

Restaurant Brands International Inc.
 Form 4
 April 06, 2017

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Cil Jose E.

2. Issuer Name and Ticker or Trading Symbol
 Restaurant Brands International Inc.
 [QSR]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 226 WYECROFT ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/04/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior EVP, Pres. Burger King

OAKVILLE, A6 L6K 3X7

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Shares				(A) or (D) Price	21,095	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Exchangeable units <u>(1)</u> <u>(2)</u>	<u>(1)</u> <u>(2)</u>							<u>(2)</u>	<u>(2)</u>	Common Shares
Option (right to buy)	\$ 3.54							<u>(3)</u>	02/02/2021	Common Shares
Option (right to buy)	\$ 3.54							<u>(3)</u>	02/20/2022	Common Shares
Option (right to buy)	\$ 3.97							<u>(3)</u>	02/28/2022	Common Shares
Option (right to buy)	\$ 18.25							12/31/2017	02/28/2023	Common Shares
Option (right to buy)	\$ 18.25							03/01/2018	02/28/2023	Common Shares
Option (right to buy)	\$ 27.28							12/31/2018	03/06/2024	Common Shares
Option (right to buy)	\$ 27.28							03/07/2019	03/06/2024	Common Shares
Option (right to buy)	\$ 42.26							12/31/2019	03/05/2025	Common Shares
Option (right to buy)	\$ 42.26							03/06/2020	03/05/2025	Common Shares
Restricted Share Units	<u>(4)</u>							<u>(5)</u>	<u>(5)</u>	Common Shares
Dividend Equivalent Rights	<u>(6)</u>	04/04/2017		A		116.6162		<u>(7)</u>	<u>(7)</u>	Common Shares
Option (right to buy)	\$ 33.67							02/26/2021	02/25/2026	Common Shares
Restricted Share Units	<u>(4)</u>							<u>(8)</u>	<u>(8)</u>	Common Shares
Dividend Equivalent Rights	<u>(6)</u>	04/04/2017		A		53.842		<u>(9)</u>	<u>(9)</u>	Common Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cil Jose E. 226 WYECROFT ROAD OAKVILLE, A6 L6K 3X7			Senior EVP, Pres. Burger King	

Signatures

/s/ Lisa Giles-Klein, as Attorney-in-Fact for
Jose Cil

04/06/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On December 12, 2014, Burger King Worldwide, Inc. ("Burger King Worldwide") consummated the business combination (the "Merger") pursuant to the Arrangement Agreement and Plan of Merger dated August 26, 2014 by and among Burger King Worldwide, Tim Hortons Inc., Restaurant Brands International Inc., Restaurant Brands International Limited Partnership and the other parties thereto (the "Arrangement Agreement"). Pursuant to the Reporting Person's election under the Arrangement Agreement, each share of Burger King Worldwide common stock previously held by the Reporting Person was converted into one Restaurant Brands International Limited Partnership exchangeable unit.

(2) Each Restaurant Brands International Limited Partnership exchangeable unit is convertible, at the Reporting Person's election, at any time after the one year anniversary of the Merger, into common shares of Restaurant Brands International Inc. or a cash amount equal to a prescribed cash amount determined by reference to the weighted average trading price of Restaurant Brands International Inc.'s common shares on the New York Stock Exchange for the 20 consecutive trading days ending on the last business day prior to the exchange date, at the sole discretion of the general partner of Restaurant Brands International Limited Partnership (subject to the consent of the Restaurant Brands International Inc. conflicts committee, in certain circumstances). This conversion right has no expiration date.

(3) These options are immediately exercisable.

(4) Each restricted share unit represents a contingent right to receive one common share.

(5) These restricted share units vest on December 31, 2020.

(6) Each whole dividend equivalent right represents a contingent right to receive one common share.

(7) These dividend equivalent rights accrued on the 2016 restricted share unit award (the "2016 RSUs"). Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2016 RSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2016 RSUs to which they relate.

(8) These restricted share units vest on December 31, 2021.

(9) These dividend equivalent rights accrued on the 2017 restricted share unit award (the "2017 RSUs"). Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2017 RSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2017 RSUs to which they relate.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ht:2px;">

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PART I. FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Consolidated Statements of Financial Position

(In thousands)

	March 31, 2013 (Unaudited)	December 31, 2012
Assets		
Investments:		
Fixed maturities available-for-sale, at fair value (cost: \$603,947 and \$559,736 in 2013 and 2012, respectively)	\$647,682	604,520
Fixed maturities held-to-maturity, at amortized cost (fair value: \$174,966 and \$193,739 in 2013 and 2012, respectively)	167,707	187,008
Equity securities available-for-sale, at fair value (cost: \$52,553 and \$52,744 in 2013 and 2012, respectively)	54,029	53,741
Mortgage loans on real estate	1,376	1,509
Policy loans	44,872	42,993
Real estate held for investment (less \$1,321 and \$1,287 accumulated depreciation in 2013 and 2012, respectively)	8,503	8,496
Other long-term investments	56	57
Short-term investments	2,853	2,340
Total investments	927,078	900,664
Cash and cash equivalents	42,608	56,299
Accrued investment income	10,912	10,304
Reinsurance recoverable	6,829	9,651
Deferred policy acquisition costs	137,311	135,569
Cost of customer relationships acquired	24,606	25,116
Goodwill	17,160	17,160
Other intangible assets	872	879
Federal income tax receivable	—	270
Property and equipment, net	7,279	7,383
Due premiums, net (less \$1,285 and \$1,345 allowance for doubtful accounts in 2013 and 2012, respectively)	10,231	10,527
Prepaid expenses	1,613	344
Other assets	1,077	782
Total assets	\$1,187,576	1,174,948

(Continued)

See accompanying notes to consolidated financial statements.

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Consolidated Statements of Financial Position

(In thousands, except share amounts)

	March 31, 2013 (Unaudited)	December 31, 2012
Liabilities and Stockholders' Equity		
Liabilities:		
Policy liabilities:		
Future policy benefit reserves:		
Life insurance	\$778,481	762,319
Annuities	52,450	51,750
Accident and health	2,775	5,491
Dividend accumulations	12,300	11,962
Premiums paid in advance	29,629	27,455
Policy claims payable	10,783	11,015
Other policyholders' funds	8,505	9,440
Total policy liabilities	894,923	879,432
Commissions payable	2,095	2,606
Federal income tax payable	1,130	—
Deferred federal income tax	16,180	17,301
Payable for securities in process of settlement	—	2,358
Other liabilities	9,246	10,143
Total liabilities	923,574	911,840
Commitments and contingencies (Note 7)		
Stockholders' equity:		
Class A, no par value, 100,000,000 shares authorized, 52,215,852 shares issued and outstanding in 2013 and 2012, including shares in treasury of 3,135,738 in 2013 and 2012	259,383	259,383
Class B, no par value, 2,000,000 shares authorized, 1,001,714 shares issued and outstanding in 2013 and 2012	3,184	3,184
Accumulated deficit	(16,479	) (17,335
Accumulated other comprehensive income:		
Unrealized gains on securities, net of tax	28,925	28,887
Treasury stock, at cost	(11,011	) (11,011
Total stockholders' equity	264,002	263,108
Total liabilities and stockholders' equity	\$1,187,576	1,174,948

See accompanying notes to consolidated financial statements.

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIE

Consolidated Statements of Comprehensive Income

Three Months Ended March 31,

(In thousands, except per share amounts)

(Unaudited)

	2013		2012
Revenues:			
Premiums:			
Life insurance	\$39,414		37,406
Accident and health insurance	349		413
Property insurance	1,177		1,277
Net investment income	8,389		7,577
Realized investment gains, net	31		98
Decrease in fair value of warrants	—		36
Other income	186		98
Total revenues	49,546		46,905
Benefits and expenses:			
Insurance benefits paid or provided:			
Claims and surrenders	14,806		14,754
Increase in future policy benefit reserves	16,959		14,141
Policyholders' dividends	2,074		1,874
Total insurance benefits paid or provided	33,839		30,769
Commissions	9,058		8,664
Other general expenses	6,699		6,616
Capitalization of deferred policy acquisition costs	(6,362	)	(5,939
Amortization of deferred policy acquisition costs	4,626		4,126
Amortization of cost of customer relationships acquired	578		576
Total benefits and expenses	48,438		44,812
Income before federal income tax	1,108		2,093
Federal income tax expense	252		581
Net income	856		1,512
Per Share Amounts:			
Basic earnings per share of Class A common stock	\$0.02		0.03
Basic earnings per share of Class B common stock	0.01		0.02
Diluted earnings per share of Class A common stock	0.02		0.03
Diluted earnings per share of Class B common stock	0.01		0.02
Other comprehensive income:			
Unrealized gains on available-for-sale securities:			
Unrealized holding gains arising during period	96		2,561
Reclassification adjustment for gains included in net income	(31	)	(86
Unrealized gains on available-for-sale securities, net	65		2,475
Income tax expense on unrealized gains on available-for-sale securities	27		896
Other comprehensive income	38		1,579
Comprehensive income	\$894		3,091
See accompanying notes to consolidated financial statements.			

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Consolidated Statements of Cash Flows

Three Months Ended March 31,

(In thousands)

(Unaudited)

	2013	2012	
Cash flows from operating activities:			
Net income	\$856	1,512	
Adjustments to reconcile net income to net cash provided by operating activities:			
Realized gains on sale of investments and other assets	(31	) (98)
Net deferred policy acquisition costs	(1,736	) (1,813)
Amortization of cost of customer relationships acquired	578	576	
Decrease in fair value of warrants	—	(36)
Depreciation	320	299	
Amortization of premiums and discounts on investments	2,297	1,015	
Deferred federal income tax benefit	(1,148	) (636)
Change in:			
Accrued investment income	(608	) (1,066)
Reinsurance recoverable	2,822	(32)
Due premiums	296	498	
Future policy benefit reserves	14,504	14,026	
Other policyholders' liabilities	1,345	370	
Federal income tax receivable	1,400	1,297	
Commissions payable and other liabilities	(1,408	) 190	
Other, net	(1,410	) (890)
Net cash provided by operating activities	18,077	15,212	
Cash flows from investing activities:			
Sale of fixed maturities, available-for-sale	58	503	
Maturities and calls of fixed maturities, available-for-sale	15,851	70,619	
Maturities and calls of fixed maturities, held-to-maturity	18,465	22,000	
Purchase of fixed maturities, available-for-sale	(64,046	) (37,650)
Purchase of fixed maturities, held-to-maturity	—	(42,508)
Calls of equity securities, available-for-sale	200	325	
Principal payments on mortgage loans	133	11	
Increase in policy loans, net	(1,879	) (1,080)
Sale of other long-term investments	1	2	
Purchase of other long-term investments	(42	) (69)
Purchase of property and equipment	(181	) (215)
Purchase of short-term investments	(531) —	
Net cash provided by (used in) investing activities	(31,971) 11,938	

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Consolidated Statements of Cash Flows, Continued

Three Months Ended March 31,

(In thousands)

(Unaudited)

	2013	2012
Cash flows from financing activities:		
Warrants exercised	\$—	68
Annuity deposits	1,242	1,586
Annuity withdrawals	(1,039	) (963
Net cash provided by financing activities	203	691
Net increase (decrease) in cash and cash equivalents	(13,691	) 27,841
Cash and cash equivalents at beginning of year	56,299	33,255
Cash and cash equivalents at end of period	\$42,608	61,096
Supplemental disclosures of operating activities:		
Cash paid (received) during the period for income taxes, net	\$—	(79

Supplemental Disclosures of Non-Cash Investing Activities:

None.

