Capitalization from Preliminary Offering Memorandum dated October 13, 2009 (incorporated by reference to Exhibit (a)(5)(vi) to the Schedule TO-C (first filing) filed with the Commission on October 14, 2009).*
(a)(5)(vii)	Press Release, dated October 14, 2009 (incorporated by reference to Exhibit (a)(5) to the Schedule TO-C (second filing) filed with the Commission on October 14, 2009).*
(a)(5)(viii)	Press Release, dated October 15, 2009.*

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<b>Exhibit Number</b>	<b>Description</b>
(b)(1)	Purchase Agreement, dated as of October 14, 2009, by and between Conseco and Morgan Stanley & Co. Incorporated.*
(b)(2)	Indenture, dated as of October 16, 2009, between Conseco, Inc. and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed on October 19, 2009).
(b)(3)	Form of 7.0% Convertible Senior Debentures due 2016 (included in the Indenture filed as Exhibit (b)(2) hereto).
(d)(1)	Indenture, dated as of August 15, 2005, between Conseco and The Bank of New York Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.4 to our Current Report on Form 8-K filed on August 16, 2005).*
(d)(2)	Registration Rights Agreement dated as of August 15, 2005 among Conseco and Goldman, Sachs & Co., Morgan Stanley & Co. Incorporated and J.P. Morgan Securities, Inc., as representatives of several purchasers of the Debentures (incorporated by reference to Exhibit 4.5 to our Current Report on Form 8-K filed on August 16, 2005).*
(d)(3)	Conseco, Inc. Amended and Restated Long-Term Incentive Plan (incorporated by reference to Annex B to our Proxy Statement filed on April 23, 2009).*
(d)(4)	Form of performance unit award agreement under the Conseco, Inc. Amended and Restated Long-Term Incentive Plan (incorporated by reference to Exhibit 10.22 of our Quarterly Report on Form 10-Q for the quarter ended June 30, 2006).*
(d)(5)	Form of executive stock option agreement under Conseco, Inc. Amended and Restated Long-Term Incentive Plan (incorporated by reference to Exhibit 10.14 of our Annual Report on Form 10-K for the year ended December 31, 2005).*
(d)(6)	Form of executive restricted stock agreement under Conseco, Inc. Amended and Restated Long-Term Incentive Plan (incorporated by reference to Exhibit 10.15 of our Annual Report on Form 10-K for the year ended December 31, 2004).*
(d)(7)	Section 382 Rights Agreement, dated as of January 20, 2009, between Conseco and American Stock Transfer & Trust Company, LLC, as Rights Agent (incorporated by reference to Exhibit 1 of our registration statement on Form 8-A filed on January 20, 2009).*
(d)(8)	Stock and Warrant Purchase Agreement, dated as of October 13, 2009, by and between Conseco and Paulson (incorporated by reference to Exhibit 10.1 of the Paulson 8-K filed on October 13, 2009).*

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<b>Exhibit Number</b>	<b>Description</b>
(d)(9)	Form of Investor Rights Agreement by and among Conseco and Paulson (incorporated by reference to Exhibit 10.2 of the Paulson 8-K filed on October 13, 2009).*
(d)(10)	Form of Warrant Certificate (incorporated by reference to Exhibit 10.3 of the Paulson 8-K filed on October 13, 2009).*
(g)	None.
(h)	None.

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\* Previously filed