

HealthMarkets, Inc.
Form 8-K
May 10, 2012

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

May 10, 2012 (Date of earliest event reported)

HealthMarkets, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-14953
(Commission

File Number)

75-2044750
(IRS Employer

Identification No.)

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9151 Boulevard 26, North Richland Hills, Texas

(Address of principal executive offices)

Registrant's telephone number, including area code: (817) 255-5200

76180

(Zip Code)

(former name and 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 (see General Instruction A.2.)

- .. 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 5.07. Submission of Matters to a Vote of Security Holders.

HealthMarkets, Inc. (the Company) held its Annual Meeting of Stockholders on May 10, 2012 (the Annual Meeting).

Members of the Company's Board of Directors, members of management and other significant holders of the Company's Class A-1 Common Stock (collectively, the Consenting Stockholders) own approximately 88.8% of the Company's issued and outstanding shares and were represented by proxy at the Annual Meeting. Because such Consenting Stockholders control more than a majority of the voting power and indicated that they would vote in favor of the proposals, the Company did not solicit proxies from holders of the Company's Class A-2 Common Stock.

Stockholders voted on the matters set forth below:

1. The following individuals were elected to the Company's Board of Directors to serve until the Company's next annual meeting of stockholders or until their successors have been duly elected and qualified.

| Name | Votes For | Votes Against | Abstain | Broker Non-Votes |
|-----------------------|------------|---------------|---------|------------------|
| Phillip J. Hildebrand | 27,450,452 | 0 | 0 | 0 |
| Kenneth J. Fasola | 27,450,452 | 0 | 0 | 0 |
| Chinh E. Chu | 27,450,452 | 0 | 0 | 0 |
| Jason K. Giordano | 27,450,452 | 0 | 0 | 0 |
| Adrian M. Jones | 27,450,452 | 0 | 0 | 0 |
| Mural R. Josephson | 27,450,452 | 0 | 0 | 0 |
| David K. McVeigh | 27,450,452 | 0 | 0 | 0 |
| R. Neal Pomroy | 27,450,452 | 0 | 0 | 0 |
| Steven J. Shulman | 27,450,452 | 0 | 0 | 0 |

2. The results of the voting for the proposal to ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm to audit the financial statements of the Company for the fiscal year ending December 31, 2012 were as follows:

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 27,450,452 | 0 | 0 | 0 |

SIGNATURE

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.

HEALTHMARKETS, INC.

By: **/s/ Derrick A. Duke**

Name: Derrick A. Duke

Title: Senior Vice President, Interim Chief
Financial Officer, Treasurer and Chief
Insurance Operating Officer

Dated: May 10, 2012