See accompanying notes to consolidated financial statements.

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements

March 31, 2013

(Unaudited)

(1) Financial Statements

Basis of Presentation and Consolidation

The accompanying consolidated financial statements of Citizens, Inc. and its wholly-owned subsidiaries have been prepared in conformity with U.S. generally accepted accounting principles ("U.S. GAAP").

The consolidated financial statements include the accounts and operations of Citizens, Inc. ("Citizens"), a Colorado corporation, and its wholly-owned subsidiaries, CICA Life Insurance Company of America ("CICA"), Security Plan Life Insurance Company ("SPLIC"), Security Plan Fire Insurance Company ("SPFIC"), Citizens National Life Insurance Company ("CNLIC"), Computing Technology, Inc. ("CTI") and Insurance Investors, Inc. ("III"). Citizens and its wholly-owned subsidiaries are collectively referred to as "the Company," "we," "us" or "our."

The consolidated statements of financial position for March 31, 2013, and the consolidated statements of comprehensive income and cash flows for the three-month periods ended March 31, 2013 and 2012, have been prepared by the Company without audit. In the opinion of management, all adjustments to present fairly the financial position, results of operations, and changes in cash flows at March 31, 2013 and for comparative periods have been made. The consolidated financial statements have been prepared in accordance with U.S. GAAP accounting principles for interim financial information and with the instructions to Form 10-Q adopted by the Securities and Exchange Commission ("SEC"). Accordingly, the financial statements do not include all of the information and footnotes required for complete financial statements and should be read in conjunction with the Company's consolidated financial statements, and notes thereto, for the year ended December 31, 2012. Operating results for the interim periods disclosed herein are not necessarily indicative of the results that may be expected for a full year or any future period.

We provide primarily life insurance and a small amount of health insurance policies through our insurance subsidiaries: CICA, SPLIC, and CNLIC. CICA and CNLIC issue ordinary whole-life policies, credit life and disability, burial insurance, pre-need policies, and accident and health related policies, throughout the Midwest and southern United States. CICA also issues ordinary whole-life policies to non-U.S. residents. SPLIC offers final expense and home service life insurance in Louisiana, Arkansas and Mississippi and SPFIC, a wholly-owned subsidiary of SPLIC, writes a limited amount of property insurance in Louisiana.

CTI provides data processing systems and services, as well as furniture and equipment, to the Company. III provides aviation transportation to the Company.

Use of Estimates

The preparation of financial statements, in conformity with U.S. GAAP, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The most significant estimates include those used in the evaluation of other-than-temporary impairments on debt and equity securities and valuation allowances on investments, actuarially determined assets and liabilities and

Explanation of Responses:

assumptions, goodwill impairment, valuation allowance on deferred tax assets, and contingencies relating to litigation and regulatory matters. Certain of these estimates are particularly sensitive to market conditions, and deterioration and/or volatility in the worldwide debt or equity markets could have a material impact on the Consolidated Financial Statements.

Reclassification

Reclassifications have been made in the current year related to certain prior year reported amounts to provide consistent presentation.

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

March 31, 2013

(Unaudited)

Significant Accounting Policies

For a description of significant accounting policies, see Note 1 of the Notes to Consolidated Financial Statements included in our 2012 Form 10-K Annual Report, which should be read in conjunction with these accompanying Consolidated Financial Statements.

(2) Accounting Pronouncements

Accounting Standards Recently Adopted

In February 2013, the FASB issued ASU No. 2013-02, "Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income" ("ASU 2013-02"), which requires enhanced reporting of such amounts either on the face of the financial statements or in the notes to the financial statements. Under ASU 2013-02, the type of reclassification out of accumulated other comprehensive income, as defined under current GAAP, will dictate whether the disclosure must provide the effect of the reclassification on the respective financial statement line items or whether cross-referencing to other disclosures that provide additional detail about the reclassification will be required. The amendments in ASU 2013-02 are effective prospectively for reporting periods beginning after December 15, 2012. We have included the enhanced disclosures in the financial statements.

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

March 31, 2013

(Unaudited)

(3) Segment Information

The Company has three reportable segments: Life Insurance, Home Service Insurance, and Other Non-Insurance Enterprises. The accounting policies of the segments are in accordance with U.S. GAAP and are the same as those used in the preparation of the consolidated financial statements. The Company evaluates profit and loss performance based on U.S. GAAP income before federal income taxes for its three reportable segments.

The Company has no reportable differences between segments and consolidated operations.

	Three Months Ended March 31, 2013			
	Life Insurance	Home Service Insurance	Other Non-Insurance Enterprises	Consolidated
	(In thousands)			
Revenues:				
Premiums	\$30,117	10,823	—	40,940
Net investment income	4,904	3,180	305	8,389
Realized investment gains, net	—	30	1	31
Other income	63	90	33	186
Total revenue	35,084	14,123	339	49,546
Benefits and expenses:				
Insurance benefits paid or provided:				
Claims and surrenders	9,338	5,468	—	14,806
Increase in future policy benefit reserves	16,042	917	—	16,959
Policyholders' dividends	2,059	15	—	2,074
Total insurance benefits paid or provided	27,439	6,400	—	33,839
Commissions	5,579	3,479	—	9,058
Other general expenses	2,852	3,266	581	6,699
Capitalization of deferred policy acquisition costs	(5,086)	(1,276)	—	(6,362)
Amortization of deferred policy acquisition costs	3,985	641	—	4,626
Amortization of cost of customer relationships acquired	167	411	—	578
Total benefits and expenses	34,936	12,921	581	48,438
Income (loss) before income tax expense	\$148	1,202	(242)	1,108

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

March 31, 2013

(Unaudited)

	Three Months Ended March 31, 2012			
	Life Insurance	Home Service Insurance	Other Non-Insurance Enterprises	Consolidated
	(In thousands)			
Revenues:				
Premiums	\$28,169	10,927	—	39,096
Net investment income	4,158	3,155	264	7,577
Realized investment gains, net	2	87	9	98
Decrease in fair value of warrants	—	—	36	36
Other income	57	6	35	98
Total revenue	32,386	14,175	344	46,905
Benefits and expenses:				
Insurance benefits paid or provided:				
Claims and surrenders	9,927	4,827	—	14,754
Increase in future policy benefit reserves	13,218	923	—	14,141
Policyholders' dividends	1,862	12	—	1,874
Total insurance benefits paid or provided	25,007	5,762	—	30,769
Commissions	5,022	3,642	—	8,664
Other general expenses	2,920	2,964	732	6,616
Capitalization of deferred policy acquisition costs	(4,512	) (1,427	) —	(5,939
Amortization of deferred policy acquisition costs	3,651	475	—	4,126
Amortization of cost of customer relationships acquired	209	367	—	576
Total benefits and expenses	32,297	11,783	732	44,812
Income (loss) before income tax expense	\$89	2,392	(388) 2,093

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

March 31, 2013

(Unaudited)

(4) Earnings Per Share

The following tables set forth the computation of basic and diluted earnings per share.

	Three Months Ended	
	March 31, 2013	March 31, 2012
	(In thousands, except per share amounts)	
Basic and diluted earnings per share:		
Numerator:		
Net income	\$856	1,512
Net income allocated to Class A common stock	\$848	1,497
Net income allocated to Class B common stock	8	15
Net income	\$856	1,512
Denominator:		
Weighted average shares of Class A outstanding - basic	49,080	48,959
Weighted average shares of Class A outstanding - diluted	49,080	49,004
Weighted average shares of Class B outstanding - basic and diluted	1,002	1,002
Basic earnings per share of Class A common stock	\$0.02	0.03
Basic earnings per share of Class B common stock	0.01	0.02
Diluted earnings per share of Class A common stock	0.02	0.03
Diluted earnings per share of Class B common stock	0.01	0.02

(5) Investments

The Company invests primarily in fixed maturity securities, which totaled 84.1% of total investments and cash and cash equivalents at March 31, 2013.

	March 31, 2013		December 31, 2012		
	Carrying Value	% of Total Carrying Value	Carrying Value	% of Total Carrying Value	
	(In thousands)		(In thousands)		
Fixed maturity securities	\$815,389	84.1	% \$791,528	82.7	%
Equity securities	54,029	5.6	% 53,741	5.6	%
Mortgage loans	1,376	0.1	% 1,509	0.2	%
Policy loans	44,872	4.6	% 42,993	4.5	%
Real estate and other long-term investments	8,559	0.9	% 8,553	0.9	%
Short-term investments	2,853	0.3	% 2,340	0.2	%
Cash and cash equivalents	42,608	4.4	% 56,299	5.9	%
Total cash, cash equivalents and investments	\$969,686	100.0	% \$956,963	100.0	%

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

March 31, 2013

(Unaudited)

The following tables represent the cost, gross unrealized gains and losses and fair value for fixed maturities and equity securities as of the periods indicated.

	March 31, 2013			
	Cost or Amortized Cost (In thousands)	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Fixed maturities:				
Available-for-sale:				
U.S. Treasury securities	\$ 10,155	3,581	—	13,736
U.S. Government-sponsored enterprises States and political subdivisions	69,444	3,584	14	73,014
Foreign governments	314,560	17,756	1,182	331,134
Corporate	105	34	—	139
Commercial mortgage-backed	204,478	19,724	190	224,012
Residential mortgage-backed	416	16	2	430
Total available-for-sale securities	4,789	429	1	5,217
Held-to-maturity securities:	603,947	45,124	1,389	647,682
U.S. Government-sponsored enterprises States and political subdivisions	16,482	458	—	16,940
Corporate	118,638	5,957	293	124,302
Total held-to-maturity securities	32,587	1,144	7	33,724
Total fixed maturities	167,707	7,559	300	174,966
Equity securities:	\$ 771,654	52,683	1,689	822,648
Stock mutual funds	\$ 10,463	905	—	11,368
Bond mutual funds	41,504	396	185	41,715
Common stock	17	—	2	15
Preferred stock	569	362	—	931
Total equity securities	\$ 52,553	1,663	187	54,029

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

March 31, 2013

(Unaudited)

	December 31, 2012			
	Cost or Amortized Cost (In thousands)	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Fixed maturities:				
Available-for-sale securities:				
U.S. Treasury securities	\$ 10,170	3,773	—	13,943
U.S. Government-sponsored enterprises	81,788	3,815	22	85,581
States and political subdivisions	265,812	17,227	777	282,262
Foreign governments	105	36	—	141
Corporate	195,755	20,536	286	216,005
Commercial mortgage-backed	481	17	2	496
Residential mortgage-backed	5,625	469	2	6,092
Total available-for-sale securities	559,736	45,873	1,089	604,520
Held-to-maturity securities:				
U.S. Government-sponsored enterprises	28,632	514	—	29,146
States and political subdivisions	125,634	5,435	378	130,691
Corporate	32,742	1,160	—	33,902
Total held-to-maturity securities	187,008	7,109	378	193,739
Total fixed maturity securities	\$ 746,744	52,982	1,467	798,259
Equity securities:				
Stock mutual funds	\$ 10,463	250	28	10,685
Bond mutual funds	41,504	541	129	41,916
Common stock	17	—	2	15
Preferred stock	760	365	—	1,125
Total equity securities	\$ 52,744	1,156	159	53,741

At March 31, 2013, the Company had \$5.2 million of mortgage-backed security holdings based on amortized cost, of which \$4.8 million, or 92.3%, were residential U.S. Government-sponsored issues. Mortgage-backed securities are also referred to as securities not due at a single maturity date throughout this report. The majority of the Company's equity securities are diversified stock and bond mutual funds.

