

# CNO FINANCIAL GROUP, INC.

## FORM 8-K (Current report filing)

Filed 03/28/13 for the Period Ending 03/28/13

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

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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): **March 28, 2013**

**CNO Financial Group, Inc.**  
(Exact Name of Registrant as Specified in Charter)

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

**001-31792**  
(Commission File Number)  
**11825 North Pennsylvania Street**  
**Carmel, Indiana 46032**  
(Address of Principal Executive Offices) (Zip Code)

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

**(317) 817-6100**  
(Registrant's telephone number, including area code)

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 March 28, 2013, CNO Financial Group, Inc. (the “Company”) issued a press release (the “Press Release”) announcing the expiration and final results of its previously announced tender offer (the “Offer”) to purchase for cash any and all of its outstanding 7.0% Convertible Senior Debentures due 2016 (the “Debentures”). The Offer expired at 12:00 midnight, New York City time, at the end of Wednesday, March 27, 2013.

As of the expiration of the Offer, \$59,286,000 aggregate principal amount of Debentures, representing approximately 63.8% of the outstanding Debentures, were validly tendered and not validly withdrawn. The Company has accepted for purchase all Debentures that were validly tendered and not validly withdrawn.

As previously announced by the Company, the final purchase price per \$1,000 aggregate principal amount of Debentures is \$2,123.82. The Company expects to settle the Offer on March 28, 2013 and pay an aggregate of approximately \$127.5 million (including accrued but unpaid interest and dealer manager fees) to purchase all of the Debentures that were validly tendered and not validly withdrawn. Immediately following the settlement of the Offer, approximately \$33.7 million principal amount of Debentures will remain outstanding.

A copy of the Press Release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Exhibits.**

(d) Exhibits:

99.1 Press Release of CNO Financial Group, Inc., dated March 28, 2013.

## 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.

Dated: March 28, 2013

CNO FINANCIAL GROUP, INC.

By: /s/ Karl W. Kindig

Name: Karl W. Kindig

Title: Senior Vice President and Secretary

## EXHIBIT INDEX

Exhibit No.    Description

99.1    Press Release of CNO Financial Group, Inc., dated March 28, 2013.



## 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 Expiration and Final Results of Cash Tender Offer for Any and All of its 7.0% Convertible Senior Debentures due 2016***

**Carmel, Ind., March 28, 2013** - CNO Financial Group, Inc. (NYSE: CNO) (“CNO”) today announced the expiration and final results of its previously announced 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 Offer expired at 12:00 midnight, New York City time, at the end of Wednesday, March 27, 2013.

As of the expiration of the Offer, \$59,286,000 aggregate principal amount of Debentures, representing approximately 63.8% of the outstanding Debentures, were validly tendered and not validly withdrawn. CNO has accepted for purchase all Debentures that were validly tendered and not validly withdrawn.

As previously announced by CNO, the final purchase price per \$1,000 aggregate principal amount of Debentures is \$2,123.82. CNO expects to settle the Offer today and pay an aggregate of approximately \$127.5 million (including accrued but unpaid interest and dealer manager fees) to purchase all of the Debentures that were validly tendered and not validly withdrawn. Immediately following the settlement of the Offer, approximately \$33.7 million principal amount of Debentures will remain outstanding.

Goldman Sachs & Co. acted as the dealer manager for the Offer. Global Bondholder Services Corporation acted as the depository for the Offer and as the information agent for the Offer.

This press release shall not constitute an offer to purchase, a solicitation of an offer to purchase, or a solicitation of an offer to sell securities.

### **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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