

# CNO FINANCIAL GROUP, INC.

## FORM 8-K (Current report filing)

Filed 05/13/09 for the Period Ending 05/12/09

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

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

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**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15 (d) of  
the Securities Exchange Act of 1934

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Date of Report (Date of earliest event reported): May 12, 2009

**CONSECO, INC.**

(Exact name of registrant as specified in its charter)

Delaware ----- (State or other jurisdiction of organization)	001-31792 ----- (Commission File Number)	75-3108137 ----- (I.R.S. Employer Identification No.)
11825 North Pennsylvania Street Carmel, Indiana ----- (Address of principal executive offices)		46032 ----- (Zip Code)

(317) 817-6100

(Registrant's telephone number, including area code)

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:

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))

**Item 8.01. Other Events.**

On May 12, 2009, Conseco, Inc. (the "Company") issued a press release to announce preliminary results from its annual shareholder meeting. Based on preliminary results, our shareholders: re-elected eight directors and elected new director R. Keith Long to serve terms expiring at next year's annual meeting; approved adoption of a Section 382 Stockholders Rights Plan; approved the Company's Amended and Restated Long-Term Incentive Plan; and ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2009. A copy of the Company's press release is filed as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press release of Conseco, Inc.

**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.

**CONSECO, INC.**

May 12, 2009

By: */s/ John R. Kline*

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*John R. Kline*  
*Senior Vice President and*  
*Chief Accounting Officer*

## NEWS

### For Release Immediate

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Conseco announces preliminary results of shareholder vote:

nine directors elected; adoption of stockholders rights plan approved; long-term incentive plan approved; independent registered public accounting firm ratified

Carmel, Ind., May 12, 2009 - Conseco, Inc. (NYSE: CNO) announced preliminary results of voting at the company's annual meeting of shareholders today:

- o Eight directors have been re-elected and new director R. Keith Long has been elected - all to serve terms expiring at next year's annual meeting;
- o Adoption of a Section 382 Stockholders Rights Plan has been approved;
- o The company's Amended and Restated Long-Term Incentive Plan has been approved; and
- o The appointment of PricewaterhouseCoopers LLP as the company's independent registered public accounting firm for 2009 has been ratified.

Because of the proxy contest at this year's meeting, results of the vote will not be final and officially reported until approximately one week from today, when Corporate Election Services (the election inspector) has certified results.

Based on preliminary results, the directors who have been elected are:

- o R. Glenn Hilliard, 66, Conseco's chairman; former chairman, chief executive officer and member of the executive committee for ING Americas; and a director since September 2003.
- o Donna A. James, 51, president and managing director of Lardon & Associates; a former executive with Nationwide Mutual Insurance Company and its public company subsidiary, Nationwide Financial Services, Inc.; and a director since May 2007.
- o R. Keith Long, 61, president and chief executive officer of Otter Creek Management.
- o Debra J. Perry, 58, managing member of Perry Consulting LLC; former senior managing director of Moody's Investors Service; and a director since June 2004.
- o C. James Prieur, 58, Conseco's chief executive officer; and a director since September 2006.

o Neal C. Schneider, 64, chairman of PMA Capital Corp., former partner of Smart and Associates, LLP (business advisory and accounting firm) and independent consultant; former partner in charge of the Worldwide Insurance Industry Practice and the North American Financial Service Practice at Arthur Andersen & Co.; and a director since September 2003.

o Michael T. Tokarz, 59, chairman of investment company MVC Capital, Inc.; managing member of Tokarz Group (venture capital investments); former general partner with Kohlberg Kravis Roberts & Co.; and a director since September 2003.

o John G. Turner, 69, chairman of Hillcrest Capital Partners (private equity investment firm); former vice chairman and member of the executive committee for ING Americas; former chairman and CEO of ReliaStar Financial Corp.; and a director since September 2003.

o Doreen A. Wright, 52, retired senior vice president and chief information officer of Campbell Soup Company; a former executive with Nabisco, Inc., Prudential Insurance Company and Bankers Trust Company; and a director since May 2007.

Conseco, Inc.'s insurance companies help protect working American families and seniors from financial adversity: Medicare supplement, long-term care, cancer, heart/stroke and accident policies protect people against major unplanned expenses; annuities and life insurance products help people plan for their financial futures. For more information, visit Conseco's web site at [www.conseco.com](http://www.conseco.com).

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