Valuation of Investments in Fixed Maturity and Equity Securities

Held-to-maturity securities are reported in the financial statements at amortized cost and available-for-sale securities are reported at fair value.

The Company monitors all debt and equity securities on an on-going basis relative to changes in credit ratings, market prices, earnings trends and financial performance, in addition to specific region or industry reviews. The assessment of whether impairments have occurred is based on a case-by-case evaluation of underlying reasons for the decline in fair value. The Company determines other-than-temporary impairment by reviewing relevant evidence related to the specific security issuer as well as the Company's intent to sell the security, or if it is more likely than not that the Company would be required to sell a security before recovery of its amortized cost.

When an other-than-temporary impairment has occurred, the amount of the other-than-temporary impairment recognized in earnings depends on whether the Company intends to sell the security or more likely than not will be required to sell the security before recovery of its amortized cost basis. If the Company intends to sell the security or more likely than not will be required to sell the security before recovery of its amortized cost basis, the other-than-temporary impairment is recognized in earnings equal to the

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

March 31, 2013

(Unaudited)

entire difference between the investment's cost and its fair value at the balance sheet date. If the Company does not intend to sell the security and it is more likely than not that the Company will not be required to sell the security before recovery of its amortized cost basis, the other-than-temporary impairment is separated into the following: (a) the amount representing the credit loss; and (b) the amount related to all other factors. The amount of the total other-than-temporary impairment related to the credit loss is recognized in earnings. The amount of the total other-than-temporary impairment related to other factors is recognized in other comprehensive income, net of applicable taxes. The previous amortized cost basis less the other-than-temporary impairment recognized in earnings becomes the new amortized cost basis of the investment. The new amortized cost basis is not adjusted for subsequent recoveries in fair value.

The Company evaluates whether a credit impairment exists for debt securities by considering primarily the following factors: (a) changes in the financial condition of the security's underlying collateral; (b) whether the issuer is current on contractually obligated interest and principal payments; (c) changes in the financial condition, credit rating and near-term prospects of the issuer; (d) the length of time to which the fair value has been less than the amortized cost of the security; and (e) the payment structure of the security. The Company's best estimate of expected future cash flows used to determine the credit loss amount is a quantitative and qualitative process. Quantitative review includes information received from third party sources such as financial statements, pricing and rating changes, liquidity and other statistical information. Qualitative factors include judgments related to business strategies, economic impacts on the issuer and overall judgment related to estimates and industry factors. The Company's best estimate of future cash flows involves assumptions including, but not limited to, various performance indicators, such as historical and projected default and recovery rates, credit ratings, and current delinquency rates. These assumptions require the use of significant management judgment and include the probability of issuer default and estimates regarding timing and amount of expected recoveries, which may include estimating the underlying collateral value. In addition, projections of expected future debt security cash flows may change based upon new information regarding the performance of the issuer.

The primary factors considered in evaluating whether an impairment exists for an equity security include, but are not limited to: (a) the length of time and the extent to which the fair value has been less than the cost of the security; (b) changes in the financial condition, credit rating and near-term prospects of the issuer; (c) whether the issuer is current on contractually obligated payments; and (d) the intent and ability of the Company to retain the investment for a period of time sufficient to allow for recovery.

The Company did not recognize any other-than-temporary impairments ("OTTI") during the three months ended March 31, 2013 and 2012.

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

March 31, 2013

(Unaudited)

The following tables present the fair values and gross unrealized losses of fixed maturities and equity securities that have remained in a continuous unrealized loss position for the periods indicated.

	March 31, 2013								
	Less than 12 months			Greater than 12 months			Total		
	Fair Value	Unrealized Losses	# of Securities	Fair Value	Unrealized Losses	# of Securities	Fair Value	Unrealized Losses	# of Securities
(In thousands, except for # of securities)									
Fixed maturities:									
Available-for-sale securities:									
U.S.									
Government-sponsored enterprises	\$1,673	14	4	—	—	—	1,673	14	4
States and political subdivisions	83,191	843	97	6,365	339	4	89,556	1,182	101
Corporate	29,883	190	18	—	—	—	29,883	190	18
Commercial mortgage-backed	—	—	—	48	2	1	48	2	1
Residential mortgage-backed	—	—	—	51	1	1	51	1	1
Total available-for-sale securities	114,747	1,047	119	6,464	342	6	121,211	1,389	125
Held-to-maturity securities:									
States and political subdivisions	26,685	293	25	—	—	—	26,685	293	25
Corporate	2,212	7	2	—	—	—	2,212	7	2
Total held-to-maturity securities	28,897	300	27	—	—	—	28,897	300	27
Total fixed maturities	\$143,644	1,347	146	6,464	342	6	150,108	1,689	152
Equity securities:									
Bond mutual funds	\$9,301	123	2	2,938	62	2	12,239	185	4
Common stocks	15	2	1	—	—	—	15	2	1
Total equities	\$9,316	125	3	2,938	62	2	12,254	187	5

As of March 31, 2013, the Company had 6 available-for-sale securities and no held-to-maturity securities that were in an unrealized loss position for greater than 12 months. These securities consisted of municipals and mortgage-backed securities.

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

March 31, 2013

(Unaudited)

	12/31/2012								
	Less than 12 months			Greater than 12 months			Total		
	Fair Value	Unrealized Losses	# of Securities	Fair Value	Unrealized Losses	# of Securities	Fair Value	Unrealized Losses	# of Securities
	(In thousands, except for # of securities)								
Fixed maturities:									
Available-for-sale securities:									
U.S.									
Government-sponsored enterprises	\$10,603	22	9	—	—	—	10,603	22	9
States and political subdivisions	54,115	443	61	5,099	334	2	59,214	777	63
Corporate	22,316	286	16	—	—	—	22,316	286	16
Commercial mortgage-backed	94	2	1	—	—	—	94	2	1
Residential mortgage-backed	—	—	—	52	2	1	52	2	1
Total available-for-sale securities	87,128	753	87	5,151	336	3	92,279	1,089	90
Held-to-maturity securities:									
States and political subdivisions	40,611	378	32	—	—	—	40,611	378	32
Total held-to-maturity securities	40,611	378	32	—	—	—	40,611	378	32
Total fixed maturities	\$127,739	1,131	119	5,151	336	3	132,890	1,467	122
Equity securities:									
Stock mutual funds	\$—	—	—	972	28	1	972	28	1
Bond mutual funds	3,335	88	1	2,959	41	2	6,294	129	3
Common stock	15	2	1	—	—	—	15	2	1
Total equities	\$3,350	90	2	3,931	69	3	7,281	159	5

We have reviewed these securities for the periods ended March 31, 2013 and December 31, 2012 and determined that no other-than-temporary impairment exists based on our evaluation of the credit worthiness of the issuers and the fact that we do not intend to sell the investments nor is it likely that we will be required to sell the securities before recovery of their amortized cost bases which may be maturity. We continue to monitor all securities on an on-going basis, and future information may become available which could result in impairments being recorded.

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

March 31, 2013

(Unaudited)

The amortized cost and fair value of fixed maturity securities at March 31, 2013 by contractual maturity are shown in the table below. Actual maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	March 31, 2013	
	Amortized Cost	Fair Value
	(In thousands)	
Available-for-sale securities:		
Due in one year or less	\$235,637	253,011
Due after one year through five years	81,964	88,031
Due after five years through ten years	124,791	134,658
Due after ten years	156,350	166,335
Securities not due at a single maturity date	5,205	5,647
Total available-for-sale securities	603,947	647,682
Held-to-maturity securities:		
Due in one year or less	13,236	13,349
Due after one year through five years	34,427	35,047
Due after five years through ten years	46,058	49,283
Due after ten years	73,986	77,287
Total held-to-maturity securities	167,707	174,966
Total fixed maturities	\$771,654	822,648

The securities not due at a single maturity date are primarily mortgage-backed obligations of U.S. Government-sponsored enterprises and corporate securities.

The Company uses the specific identification method of the individual security to determine the cost basis used in the calculation of realized gains and losses related to security sales. Proceeds and gross realized gains from sales of securities for the three months ended March 31, 2013 and 2012 are summarized as follows.

	Fixed Maturities, Available-for-sale Three Months Ended March 31, 2013		Equity Securities Three Months Ended March 31, 2012	
	2013	2012	2013	2012
	(In thousands)			
Proceeds	\$58	503	—	—
Gross realized gains	\$1	1	—	—
Gross realized losses	\$—	—	—	—

During the three months ended March 31, 2013, one fixed maturity security was sold which resulted in a minimal realized gain. There were no securities sold at a loss during the three month period ended March 31, 2013 or 2012. There were no securities sold from the held-to-maturity portfolio for the three months ended March 31, 2013 or 2012.

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

March 31, 2013

(Unaudited)

(6) Fair Value Measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. We hold available-for-sale fixed maturity securities and equity securities, which are carried at fair value.

Fair value measurements are generally based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our view of market assumptions in the absence of observable market information. We utilize valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. All assets and liabilities carried at fair value are required to be classified and disclosed in one of the following three categories:

Level 1 - Quoted prices for identical instruments in active markets.

Level 2 - Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs or whose significant value drivers are observable.

Level 3 - Instruments whose significant value drivers are unobservable.

Level 1 primarily consists of financial instruments whose value is based on quoted market prices such as U.S. Treasury securities and actively traded mutual fund and stock investments.

