

# CNO FINANCIAL GROUP, INC.

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

Filed 03/27/13

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

**SCHEDULE TO**

(Amendment No. 3)  
Tender Offer Statement under Section 14(d)(1) or Section 13(e)(1)  
of the Securities Exchange Act of 1934

**CNO Financial Group, Inc.**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

**7.0% Convertible Senior Debentures due 2016**  
(Title of Class of Securities)

**12621EAC7**  
**12621EAE3**  
**12621EAF0**  
**12621EAB9**

(CUSIP Number of Class of Securities)

**Karl W. Kindig**  
**Senior Vice President and 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:**  
Roxane F. Reardon  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, New York 10017  
(212) 455-2000

**Calculation of Filing Fee**

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**Transaction valuation <sup>(1)</sup>**

**Amount of filing fee <sup>(2)</sup>**

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**\$177,892,978.36**

**\$24,264.61**

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- (1) Calculated solely for purposes of determining the amount of the filing fee. Pursuant to Rule 0-11(b)(1) of the Securities Exchange Act of 1934, as amended, the transaction valuation was calculated assuming that all of the outstanding \$92,996,000 aggregate principal amount of the issuer's 7.0% Convertible Senior Debentures due 2016 (the "Debentures") as of February 8, 2013 will be purchased pursuant to the Offer at a purchase price of \$1,912.91 per \$1,000 principal amount of Debentures, based on the average of the high and low prices per share of the Company's common stock reported on the New York Stock Exchange on February 6, 2013.
- (2) The amount of the filing fee was calculated in accordance with Rule 0-11 under the Exchange Act by multiplying the Transaction Valuation by 0.00013640.
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- 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: \$24,264.61  
Form or Registration No.: Schedule TO-I  
(File No. 005-79240)

Filing Party: CNO Financial Group, Inc.  
Date Filed: February 11, 2013

- 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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## INTRODUCTION

This Amendment No. 3 (this “*Amendment No. 3*”) amends the Tender Offer Statement on Schedule TO originally filed on February 11, 2013, as amended by Amendment No. 1 to the Schedule TO filed on February 19, 2013 and Amendment No. 2 to the Schedule TO filed on March 18, 2013 (as amended, the “*Schedule TO*”), by CNO Financial Group, Inc., a Delaware corporation (the “*Company*,” the “*Offeror*,” “*CNO*,” “*we*” or “*us*”), with the Securities and Exchange Commission (the “*SEC*”) pursuant to Rule 13e-4 under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”) in connection with the Company’s offer (the “*Offer*”) to purchase for cash any and all of its outstanding 7.0% Convertible Senior Debentures due 2016 (the “*Debentures*”), upon the terms and subject to the conditions set forth in the Company’s Offer to Purchase dated February 11, 2013 (as it may be amended or supplemented from time to time, the “*Offer to Purchase*”) and in the related Letter of Transmittal (as it may be amended or supplemented from time to time, the “*Letter of Transmittal*”).

The Schedule TO is amended by the information contained in this Amendment No. 3. Only those items amended are reported herein. Except as specifically provided herein, this Amendment No. 3 does not modify any of the information previously reported in the Schedule TO.

### Item 1. Summary Term Sheet.

The information set forth under “Summary Terms of the Offer” in the Offer to Purchase and Item 1 of the Schedule TO, to the extent Item 1 incorporates by reference the information contained in the Offer to Purchase, is hereby amended and supplemented by adding the following:

On March 27, 2013, the Company issued a press release announcing that it has determined the final Purchase Price offered by the Company pursuant to the Offer. The final purchase price per \$1,000 principal amount of Debentures is \$2,123.82. The final Purchase Price is equal to the sum of (i) the Average VWAP (as defined in the Offer to Purchase) multiplied by 183.5145 plus (ii) a fixed cash amount of \$61.25. The Average VWAP at the close of trading on March 27, 2013 was \$11.2393.

### Item 4. Terms of the Transaction.

The Offer to Purchase and Item 4(a) of the Schedule TO, to the extent Item 4(a) incorporates by reference the information contained in the Offer to Purchase, are hereby amended and supplemented by the information set forth above under Item 1, which information is incorporated by reference.

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

The information set forth under “The Offer—Source and Amount of Funds” in the Offer to Purchase and Item 7(a) of the Schedule TO, to the extent such items incorporate by reference the information contained in the Offer to Purchase, is hereby amended and supplemented by the information set forth above under Item 1, which information is incorporated by reference, and the following information:

Based on the final Purchase Price, we would need approximately \$199.1 million to purchase all of the Debentures outstanding as of February 8, 2013, assuming that the purchase of Debentures pursuant to the Offer is settled on March 28, 2013.

### Item 12. Exhibits.

Exhibits filed as a part of this Schedule TO are listed below.

