

# CNO FINANCIAL GROUP, INC.

## FORM 8-K (Current report filing)

Filed 12/16/09 for the Period Ending 12/16/09

|             |   |
|-------------|---|
| Address     | 11825 N PENNSYLVANIA ST<br>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**

**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 16, 2009**



**CONSECO®**

**CONSECO, INC.**

(Exact Name of Registrant as Specified in Charter)

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

**001-31792**  
(Commission File Number)

**75-3108137**  
(I.R.S. Employer  
Identification No.)

**11825 North Pennsylvania Street  
Carmel, Indiana 46032**  
(Address of Principal Executive Offices) (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 7.01. Regulation FD Disclosure.**

On December 16, 2009, Conseco, Inc. (the “Company”) announced that it has priced an underwritten public offering of 45,000,000 shares of its common stock at a public offering price of \$4.75 per share. In addition, the Company has granted the underwriters a 30-day option to purchase up to an additional 4,500,000 shares of the Company’s common stock to cover over-allotments, if any. The offering is expected to close on or about December 22, 2009. A copy of the Company’s press release is attached hereto as Exhibit 99.1.

The information contained under Item 7.01 in this Current Report on Form 8-K (including Exhibit 99.1) is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section. The information contained in this Current Report on Form 8-K shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in any such filing.

**Item 9.01 Financial Statements and Exhibits.  
(d).**

The following material is furnished as an exhibit to this Current Report on Form 8-K:

99.1 Press release of Conseco, Inc. dated December 16, 2009.

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.

Date: December 16, 2009

By: /s/ John R. Kline  
John R. Kline  
Senior Vice President and  
Chief Accounting Officer



# news

**CONSECO****For Release  
Contacts**

Immediate  
(**News Media**) Tony Zehnder, Corporate Communications 312.396.7086  
(**Investors**) Scott Galovic, Investor Relations 317.817.3228

***Conseco, Inc. Announces Pricing of Public Common Stock Offering***

**Carmel, Ind., December 16, 2009** – Conseco, Inc. (the “Company”) (NYSE:CNO) announced today that it has priced an underwritten public offering of 45,000,000 shares of its common stock at a public offering price of \$4.75 per share. In addition, the Company has granted the underwriters a 30-day option to purchase up to an additional 4,500,000 shares of the Company’s common stock to cover over-allotments, if any. The offering is expected to close on or about December 22, 2009.

The estimated net proceeds to the Company from the offering are expected to be approximately \$202.4 million (or \$222.7 million if the underwriters exercise their over-allotment option in full). The Company intends to use \$150 million plus 50% of the net proceeds in excess of \$200 million to repay indebtedness under its senior credit agreement, as required by Amendment No. 3 to its senior credit agreement, which will become effective upon the closing of this offering. The Company intends to use the remaining net proceeds for general corporate purposes.

Morgan Stanley & Co. Incorporated is acting as bookrunning manager and Credit Suisse Securities (USA) LLC, FBR Capital Markets & Co. and Macquarie Capital (USA) Inc. are acting as co-managers. Copies of the final prospectus relating to this offering may be obtained from Morgan Stanley & Co. Incorporated, at 180 Varick Street, 2nd Floor, New York, New York 10014, Attention: Prospectus Department, Toll-Free (866) 718-1649 or by emailing [prospectus@morganstanley.com](mailto:prospectus@morganstanley.com).

This announcement shall not constitute an offer to sell or the solicitation of an offer to buy any securities of the Company, nor shall there be any sale of securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

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## **About Conseco**

Conseco, Inc.'s insurance companies help protect working American families and seniors from financial adversity: Medicare supplement, long-term care, cancer, critical illness and accident policies protect people against major unplanned expenses; annuities and life insurance products help people plan for their financial futures.

**Cautionary Statement Regarding Forward-Looking Statements.** *The statements, trend analyses and other information contained in this press release and elsewhere (such as in filings by Conseco with the SEC, presentations by Conseco or its management or oral statements) relative to markets for Conseco's products and trends in Conseco's operations or financial results, as well as other statements, contain forward-looking statements within the meaning of the federal securities laws and the Private Securities Litigation Reform Act of 1995. Forward-looking statements typically are identified by the use of terms such as "anticipate," "believe," "plan," "estimate," "expect," "project," "intend," "may," "will," "would," "contemplate," "possible," "attempt," "seek," "should," "could," "goal," "target," "on track," "comfortable with," "optimistic" and similar words, although some forward-looking statements are expressed differently. Statements that contain these words should be considered carefully because they describe Conseco's expectations, plans, strategies and goals and Conseco's beliefs concerning future business conditions, Conseco's results of operations, financial position, and Conseco's business outlook or they state other "forward-looking" information based on currently available information. The "Risk Factors" section of Conseco's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q provides examples of risks, uncertainties and events that could cause Conseco's actual results to differ materially from the expectations expressed in forward-looking statements. All written or oral forward-looking statements attributable to Conseco are expressly qualified in their entirety by the foregoing cautionary statement. The forward-looking statements speak only as of the date made. Conseco assumes no obligation to update or to publicly announce the results of any revisions to any of the forward-looking statements to reflect actual results, future events or developments, changes in assumptions or changes in other factors affecting the forward-looking statements.*

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