Level 2 includes those financial instruments that are valued by independent pricing services or broker quotes. These models are primarily industry-standard models that consider various inputs, such as interest rates, credit spreads and foreign exchange rates for the underlying financial instruments. All significant inputs are observable, or derived from observable information in the marketplace or are supported by observable levels at which transactions are executed in the marketplace. Financial instruments in this category primarily include corporate securities, U.S. Government-sponsored enterprise securities, municipal securities and certain mortgage and asset-backed securities.

Level 3 is comprised of financial instruments whose fair value is estimated based on non-binding broker prices utilizing significant inputs not based on or corroborated by readily available market information. This category consists of two private placement mortgage-backed securities.

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

March 31, 2013

(Unaudited)

The following tables set forth our assets and liabilities that are measured at fair value on a recurring basis as of the dates indicated.

Available-for-sale investments	March 31, 2013			Total Fair Value
	Level 1	Level 2	Level 3	
	(In thousands)			
Financial assets:				
Fixed maturities:				
U.S. Treasury and U.S. Government-sponsored enterprises	\$ 13,736	73,014	—	86,750
States and political subdivisions	—	331,134	—	331,134
Corporate	—	224,012	—	224,012
Commercial mortgage-backed	—	61	369	430
Residential mortgage-backed	—	5,217	—	5,217
Foreign governments	—	139	—	139
Total fixed maturities	13,736	633,577	369	647,682
Equity securities:				
Stock mutual funds	11,368	—	—	11,368
Bond mutual funds	41,715	—	—	41,715
Common stock	15	—	—	15
Preferred stock	931	—	—	931
Total equity securities	54,029	—	—	54,029
Total financial assets	\$67,765	633,577	369	701,711
	December 31, 2012			
Available-for-sale investments	Level 1	Level 2	Level 3	Total Fair Value
	(In thousands)			
Financial assets:				
Fixed maturities:				
U.S. Treasury and U.S. Government-sponsored enterprises	\$ 13,943	85,581	—	99,524
States and political subdivisions	—	282,262	—	282,262
Corporate	—	216,005	—	216,005
Commercial mortgage-backed	—	109	387	496
Residential mortgage-backed	—	6,092	—	6,092
Foreign governments	—	141	—	141
Total fixed maturities	13,943	590,190	387	604,520
Equity securities:				
Stock mutual funds	10,685	—	—	10,685
Bond mutual funds	41,916	—	—	41,916
Common stock	15	—	—	15
Preferred stock	1,125	—	—	1,125
Total equity securities	53,741	—	—	53,741
Total financial assets	\$67,684	590,190	387	658,261

Explanation of Responses:

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

March 31, 2013

(Unaudited)

Financial Instruments Valuation

Fixed maturity securities, available-for-sale. At March 31, 2013, our fixed maturity securities, valued using a third-party pricing source, totaled \$633.6 million for Level 2 assets and comprised 90.3% of total reported fair value of our financial assets. The Level 1 and Level 2 valuations are reviewed and updated quarterly through random testing by comparisons to separate pricing models, other third-party pricing services, and back tested to recent trades. In addition, we obtain information relative to the third-party pricing models and review model parameters for reasonableness. Fair values for Level 3 assets are based upon unadjusted broker quotes that are non-binding, and consist of two private placement mortgage-backed securities with a total value of \$0.4 million. Our Level 3 assets are current relative to principal and interest payments and are considered immaterial to our financial statements. For the three months ended March 31, 2013, there were no material changes to the valuation methods or assumptions used to determine fair values, and no broker or third party prices were changed from the values received.

Equity securities, available-for-sale. Our available-for-sale equity securities are classified as Level 1 assets as their fair values are based upon quoted market prices.

The following table presents additional information about fixed maturity securities measured at fair value on a recurring basis that are classified as Level 3 assets and for which we have utilized significant unobservable inputs to determine fair value.

	March 31, 2013 (In thousands)	December 31, 2012
Balance at beginning of period	\$387	459
Total realized and unrealized gains (losses)		
Included in net income	—	—
Included in other comprehensive income	(1	) (6
Principal paydowns	(17	) (66
Transfer in and (out) of Level 3	—	—
Balance at end of period	\$369	387

We review the fair value hierarchy classifications each reporting period. Changes in the observability of the valuation attributes may result in a reclassification of certain financial assets. Such reclassifications are reported as transfers in and out of Level 3 at the beginning fair value for the reporting period in which the changes occur. There were no transfers in or out of Level 1 or 2.

Financial Instruments not Carried at Fair Value

Estimates of fair values are made at a specific point in time, based on relevant market prices and information about the financial instruments. The estimated fair values of financial instruments presented below are not necessarily indicative of the amounts the Company might realize in actual market transactions.

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

March 31, 2013

(Unaudited)

The carrying amount and fair value for the financial assets and liabilities on the consolidated balance sheets not otherwise disclosed for the periods indicated are as follows:

	March 31, 2013		December 31, 2012	
	Carrying Value	Fair Value	Carrying Value	Fair Value
	(In thousands)			
Financial assets:				
Fixed maturities, held-to-maturity	\$ 167,707	174,966	187,008	193,739
Mortgage loans	1,376	1,417	1,509	1,503
Policy loans	44,872	44,872	42,993	42,993
Short-term investments	2,853	2,853	2,340	2,340
Cash and cash equivalents	42,608	42,608	56,299	56,299
Financial liabilities:				
Annuity benefit reserves	52,450	58,239	51,750	54,981

Fair values for fixed income securities, which are characterized as Level 2 assets in the fair value hierarchy, are based on quoted market prices for the same or similar securities. In cases where quoted market prices are not available, fair values are based on estimates using present value or other assumptions, including a discount rate and estimates of future cash flows.

Mortgage loans are secured principally by residential and commercial properties. Weighted average interest rates for these loans were approximately 6.5% and 6.6% as of March 31, 2013 and December 31, 2012, respectively, with maturities ranging from 1 to 30 years. Management estimated the fair value using an annual interest rate of 6.25% at March 31, 2013. Our mortgage loans are considered Level 3 assets in the fair value hierarchy.

Policy loans had a weighted average annual interest rate of 7.7% as of March 31, 2013 and December 31, 2012, and no specified maturity dates. The aggregate fair value of policy loans approximates the carrying value reflected on the consolidated balance sheets. These loans typically carry an interest rate that is tied to the crediting rate applied to the related policy and contract reserves. Policy loans are an integral part of the life insurance policies we have in force, cannot be valued separately and are not marketable. Therefore, the fair value of policy loans approximates the carrying value and policy loans are considered Level 3 assets in the fair value hierarchy.

The fair value of short-term investments approximate carrying value due to their short-term nature. Our short-term investments are considered Level 2 assets in the fair value hierarchy.

The fair value of cash and cash equivalents approximate carrying value and are characterized as Level 1 assets in the fair value hierarchy.

The fair value of the Company's liabilities under annuity contract policies, which are considered Level 3 assets, was estimated at March 31, 2013 using discounted cash flows based upon a swap rate curve with interest rates ranging from 0.24% to 4.03% based upon swap rates adjusted for various risk adjustments. The fair value of liabilities under all insurance contracts are taken into consideration in the overall management of interest rate risk, which seeks to minimize exposure to changing interest rates through the matching of investment maturities with amounts due under insurance contracts.

(7) Commitments and Contingencies

We are a defendant in a lawsuit filed on August 6, 1999, in the Texas District Court, Austin, Texas, now styled Delia Bolanos Andrade, et al., Plaintiffs, v. Citizens Insurance Company of America, et al., Defendants in which a class was originally certified by the trial court and reversed by the Texas Supreme Court in 2007 with an order to the trial court to conduct further proceedings

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

March 31, 2013

(Unaudited)

consistent with its ruling. The underlying lawsuit alleged that certain life insurance policies CICA made available to non-U.S. residents, when combined with a policy feature that allowed certain cash benefits to be assigned to two non-U.S. trusts for the purpose of accumulating ownership of our Class A common stock, along with allowing the policyholders to make additional contributions to the trusts, were actually offers and sales of securities that occurred in Texas by unregistered dealers in violation of the Texas securities laws. The remedy sought was rescission and return of the insurance premium payments. On December 9, 2009, the trial court denied the recertification of the class after conducting additional proceedings in accordance with the Texas Supreme Court's ruling. The remaining plaintiffs must now proceed individually, and not as a class, if they intend to pursue their claims against us. Since the December 9, 2009 trial court ruling, no individual cases have been further pursued by the plaintiffs. The probability of the plaintiffs further pursuing their cases individually remains unknown. An estimate of any possible loss or range of losses cannot be made at this time in regard to individuals pursuing claims. However, should the plaintiffs further pursue their claims individually, we intend to vigorously defend any proceedings.

In 2007 and in the aftermath of Hurricane Katrina, the Attorney General for the State of Louisiana filed suit in the Civil District Court for the Parish of New Orleans (later removed to the United States District Court for the Eastern District of Louisiana) against SPFIC and every other homeowner insurer doing business in the State of Louisiana, on behalf of the State of Louisiana, as assignee, and on behalf of certain Road Home fund recipients. In April 2013, SPFIC and the State of Louisiana reached a confidential settlement agreement resolving substantially all claims against SPFIC in the Road Home matter for approximately \$183,000. This amount has been accrued in the March 31, 2013 financial statements and did not have a material impact on the consolidated financials.

SPFIC is vigorously defending a number of matters in various stages of development filed in the aftermath of Hurricane Katrina and Hurricane Rita in addition to the Road Home Litigation, including a number of individual lawsuits, which are immaterial to the Company's financial statements.

We are defending these claims vigorously. However, in doing so, we continue to incur significant defense costs, including attorneys' fees, other direct litigation costs and the expenditure of substantial amounts of management time that otherwise would be devoted to our business.

By letter dated September 7, 2012, three state departments of treasury (or equivalent state agencies) notified the Company they intend to audit Citizens, Inc. and certain of its affiliates for compliance with unclaimed property laws. As of December 31, 2012, all three states had agreed to allow the Company to complete its own internal audit during 2013. The Company is currently performing the internal audit related to unclaimed property for all legal reporting entities. This audit began in the prior year and based upon the review to date, we have identified certain policies that were part of acquisition conversions that have resulted in data reviews and policy accounting that has not followed our standard escheatment processes. There are certain policies that have been recorded as deposit-type contracts upon conversion that, due to lack of sufficient policyholder data and contact information, may be potential escheatment liabilities. This would result in a reclassification of the current related deposit liability to the escheatment liability account and did not materially impact earnings. Due to the fact that these policies have been reserved without policyholder contact for an extended period of time they may likely be escheatable in the current year.

The audit may result in additional payments to beneficiaries, additional escheatment of funds deemed abandoned under state laws, administrative penalties, interest, and changes to the Company's procedures for the identification and escheatment of abandoned property. At this time, the Company is not able to estimate any of these possible amounts, but such costs could be substantial for a company our size.