<b>Exhibit Number</b>	<b>Description</b>
(a)(1)(i)	Offer to Purchase, dated February 11, 2013.*
(a)(1)(ii)	Form of Letter of Transmittal.*
(a)(1)(iii)	Form of Voluntary Offering Instructions.*
(a)(1)(iv)	Form of Notice of Withdrawal.*
(a)(2)	Not applicable.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)(i)	Press Release, issued February 11, 2013 (incorporated by reference to Exhibit 99.1 of our Current Report on Form 8-K filed on February 11, 2013 (first filing)).*
(a)(5)(ii)	Press Release, issued March 27, 2013.



- (b) Not applicable.
- (d)(1) Indenture, dated as of October 16, 2009, between CNO and The Bank of New York Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.1 of our Current Report on Form 8-K filed October 19, 2009, as amended by First Supplemental Indenture dated as of February 3, 2010, incorporated by reference to Exhibit 4.2 of our Current Report on Form 8-K filed on February 5, 2010).\*
- (d)(2) Debenture Repurchase Agreement, dated as of September 4, 2012, by and among CNO and Paulson Credit Opportunities Master Ltd. and Paulson Recovery Master Fund Ltd. (incorporated by reference to Exhibit 10.1 of our Amendment No. 1 to Current Report on Form 8-K/A filed on September 10, 2012).\*
- (d)(3) Amended and Restated Section 382 Rights Agreement, dated as of December 6, 2011, between CNO and American Stock Transfer & Trust Company, LLC, as Rights Agent, which includes the Certificate of Designations for the Series B Junior Participating Preferred Stock as Exhibit A, the Form of Right Certificate as Exhibit B and the Summary of Rights to Purchase Preferred Shares as Exhibit C (incorporated by reference to Exhibit 4.1 of our Current Report on Form 8-K filed on December 6, 2011).\*
- (d)(4) Stock and Warrant Purchase Agreement, dated as of October 13, 2009, by and between CNO and Paulson (incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K filed on October 13, 2009).\*
- (d)(5) Investor Rights Agreement, dated as of November 13, 2009, by and between CNO and Paulson (incorporated by reference to Exhibit 10.3 of our Annual Report on Form 10-K for the year ended December 31, 2009).\*
- (d)(6) Form of Warrant Certificate (incorporated by reference to Exhibit 10.3 of our Current Report on Form 8-K filed on October 13, 2009).\*
- (d)(7) CNO Financial Group, Inc. Amended and Restated Long-Term Incentive Plan (incorporated by reference to Exhibit 10.13 of our Quarterly Report on Form 10-Q for the quarter ended September 30, 2011).\*
- (d)(8) Form of performance unit award agreement under the 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)(9) Form of executive stock option agreement under 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)(10) Form of executive restricted stock agreement under 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)(11) Indenture, dated as of September 28, 2012, by and among CNO, the subsidiary guarantors party thereto and Wilmington Trust, National Association, as trustee and as collateral agent (incorporated by reference to Exhibit 4.1 of our Current Report on Form 8-K filed on October 1, 2012).\*
- (d)(12) Form of 6.375% Senior Secured Note due 2020 (incorporated by reference to Exhibit 4.1 of our Current Report on Form 8-K filed on October 1, 2012).\*
- (d)(13) Security Agreement, dated as of September 28, 2012, by and among CNO, the subsidiary guarantors party thereto and Wilmington Trust, National Association, as collateral agent (incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K filed on October 1, 2012).\*
- (d)(14) Purchase Agreement, dated September 20, 2012, by and among CNO, the subsidiary guarantors named therein and Goldman, Sachs & Co. and J.P. Morgan Securities LLC as representatives of the several initial purchasers named therein (incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K filed on September 21, 2012).\*
- (g) Not applicable.
- (h) Not applicable.

\* Previously filed.

**Item 13. Information Required by Schedule 13E-3.**

Not applicable.

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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: March 27, 2013

CNO FINANCIAL GROUP, INC.

By: /s/ Karl W. Kindig

Name: Karl W. Kindig

Title: Senior Vice President and Secretary

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## EXHIBIT INDEX

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- (g) Not applicable.
- (h) Not applicable.

\* Previously filed.



## News

### For Immediate Release

Contact: **(News Media)** Tony Zehnder +1.312.396.7086  
**(Investors)** Erik Holding +1.317.817.4760

### *CNO Financial Group, Inc. Announces Final Purchase Price of Cash Tender Offer for Any and All of its 7.0% Convertible Senior Debentures due 2016*

**Carmel, Ind., March 27, 2013** - CNO Financial Group, Inc. (NYSE: CNO) ("CNO") today announced that it has determined the final purchase price offered by CNO pursuant to its previously announced cash tender offer (the "Offer") to purchase for cash any and all of its outstanding 7.0% Convertible Senior Debentures due 2016 (CUSIP Nos. 12621EAC7, 12621EAE3, 12621EAF0 and 12621EAB9) (the "Debentures").