(8) Income Taxes

The effective tax rate was 22.7% and 27.8% for the first quarter of 2013 and 2012, respectively. In periods where our effective tax rate is lower than the statutory tax rate of 35%, the difference is primarily due to tax-exempt state and local bonds, and in some years, to gains arising from the change in fair value of outstanding warrants to purchase Class A common stock. The effective tax rate is lower in the current year compared to 2012 primarily due to the additional investments in tax-exempt state and local bonds in the non-insurance companies where the full tax benefit can be realized.

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

March 31, 2013

(Unaudited)

(9) Related Party Transactions

The Company has various routine related party transactions in conjunction with our holding company structure, such as a management service agreement related to costs incurred, a tax sharing agreement between entities, and inter-company dividends and capital contributions. There were no changes related to these relationships during the three months ended March 31, 2013. See our Annual Report on Form 10-K as of December 31, 2012 for a comprehensive discussion of related party transactions.

(10) Subsequent Events

Subsequent to the reporting date of March 31, 2013, the Company entered into negotiations with the Attorney General for the State of Louisiana related to the Road Home suit as discussed in Commitments and Contingencies, Note 7 to the Consolidated Financial Statements. Based upon the progression of these negotiations, an amount has been accrued in the amount of \$183,000 as of March 31, 2013.

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

March 31, 2013

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FORWARD-LOOKING STATEMENTS

Certain statements contained in this Quarterly Report on Form 10-Q are not statements of historical fact and constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act (the "Act"), including, without limitation, statements specifically identified as forward-looking statements within this document. Many of these statements contain risk factors as well. In addition, certain statements in future filings by the Company with the Securities and Exchange Commission, in press releases, and in oral and written statements made by us or with the approval of the Company, which are not statements of historical fact, constitute forward-looking statements within the meaning of the Act. Examples of forward-looking statements include, but are not limited to: (i) projections of revenues, income or loss, earnings or loss per share, the payment or non-payment of dividends, capital structure, and other financial items, (ii) statements of our plans and objectives by our management or Board of Directors, including those relating to products or services, (iii) statements of future economic performance and (iv) statements of assumptions underlying such statements. Words such as "believes," "anticipates," "assumes," "estimates," "plans," "projects," "could," "expects," "intends," "targeted," "may," "will" and similar expressions are intended to identify forward-looking statements, but are not the exclusive means of identifying such statements.

Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those contemplated by the forward-looking statements. Factors that could cause the Company's future results to differ materially from expected results include, but are not limited to:

- Changes in foreign and U.S. general economic, market, and political conditions, including the performance of financial markets and interest rates;
- Changes in consumer behavior, which may affect the Company's ability to sell its products and retain business;
- The timely development of and acceptance of new products of the Company and perceived overall value of these products and services by existing and potential customers;
- Fluctuations in experience regarding current mortality, morbidity, persistency and interest rates relative to expected amounts used in pricing and actuarial valuation of the Company's products;
- The performance of our investment portfolio, which may be adversely affected by changes in interest rates, adverse developments and ratings of issuers whose debt securities we may hold, and other adverse macroeconomic events;
- Results of litigation we may be involved in;
- Changes in assumptions related to deferred acquisition costs and the value of any businesses we may acquire;
- Regulatory, accounting or tax changes that may affect the cost of, or the demand for, the Company's products or services;
- Our concentration of business from persons residing in Latin America and the Pacific Rim;
- Changes in tax laws;
- Effects of acquisitions and restructuring, including possible difficulties in integrating and realizing the projected results of acquisitions;
- Changes in statutory or U.S. GAAP accounting principles, policies or practices; and
- Our success at managing risks involved in the foregoing;
- The risk factors discussed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012 under the heading "Part II. - Item 1A - Risk Factors."

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Such forward-looking statements speak only as of the date on which such statements are made, and the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made.

We make available, free of charge, through our Internet website (<http://www.citizensinc.com>), our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, Section 16 Reports filed by officers and directors, news

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

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releases, and, if applicable, amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as soon as reasonably practicable after we electronically file such reports with, or furnish such reports to, the Securities and Exchange Commission. We are not including any of the information contained on our website as part of, or incorporating it by reference into, this Quarterly Report on Form 10-Q.

Overview

Citizens is an insurance holding company serving the life insurance needs of individuals in the United States since 1969 and internationally since 1975. Through our insurance subsidiaries, we pursue a strategy of offering traditional insurance products in niche markets where we believe we are able to achieve competitive advantages. As of March 31, 2013, we had approximately \$1.2 billion of total assets and approximately \$5.3 billion of insurance in force. Our core insurance operations include issuing and servicing:

U.S. Dollar-denominated ordinary whole life insurance and endowment policies predominantly to high net worth, high income foreign residents, principally in Latin America and the Pacific Rim through independent marketing consultants;
ordinary whole life insurance policies to middle income households concentrated in the Midwest and southern United States through independent marketing consultants; and
final expense and limited liability property policies to middle and lower income households in Louisiana, Arkansas and Mississippi through employee and independent agents in our home service distribution channel.

We were formed in 1969 by our Chairman, Harold E. Riley. Prior to our formation, Mr. Riley had many years of experience in the international and domestic life insurance business. Our Company has experienced significant growth through acquisitions in the domestic market and through market expansion in the international market. We seek to capitalize on the experience of our management team in marketing and operations as we strive to generate bottom line return using knowledge of our niche markets and our well-established distribution channels. We believe our underwriting processes, policy terms, pricing practices and proprietary administrative systems enable us to be competitive in our current markets, while protecting our shareholders and servicing our policyholders.

Current Financial Highlights

Financial highlights for the three month period ended March 31, 2013, compared to the same period in 2012 were:

Insurance premiums rose for the three month period ended March 31, 2013 to \$40.9 million in 2013 from \$39.1 million in 2012, an increase of 4.7% driven primarily from renewal premiums in our life insurance segment. Net investment income increased 10.7% for the three month period ended March 31, 2013 compared to 2012. The average yield on the consolidated portfolio remained relatively steady at an annualized rate of 3.86%, up from 3.76% for the same period in 2012. The increase in the invested assets due to premium revenue growth contributed to the growth in investment income.

Claims and surrenders expense increased 0.4% for the three months ended 2013 compared to 2012 as claims reported in the life segment were lower in the current year and claims experience in the home service segment was relatively level.

Changes in reserves resulted in liability increases due to the increased sales of endowment products that build up reserves at a faster pace than whole life longer-term mortality based products. Additionally, the sustained low interest rate environment also results in a higher reserve development due to the lower interest yield assumptions in the current period.

Explanation of Responses:

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Our Operating Segments

Our business is comprised of three operating business segments, as detailed below.

- ☒ Life Insurance

- ☒ Home Service Insurance

- ☐ Other Non-Insurance Enterprises

Our insurance operations are the primary focus of the Company, as those operations generate the majority of our income. See the discussion under Segment Operations for detailed analysis. The amount of insurance, number of policies, and average face amounts of ordinary life policies issued during the periods indicated are shown below.

	Three Months Ended March 31,			2012		
	2013					
	Amount of Insurance Issued	Number of Policies Issued	Average Policy Face Amount Issued	Amount of Insurance Issued	Number of Policies Issued	Average Policy Face Amount Issued
Life	\$74,826,174	1,283	\$58,321	\$69,701,843	1,236	\$56,393
Home Service	51,827,325	7,234	7,040	58,398,514	8,250	7,079

Note: All discussions below compare or state results for the three -month period ended March 31, 2013 compared to the three -month period ended March 31, 2012.

Consolidated Results of Operations

A discussion of consolidated results is presented below, followed by a discussion of segment operations and financial results by segment.

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

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Revenues

Revenues are generated primarily by insurance premiums and investment income on invested assets.

	Three Months Ended March 31,	
	2013	2012
	(In thousands)	
Revenues:		
Premiums:		
Life insurance	\$39,414	37,406
Accident and health insurance	349	413
Property insurance	1,177	1,277
Net investment income	8,389	7,577
Realized investment gains, net	31	98
Decrease in fair value of warrants	—	36
Other income	186	98
Total revenues	49,546	46,905
Exclude fair value adjustments of warrants	—	(36)
Total revenues excluding fair value adjustments	\$49,546	46,869

Premium Income. Premium income derived from life, accident and health, and property insurance sales increased 4.7% for the three months March 31, 2013 compared to the same period ending March 31, 2012, primarily because of growth in the life segment as discussed under Segment Operations.

Net investment income performance is summarized as follows.

	March 31, 2013	December 31, 2012	March 31, 2012	
	(In thousands, except for %)			
Net investment income, annualized	\$33,555	31,725	30,309	
Average invested assets, at amortized cost	868,375	832,552	806,472	
Annualized yield on average invested assets	3.86	% 3.81	% 3.76	%

Yields on invested assets vary between segment operations due to different portfolio mixes in the segments.

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Investment income from debt securities accounted for approximately 84.6% of total investment income for the three months ended March 31, 2013. We have reduced bond holdings of U.S. Government-sponsored enterprises, such as Federal National Mortgage Association (“FNMA”) and Federal Home Loan Mortgage Corporation (“FHLMC”), which comprised 11.1% of the total fixed maturity portfolio based on amortized cost at March 31, 2013 compared to 14.8% at December 31, 2012, due to the low yields in the current environment. We have increased our investment purchases of corporate and municipal securities over the past several quarters, focusing on utility service sectors in corporate securities. State and political subdivision holdings at March 31, 2013 increased to 56.1% and corporate holdings to 30.7% based upon amortized cost compared to 29.1% and 25.6% at December 31, 2012, respectively. In addition, we are invested primarily in short duration bond mutual funds as these securities offer a competitive yield.

	Three Months Ended March 31,	
	2013	2012
	(In thousands)	
Gross investment income:		
Fixed maturity securities	\$ 7,456	6,542
Equity securities	444	558
Mortgage loans	20	27
Policy loans	822	810
Long-term investments	57	65
Other investment income	19	20
Total investment income	8,818	8,022
Investment expenses	(429)	(445)
Net investment income	\$ 8,389	7,577

The average consolidated invested asset portfolio has increased approximately 8.2% with primarily investments in the fixed maturity securities portfolio accounting for the most significant increase in the investment income. The purchase of bond mutual funds has resulted in dividend income in the equity securities holdings. In addition, the increase in policy loans, which represents policyholders utilizing their accumulated policy cash value, contributed to the increase to investment income.

Change in Fair Value of Warrants. Prior to 2013, the Company adjusted the liability related to its outstanding warrants to purchase shares of Class A common stock at each reporting date to reflect the current fair value of the warrants computed based on the Class A common stock value calculated using the Black-Scholes option pricing model. As the Class A common stock value increases and decreases, the change in the warrant liability also increases and decreases in inverse order. The adjustment to fair value is recorded as an increase or decrease in the fair value of the warrants in the consolidated statement of operations. The remaining warrants were the subject of a cashless exercise transaction whereby the Company issued 12,487 Class A shares on October 6, 2012. No warrants remained outstanding as of March 31, 2013.

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Benefits and Expenses

	Three Months Ended March 31,	
	2013	2012
	(In thousands)	
Benefits and expenses:		
Insurance benefits paid or provided:		
Claims and surrenders	\$ 14,806	14,754
Increase in future policy benefit reserves	16,959	14,141
Policyholders' dividends	2,074	1,874
Total insurance benefits paid or provided	33,839	30,769
Commissions	9,058	8,664
Other general expenses	6,699	6,616
Capitalization of deferred policy acquisition costs	(6,362)	(5,939)
Amortization of deferred policy acquisition costs	4,626	4,126
Amortization of cost of customer relationships acquired	578	576
Total benefits and expenses	\$ 48,438	44,812

Claims and Surrenders. A detail of claims and surrender benefits is provided below.

	Three Months Ended March 31,	
	2013	2012
	(In thousands)	
Death claims	\$ 5,534	5,725
Surrender benefits	4,556	4,633
Endowments	3,589	3,480
Property claims	551	364
Accident and health benefits	48	75
Other policy benefits	528	477
Total claims and surrenders	\$ 14,806	14,754

Increase in Future Policy Benefit Reserves. The increase in future policy benefit reserves for the three months ended March 31, 2013, was influenced by the current low interest rate environment, which necessitated higher reserves for policies issued. In addition, we continue to experience growth in new sales of endowment products, which require higher initial reserve levels than whole life products.

Policyholder Dividends. The majority of our international policies are participating, and the dividends are factored into the premium rates charged. As policy provisioned dividend rates generally increase each year that a policy is in force, dividend expense is expected to increase as this block of insurance becomes more seasoned.

Commissions. Commission expense is directly related to new and renewal insurance premium fluctuations and production levels by agents and associates. Commission expense for the three months ended March 31, 2013 increased due to higher first year premiums in the life segment compared to premium levels for the three months ended March 31, 2012.

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Capitalized and Amortized Deferred Policy Acquisition Costs. Costs capitalized under current accounting guidance include certain commissions, policy issuance costs, and underwriting and agency expenses that relate to successful sales efforts for insurance contracts. The increase for the three months ended March 31, 2013, compared to the same period in 2012 was the result of an increase in first year premium production in the current year, which increased capitalized amounts. Though premium revenue increased for the three months ended in 2013, it was primarily related to an increase in renewal premiums compared to the prior year. Commissions paid on renewal premiums are significantly lower than that paid on first year business.

Amortization for the three months ended March 31, 2013, increased \$0.5 million compared to the same period in 2012. Amortization of deferred policy acquisition costs is impacted by persistency and may fluctuate from year to year.

Federal Income Tax. The effective tax rate for the three month period ended March 31, 2013, was 22.7% versus 27.8% in 2012. Differences between our effective tax rate and the statutory tax rate result from income and expense items that are treated differently for financial reporting and tax purposes. See Note 9 - Income Taxes in the consolidated financial statements for further discussion.

Segment Operations

The Company has three reportable segments: Life Insurance, Home Service Insurance and Other Non-Insurance Enterprises. These segments are reported in accordance with U.S. GAAP. The Company evaluates profit and loss performance of its segments based on net income or loss before income taxes.

	Three Months Ended March 31,	
	2013	2012
	(In thousands)	
Life Insurance	\$ 148	89
Home Service Insurance	1,202	2,392
Other Non-Insurance Enterprises	(242)	(388)
Total	\$ 1,108	2,093

Life Insurance

Our Life Insurance segment issues ordinary whole life insurance domestically and U.S. Dollar-denominated ordinary whole-life policies to foreign residents. These contracts are designed to provide a fixed amount of insurance coverage over the life of the insured. Additionally, the Company issues endowment contracts, which are principally accumulation contracts that incorporate an element of life insurance protection. For the majority of our business, we retain only the first \$100,000 of risk on any one life. We operate this segment through CICA and CNLIC insurance subsidiaries.

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International Sales

We focus our sales of U.S. Dollar-denominated ordinary whole life insurance and endowment policies to high net worth, high income residents in Latin America and the Pacific Rim. We have successfully participated in the foreign marketplace since 1975, and we continue to seek opportunities for expansion of our foreign operations. We believe positive attributes of our international insurance business include:

- larger face amount policies typically issued when compared to our U.S. operations, which results in lower underwriting and administrative costs per unit of coverage;
- premiums typically paid annually rather than monthly or quarterly, which reduces our administrative expenses, accelerates cash flow and results in lower policy lapse rates than premiums with more frequently scheduled payments; and
- comparable persistency levels and mortality rates as experienced with U.S. policies.

International Products

We offer several ordinary whole life insurance and endowment products designed to meet the needs of our non-U.S. policyowners. These policies have been structured to provide:

- U.S. Dollar-denominated cash values that accumulate, beginning in the first policy year, to a policyholder during his or her lifetime;
- premium rates that are competitive with or better than most foreign local companies;
- a hedge against local currency inflation;
- protection against devaluation of foreign currency;
- capital investment in the United States' more secure economic environment; and
- lifetime income guarantees for an insured or for surviving beneficiaries.

Our international products have living benefit features. Every policy contains guaranteed cash values and most are participating (i.e., provides for cash dividends as apportioned by the board of directors). Once a policyowner pays the annual premium and the policy is issued, we immediately pay the owner a cash dividend as well as an annual guaranteed endowment, if elected. The policyowner has several options with regard to the dividend and annual guaranteed endowments, including the right to assign policy values to our stock investment plan, registered under the Securities Act of 1933 (the "Securities Act") and administered in the United States by our unaffiliated transfer agent.

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The following table sets forth, by country, our direct premiums from our international life insurance business for the periods indicated.

Country	Three Months Ended	
	March 31, 2013	2012
	(In thousands)	
Venezuela	\$ 6,399	5,057
Colombia	5,983	5,592
Taiwan	3,874	3,820
Ecuador	3,382	3,172
Argentina	1,831	1,905
Other Non-U.S.	7,304	6,693
Total	\$ 28,773	26,239

We continue to report increased sales from our top producing countries as noted above. Our international business and premium collections could be impacted by future changes relative to laws, regulations or economic events in the countries from which we accept applications.

Domestic Sales

In the Midwest and the southern United States, we seek to serve middle income households through the sale of cash accumulation ordinary whole life insurance products. The majority of our inforce business results from blocks of business of insurance companies we have acquired over the past fifteen years.

Domestic Products

Our domestic life insurance products focus primarily on living needs and provide benefits focused toward accumulating money for living benefits while providing a modest death benefit for the policyowner. The features of our domestic life insurance products include:

- cash accumulation/living benefits;
- tax-deferred annuity interest earnings;
- guaranteed lifetime income or monthly income options for the policyowner or surviving family members;
- accidental death benefit coverage options; and
- an option to waive premium payments in the event of disability.

Our life insurance products are principally designed to address the insured's concern about outliving his or her monthly income, while at the same time providing death benefits. The primary purpose of our product portfolio is to help the insured create capital for needs such as retirement income, children's higher education funds, business opportunities, emergencies and extraordinary health care needs.

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The following table sets forth our direct premiums by state for the periods indicated.

State	Three Months Ended	
	March 31, 2013	2012
	(In thousands)	
Texas	\$ 597	1,230
Indiana	366	417
Mississippi	39	191
Oklahoma	40	191
Missouri	141	161
Other States	654	729
Total	\$ 1,837	2,919

A number of domestic life insurance companies we acquired had blocks of accident and health insurance policies, which we did not consider to be a core part of our business. We have ceded this business to Puritan Life Insurance Company (Puritan), an unaffiliated insurance company under a coinsurance agreement, under which it assumes substantially all of our accident and health policies. The premium amounts ceded under the coinsurance agreement for the three months ended March 31, 2013 and 2012 were \$0.3 million and \$1.0 million, respectively. The coinsurance agreement allows for full assumption by Puritan of this business upon approval by state insurance authorities. The decrease in premiums for the three months ended March 31, 2013 is due to the fact that Puritan received state approval in several states and intends to complete full assumption in 2013.

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The results of operations for the life insurance segment for the periods indicated are as follows.

	Three Months Ended March 31,	
	2013	2012
	(In thousands)	
Revenue:		
Premiums	\$ 30,117	28,169
Net investment income	4,904	4,158
Realized investment gains, net	—	2
Other income	63	57
Total revenue	35,084	32,386
Benefits and expenses:		
Insurance benefits paid or provided:		
Claims and surrenders	9,338	9,927
Increase in future policy benefit reserves	16,042	13,218
Policyholders' dividends	2,059	1,862
Total insurance benefits paid or provided	27,439	25,007
Commissions	5,579	5,022
Other general expenses	2,852	2,920
Capitalization of deferred policy acquisition costs	(5,086)	(4,512)
Amortization of deferred policy acquisition costs	3,985	3,651
Amortization of cost of customer relationships acquired	167	209
Total benefits and expenses	34,936	32,297
Income before income tax expense	\$ 148	89

Premiums. Premium revenues increased for the three month period ended March 31, 2013, compared to the same period in 2012 due primarily to international renewal business, which experienced strong persistency as this block of insurance ages. First year premium revenues for the quarter ended March 31, 2013, reflected sales internationally with endowment to age sixty-five and the twenty-year endowment products being the top performers.

Life insurance premium breakout is detailed below.

	Three Months Ended March 31,	
	2013	2012
	(In thousands)	
Premiums:		
First year	\$ 3,938	3,339
Renewal	26,179	24,830
Total premiums	\$ 30,117	28,169

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Net Investment Income. Net investment income increased as the impact of the sustained low interest rate environment has leveled and yields are beginning to rise modestly.

	Three Months Ended March 31, 2013	Year Ended December 31, 2012	Three Months Ended March 31, 2012	
	(In thousands, except for %)			
Net investment income, annualized	\$19,617	17,828	16,635	
Average invested assets, at amortized cost	\$523,647	494,289	473,922	
Annualized yield on average invested assets	3.75	% 3.61	% 3.51	%

Claims and Surrenders. These amounts fluctuate from period to period but were within anticipated ranges based upon management's expectations.

	Three Months Ended March 31, 2013		2012
	(In thousands)		
Death claims	\$ 1,229		1,980
Surrender benefits	4,050		4,038
Endowment benefits	3,585		3,473
Accident and health benefits	46		55
Other policy benefits	428		381
Total claims and surrenders	\$ 9,338		9,927

Death claims expense was lower for the three months ended March 31, 2013 due to fewer reported claims. Mortality experience is closely monitored by the Company as a key performance indicator and these amounts were within expected levels.

The majority of policy surrender benefits paid is attributable to our international business and was related to policies that have been in force over twenty years, where surrender charges are no longer applicable.

Endowment benefit expense primarily results from the election by policyholders of a product feature providing an annual guaranteed benefit. This is a fixed benefit over the life of the contract, thus this expense will increase with new sales and improved persistency.