The final purchase price per \$1,000 principal amount of Debentures is \$2,123.82. In addition to the final purchase price, holders will receive, in respect of their Debentures that are accepted for purchase, accrued and unpaid interest on such Debentures to, but excluding, the settlement date of the Offer. All amounts payable pursuant to the Offer will be rounded to the nearest cent.

The final purchase price was determined in accordance with the pricing formula described in CNO's Offer to Purchase, dated February 11, 2013 (the "Offer to Purchase"). The final purchase price is equal to the sum of (i) the Average Volume Weighted Average Price ("Average VWAP") (as defined below) multiplied by 183.5145 plus (ii) a fixed cash amount of \$61.25. The Average VWAP at the close of trading on March 27, 2013 was \$11.2393.

"Average VWAP" is the simple arithmetic average of the Daily VWAPs over the Averaging Period. The Averaging Period is the period of 30 consecutive trading days beginning on February 13, 2013 and ending on the Expiration Date (as defined below). The Daily VWAP for any trading day means the per share volume-weighted average price of CNO's common stock on the New York Stock Exchange, as displayed under the heading "Bloomberg VWAP" on Bloomberg page "CNO.N <equity> AQR" (or its equivalent successor if such page is not available), in respect of the period from the scheduled open of trading until the scheduled close of trading of the primary trading session of the New York Stock Exchange on such trading day (or if such volume-weighted average price is unavailable, the market value of one share of CNO's common stock on such trading day determined, using a volume-weighted average method, by CNO). The Daily VWAP will be determined without regard to pre-market hours or after hours trading or any other trading outside of the regular trading session trading hours.

The Offer will expire at 12:00 midnight, New York City time, at the end of Wednesday, March 27, 2013, unless it is extended (such date, as it may be extended by CNO, the "Expiration Date") or earlier terminated by CNO.

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The Offer is being made upon the terms and subject to the conditions set forth in the Offer to Purchase and the related Letter of Transmittal. The Offer is not subject to any minimum tender condition. However, the Offer is subject to certain other conditions as more fully described in the Offer to Purchase. CNO expressly reserves the right to waive these conditions in whole or in part at any or at various times in its sole discretion.

Goldman Sachs & Co. is acting as dealer manager for the Offer. Global Bondholder Services Corporation is acting as the depositary for the Offer and as the information agent for the Offer. Questions regarding the Offer should be directed to Goldman Sachs & Co., (800) 828-3182 (toll-free) or (212) 902-5183 (collect). Requests for copies of the Offer to Purchase and the Letter of Transmittal may be directed to Global Bondholder Services Corporation by phone at (866) 794-2200 (toll free) or (212) 430-3774 (collect) or in writing at 65 Broadway, Suite 404, New York, New York 10006.

None of CNO, its management or board of directors, the dealer manager, the depositary or the information agent makes any recommendation to any holder of Debentures as to whether to tender any Debentures. None of CNO, its management or board of directors, the dealer manager, the depositary or the information agent has authorized any person to give any information or to make any representation in connection with the Offer other than the information and representations contained in the Offer to Purchase or in the Letter of Transmittal. If anyone makes any recommendation or representation or gives any such information, you should not rely upon that recommendation, representation or information as having been authorized by CNO, the dealer manager, the depositary or the information agent.

This press release is for information purposes only and shall not constitute an offer to purchase, a solicitation of an offer to purchase, or a solicitation of an offer to sell securities. The Offer may be made only pursuant to the terms and conditions of the Offer to Purchase, the Letter of Transmittal and the other related Offer materials. An issuer tender offer statement on Schedule TO, including the Offer to Purchase and the Letter of Transmittal, describing the Offer has been filed with the Securities and Exchange Commission. Holders of the Debentures are encouraged to read the Schedule TO and its exhibits carefully before making any decision with respect to the Offer because it contains important information. The Schedule TO, the Offer to Purchase, the Letter of Transmittal and other related Offer materials (including Amendment No. 1 and Amendment No. 2 to the Schedule TO) are available free of charge at the website of the Securities and Exchange Commission at [www.sec.gov](http://www.sec.gov). In addition, CNO will provide copies of the Schedule TO and related Offer materials upon request free of charge to holders of the Debentures.

#### **About CNO**

CNO is a holding company. Our insurance subsidiaries – principally Bankers Life and Casualty Company, Washington National Insurance Company and Colonial Penn Life Insurance Company – serve pre-retiree and retired Americans by helping them protect against financial adversity and provide for a more secure retirement.

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