Other policy benefits resulted primarily from interest paid on premium deposits and policy benefit accumulations and increased as these policy liabilities also increased.

Increase in Future Policy Benefit Reserves. Policy benefit reserves increased for the three months ended March 31, 2013 compared to the same period in 2012, primarily from the effect of the current low interest rate environment on reserve development for policies issued and because we continue to experience growth in new sales of endowment products, which require higher initial reserve levels than whole life products. Endowment sales have become more popular with our international clients in the past few years, representing approximately 81% and 80% of total new first year premium in the three months ended March 31, 2013 and 2012, respectively.

Commissions. Commission expense increased for the three months ended March 31, 2013, compared to the same periods in 2012. This expense fluctuates directly with new premium revenues, which were higher for the periods in 2013 compared to 2012. Commission rates paid to associates are higher on first year premium sales, which were up 17.9% for the three months ended March 31, 2013, compared to 2012. Renewal premiums for the three months, for which we pay commissions at lower rates, were up \$1.4 million, or 5.4%, from the prior year.

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Other General Expenses. The expenses are allocated by segment, based upon an annual expense study performed by the Company, and were down for the three months ended March 31, 2013, compared to the same period in 2012.

Capitalization of Deferred Policy Acquisition Costs ("DAC"). Capitalized costs increased for the three months ended March 31, 2013, due to higher first year premiums and an increase in renewal commissions paid compared to 2012. DAC capitalization is directly correlated to fluctuations in first year commissions.

Amortization of Deferred Policy Acquisition Costs. Amortization for 2013 increased and was impacted by overall lower persistency related to this segment. As previously noted, persistency is monitored closely by the Company and was within expectations.

Home Service Insurance

We operate in the Home Service market through our subsidiaries Security Plan Life Insurance Company ("SPLIC") and Security Plan Fire Insurance Company ("SPFIC"), and focus on the life insurance needs of the middle and lower income markets, primarily in Louisiana, Mississippi and Arkansas. Our policies are sold and serviced through a home service marketing distribution system of employee-agents who work full time on a route system and through funeral homes that sell policies, collect premiums and service policyholders.

The following table sets forth our direct premiums by state for the periods indicated.

State	Three Months Ended March 31,	
	2013	2012
	(In thousands)	
Louisiana	\$ 10,374	10,326
Arkansas	436	527
Mississippi	118	110
Other States	208	238
Total	\$ 11,136	11,201

Home Service Insurance Products

Our home service insurance products consist primarily of small face amount ordinary whole life and pre-need policies, which are designed to fund final expenses for the insured, primarily consisting of funeral and burial costs. To a much lesser extent, our home service insurance segment sells limited-liability, named-peril property policies covering dwellings and contents. We provide \$30,000 maximum coverage on any one dwelling and contents, while content only coverage and dwelling only coverage is limited to \$20,000, respectively.

We provide final expense ordinary life insurance and annuity products primarily to middle and lower income individuals in Louisiana, Mississippi and Arkansas. New products were approved for sale in Mississippi in 2012 and we expect to increase sales as we expand our marketing force in this state.

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The results of operations for the home service insurance segment for the periods indicated are as follows.

	Three Months Ended March 31,	
	2013	2012
	(In thousands)	
Revenue:		
Premiums	\$ 10,823	10,927
Net investment income	3,180	3,155
Realized investment gains, net	30	87
Other income	90	6
Total revenue	14,123	14,175
Benefits and expenses:		
Insurance benefits paid or provided:		
Claims and surrenders	5,468	4,827
Increase in future policy benefit reserves	917	923
Policyholders' dividends	15	12
Total insurance benefits paid or provided	6,400	5,762
Commissions	3,479	3,642
Other general expenses	3,266	2,964
Capitalization of deferred policy acquisition costs	(1,276)	(1,427)
Amortization of deferred policy acquisition costs	641	475
Amortization of cost of customer relationships acquired	411	367
Total benefits and expenses	12,921	11,783
Income before income tax expense	\$ 1,202	2,392

Premiums. The premiums decreased slightly for the three month period ended March 31, 2013, as this segment experienced higher lapses in the current year compared to the same period in 2012.

Net Investment Income. Net investment income for our home service insurance segment was as follows.

	Three Months Ended March 31, 2013	Year Ended December 31, 2012	Three Months Ended March 31, 2012	
	(In thousands, except for %)			
Net investment income, annualized	\$ 12,718	12,724	12,620	
Average invested assets, at amortized cost	293,712	291,229	291,074	
Annualized yield on average invested assets	4.33	% 4.37	% 4.34	%

Realized Investment Gains (Losses), Net. Net realized gains for the three months ended March 31, 2013 and 2012, were due to calls of debt securities.

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Claims and Surrenders. Claims and surrenders increased for the three months ended March 31, 2013, compared to the same period in 2012, as reported claims increased compared to the prior year, but were within expected ranges.

	Three Months Ended	
	March 31,	
	2013	2012
	(In thousands)	
Death claims	\$ 4,305	3,745
Surrender benefits	506	595
Endowment benefits	4	7
Property claims	551	364
Accident and health benefits	2	20
Other policy benefits	100	96
Total claims and surrenders	\$ 5,468	4,827

Death claims expense increased for the three months in 2013, largely reflecting the release of \$0.5 million of incurred but unreported death claims liability by the Company during the three months ended March 31, 2012. Mortality experience is closely monitored by the Company as a key performance indicator and amounts were within expected levels.

Property claims increased 51.4% for the three months ended March 31, 2013 related to an increase in weather related claims compared to 2012.

Increase in Future Policy Benefit Reserves. The Company recorded a decrease in future policy benefit reserves for the three months ended March 31, 2013, compared to 2012 due to higher lapses as previously reported.

Commissions. Commission expense decreased for the three months ended March 31, 2013, compared to the same period in 2012 because producers are compensated based upon month-to-month premium growth which has been impacted by increased policy lapses. This results in a lower commission to premium relationship as compensation is reduced. In addition, we have consolidated some collection routes, which resulted in elimination of one district office and its related staffing, which also contributed to the lower commission expense reported for the three months ended March 31, 2013.

Other General Expenses. The expenses are allocated by segment based upon an annual expense study performed by the Company and increased between 2013 and 2012.

Capitalization of Deferred Policy Acquisition Costs ("DAC"). Capitalized costs decreased slightly for the three months ended March 31, 2013, as commissions expense also decreased during the period. DAC capitalization is directly correlated to fluctuations in new business and commissions.

Amortization of Deferred Policy Acquisition Costs. Amortization for the three months ended in the current year increased as this segment experienced lower persistency compared to the prior year, which results in higher amortization.

Other Non-Insurance Enterprises

This segment represents the administrative support entities to the insurance operations whose revenues are primarily intercompany and have been eliminated in consolidation under GAAP. The segment loss reported for the first three

months of 2013 and 2012 is typical since the elimination of intercompany revenue is its primarily source of revenue.

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Investments

The administration of our investment portfolios is handled by our management, pursuant to board-approved investment guidelines, with all trading activity approved by a committee of the respective boards of directors of our insurance company subsidiaries. The guidelines used require that fixed maturities, both government and corporate, are investment grade and comprise a majority of the investment portfolio. State insurance statutes prescribe the quality and percentage of the various types of investments that may be made by insurance companies and generally permit investment in qualified state, municipal, federal and foreign government obligations, high quality corporate bonds, preferred and common stock, mortgage loans and real estate within certain specified percentages. The assets are intended to mature in accordance with the average maturity of the insurance products and to provide the cash flow for our insurance company subsidiaries to meet their respective policyholder obligations.

The following table shows the carrying value of our investments by investment category and cash and cash equivalents, and the percentage of each to total invested cash, cash equivalents and investments.

	March 31, 2013		December 31, 2012	
	Carrying Value (In thousands)	% of Total Carrying Value	Carrying Value (In thousands)	% of Total Carrying Value
Marketable securities:				
U.S. Treasury and U.S. Government-sponsored enterprises	\$ 103,232	10.6	\$ 128,156	13.4
States and political subdivisions	449,772	46.4	407,896	42.6
Corporate	256,599	26.5	248,747	26.0
Mortgage-backed ⁽¹⁾	5,647	0.6	6,588	0.7
Foreign governments	139	—	141	—
Short-term investments	2,853	0.3	2,340	0.2
Total marketable securities	818,242	84.4	793,868	82.9
Cash and cash equivalents	42,608	4.4	56,299	5.9
Other investments:				
Policy loans	44,872	4.6	42,993	4.5
Equity securities	54,029	5.6	53,741	5.6
Mortgage loans	1,376	0.1	1,509	0.2
Real estate	8,503	0.9	8,496	0.9
Other long-term investments	56	—	57	—
Total cash, cash equivalents and investments	\$969,686	100.0	\$956,963	100.0

⁽¹⁾ Includes \$5.2 million and \$6.1 million of U.S. Government-sponsored enterprises at March 31, 2013, and December 31, 2012, respectively.

The Company increased holdings in investment grade municipals and corporate securities during the three months of 2013 while reducing holdings in U.S. Treasury and U.S. Government-sponsored enterprises due to the very low yield environment. Cash and cash equivalents decreased as of March 31, 2013 due to timing of cash inflows and investment into marketable securities.

The held-to-maturity portfolio as of March 31, 2013, represented 20.6% of the total fixed maturity securities owned based upon carrying values, with the remaining 79.4% classified as available-for-sale. Held-to-maturity securities are

reported in the financial statements at amortized cost and available-for-sale securities are reported at fair value.

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The following table sets forth the distribution of the credit ratings of our portfolio of fixed maturity securities by carrying value as of March 31, 2013 and December 31, 2012.

	March 31, 2013		December 31, 2011	
	Carrying Value (In thousands)	% of Total Carrying Value	Carrying Value (In thousands)	% of Total Carrying Value
AAA	\$61,298	7.5	\$60,752	7.7
AA	370,840	45.5	375,926	47.5
A	223,563	27.4	199,302	25.2
BBB	137,977	16.9	134,119	16.9
BB and other	21,711	2.7	21,429	2.7
Totals	\$815,389	100.0	\$791,528	100.0

The Company made new investments primarily in A rated state municipals and corporate bonds, primarily public utility issues.

Credit ratings reported for the periods indicated are assigned by a Nationally Recognized Statistical Rating Organization (“NRSRO”) such as Moody’s Investors Service, Standard & Poor’s or Fitch Ratings. A credit rating assigned by an NRSRO is a quality based rating, with AAA representing the highest quality and D the lowest, with BBB and above being considered investment grade. In addition, the Company may use credit ratings of the National Association of Insurance Commissioners (“NAIC”) Securities Valuation Office (“SVO”) as assigned, if there is no NRSRO rating. Securities rated by the SVO are grouped in the equivalent NRSRO category as stated by the SVO and securities that are not rated by an NRSRO are included in the “other” category.

The Company has no direct sovereign European debt exposure as of March 31, 2013. We do have indirect exposure in one bond mutual fund holding, but the amount is deemed immaterial to the current investment holdings and consolidated financials.

As of March 31, 2013, the Company held municipal securities that include third party guarantees. Detailed below is a presentation by NRSRO rating of our municipal holdings by funding type.

Municipals shown including third party guarantees

March 31, 2013

	General Obligation		Special Revenue		Other		Total		% Based on Amortized Cost
	Fair Value (In thousands)	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	
AAA	\$30,278	27,694	15,452	14,519	—	—	45,730	42,213	9.7
AA	95,032	89,546	148,749	139,004	12,051	11,146	255,832	239,696	55.4
A	34,628	34,127	89,918	87,919	6,148	6,160	130,694	128,206	29.6
BBB	1,789	1,774	15,439	15,079	1,028	1,042	18,256	17,895	4.1
BB and other	—	—	4,926	5,188	—	—	4,926	5,188	1.2
Total	\$161,727	153,141	274,484	261,709	19,227	18,348	455,438	433,198	100.0

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Municipals shown excluding third party guarantees

March 31, 2013

	General Obligation		Special Revenue		Other	Total		% Based on	
	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Amortized Cost
	(In thousands)								
AAA	\$30,278	27,694	15,452	14,519	—	—	45,730	42,213	9.7
AA	88,269	82,882	113,572	105,592	12,051	11,146	213,892	199,620	46.2
A	40,606	40,042	119,654	115,905	6,148	6,160	166,408	162,107	37.4
BBB	1,789	1,774	19,948	19,483	1,028	1,042	22,765	22,299	5.1
BB and other	785	749	5,858	6,210	—	—	6,643	6,959	1.6
Total	\$161,727	153,141	274,484	261,709	19,227	18,348	455,438	433,198	100.0

The Company held investments in special revenue bonds that had a greater than 10% exposure based upon activity as noted in the table below.

	Fair Value	Amortized Cost	% of Total Fair Value
	(In thousands)		
Utilities	\$98,999	95,123	21.7

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The tables below represent the Company's exposure of municipal holdings in Louisiana and Texas, which exceed 10% of the total municipal portfolio as of March 31, 2013.

	March 31, 2013							
	General Obligation		Special Revenue		Other		Total	
	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost
(In thousands)								
Louisiana securities including third party guarantees								
AA	\$8,417	7,837	18,956	18,052	—	—	27,373	25,889
A	6,440	6,200	18,255	17,283	—	—	24,695	23,483
BBB	1,789	1,774	3,763	3,751	1,028	1,042	6,580	6,567
BB and other	—	—	4,926	5,188	—	—	4,926	5,188
Total	\$16,646	15,811	45,900	44,274	1,028	1,042	63,574	61,127
Louisiana securities excluding third party guarantees								
AA	\$8,417	7,837	13,239	12,579	—	—	21,656	20,416
A	6,440	6,200	21,733	20,465	—	—	28,173	26,665
BBB	1,789	1,774	5,070	5,020	1,028	1,042	7,887	7,836
BB and other	—	—	5,858	6,210	—	—	5,858	6,210
Total	\$16,646	15,811	45,900	44,274	1,028	1,042	63,574	61,127
Texas securities including third party guarantees								
AAA	\$30,278	27,694	9,082	8,467	—	—	39,360	36,161
AA	20,837	20,277	13,503	12,943	—	—	34,340	33,220
A	1,391	1,391	9,272	9,023	—	—	10,663	10,414
BBB	—	—	10,667	10,315	—	—	10,667	10,315
BB and other	—	—	—	—	—	—	—	—
Total	\$52,506	49,362	42,524	40,748	—	—	95,030	90,110
Texas securities excluding third party guarantees								
AAA	\$30,278	27,695	9,082	8,467	—	—	39,360	36,162
AA	17,941	17,434	10,515	9,989	—	—	28,456	27,423
A	3,502	3,484	12,260	11,977	—	—	15,762	15,461
BBB	—	—	10,667	10,315	—	—	10,667	10,315
BB and other	785	749	—	—	—	—	785	749
Total	\$52,506	49,362	42,524	40,748	—	—	95,030	90,110

The Company invests in municipal securities of issuers in the state of Louisiana and receives a credit that reduces its premium tax liability in that state. At March 31, 2013, total holdings of municipal securities in Louisiana represented

14.0% of all municipal holdings based upon fair value. The Company also holds 20.9% of its municipal holdings in Texas issuers. There were no other states or individual issuer holdings that represented or exceeded 10% of the total municipal portfolio as of March 31, 2013.

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Valuation of Investments

We evaluate the carrying value of our fixed maturity and equity securities at least quarterly. The Company monitors all debt and equity securities on an on-going basis relative to changes in credit ratings, market prices, earnings trends and financial performance, in addition to specific region or industry reviews. The assessment of whether impairments have occurred is based on a case-by-case evaluation of underlying reasons for the decline in fair value. The Company determines other-than-temporary impairment by reviewing all relevant evidence related to the specific security issuer as well as the Company's intent to sell the security, or if it is more likely than not that the Company would be required to sell a security before recovery of its amortized cost.

When an other-than-temporary impairment has occurred, the amount of the other-than-temporary impairment recognized in earnings depends on whether the Company intends to sell the security or more likely than not will be required to sell the security before recovery of its amortized cost basis. If the Company intends to sell the security or more likely than not will be required to sell the security before recovery of its amortized cost basis, the other-than-temporary impairment is recognized in earnings equal to the entire difference between the investment's cost and its fair value at the balance sheet date. If the Company does not intend to sell the security and it is not more likely than not that the Company will be required to sell the security before recovery of its amortized cost basis, the other-than-temporary impairment is separated into the following: a) the amount representing the credit loss; and b) the amount related to all other factors. The amount of the total other-than-temporary impairment related to the credit loss is recognized in earnings. The amount of the total other-than-temporary impairment related to other factors is recognized in other comprehensive income, net of applicable taxes. The previous amortized cost basis less the other-than-temporary impairment recognized in earnings becomes the new amortized cost basis of the investment. The new amortized cost basis is not adjusted for subsequent recoveries in fair value.

The Company did not recognize any other-than-temporary impairments for the three months ended March 31, 2013 or 2012.

Liquidity and Capital Resources

Liquidity refers to a company's ability to generate sufficient cash flows to meet the needs of its operations. Liquidity is managed on insurance operations and seeks to ensure stable and reliable sources of cash flows to meet obligations provided by a variety of sources.

Liquidity requirements of the Company are met primarily by funds provided from operations. Premium deposits and revenues, investment income and investment maturities are the primary sources of funds, while investment purchases, policy benefits, and operating expenses are the primary uses of funds. We historically have not had to liquidate investments relative to our insurance operations to provide cash flow and did not do so during the first three months of 2013. Our investments as of March 31, 2013, consist of 69.9% of marketable debt securities classified as available-for-sale that could be readily converted to cash for liquidity needs.

A primary liquidity concern is the risk of an extraordinary level of early policyholder withdrawals. We include provisions within our insurance policies, such as surrender charges, that help limit and discourage early withdrawals. Since these contractual withdrawals, as well as the level of surrenders experienced, were largely consistent with our assumptions in asset liability management, our associated cash outflows have, to date, not had an adverse impact on our overall liquidity. Individual life insurance policies are less susceptible to withdrawal than annuity reserves and deposit liabilities because policyholders may incur surrender charges and undergo a new

underwriting process in order to obtain a new insurance policy. Cash flow projections and cash flow tests under various market interest rate scenarios are also performed annually to assist in evaluating liquidity needs and adequacy. We currently anticipate that available liquidity sources and future cash flows will be adequate to meet our needs for funds.

Cash flows from our insurance operations have been sufficient to meet current needs. Cash flows from operating activities were \$18.1 million and \$15.2 million for the three months ended March 31, 2013 and 2012, respectively. We have traditionally also had significant cash flows from both scheduled and unscheduled investment security maturities, redemptions, and prepayments. These cash flows, for the most part, are reinvested in fixed income securities. Net cash outflows from investing activities totaled \$32.0 million and \$11.9 million for the three months ended March 31, 2013 and 2012, respectively. The investing

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activities fluctuate from period to period due to timing of securities activities such as calls and maturities and reinvestment of those funds.

The NAIC has established minimum capital requirements in the form of Risk-Based Capital ("RBC"). RBC factors the type of business written by an insurance company, the quality of its assets, and various other aspects of an insurance company's business to develop a minimum level of capital called "authorized control level risk-based capital" and compares this level to adjusted statutory capital that includes capital and surplus as reported under statutory accounting principles, plus certain investment reserves. Should the ratio of adjusted statutory capital to control level RBC fall below 200%, a series of remedial actions by the affected company would be required.

All insurance subsidiaries were above the RBC minimums at December 31, 2012. The ratios of adjusted statutory capital to control level RBC are shown below.

	December 31, 2012	
CICA	553	%
CNLIC	2,380	%
SPFIC	421	%
SPLIC	1,282	%

Contractual Obligations and Off-balance Sheet Arrangements

There have been no material changes in contractual obligations from those reported in the Company's Form 10-K for the year ended December 31, 2012. The Company does not have off-balance sheet arrangements at March 31, 2013, and does not expect any future effects on the Company's financial condition related to any such arrangements. We do not utilize special purpose entities as investment vehicles, nor are there any such entities in which we have an investment that engage in speculative activities of any nature, and we do not use such investments to hedge our investment positions.

Parent Company Liquidity and Capital Resources

Citizens is a holding company and has had minimal operations of its own. Its assets consist primarily of the capital stock of its subsidiaries, cash, fixed income securities, mutual funds and investment real estate. Accordingly, Citizens' cash flows depend upon the availability of statutorily permissible payments, primarily payments under management agreements from its two primary life insurance subsidiaries, CICA and SPLIC. The ability to make payments is limited by applicable laws and regulations of Colorado, CICA's state of domicile, and Louisiana, SPLIC's state of domicile, which subject insurance operations to significant regulatory restriction. These laws and regulations require, among other things, that these insurance subsidiaries maintain minimum solvency requirements and limit the amount of dividends these subsidiaries can pay to the holding company. Citizens historically has not relied upon dividends from subsidiaries for its cash flow needs. However, CICA and SPLIC do dividend available funds from time to time in relation to new acquisition target strategies.

Critical Accounting Policies

We have prepared a current assessment of our critical accounting policies and estimates in connection with preparing our interim unaudited consolidated financial statements as of and for the three months ended March 31, 2013 and 2012. We believe that the accounting policies set forth in the Notes to our Consolidated Financial Statements and “Critical Accounting Policies and Estimates” in the Management’s Discussion and Analysis of Consolidated Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2012 continue to describe the significant judgments and estimates used in the preparation of our consolidated financial statements except as specifically noted below.

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Deferred Policy Acquisition Costs

Acquisition costs, consisting of commissions and policy issuance, underwriting and agency expenses that relate to the successful issuance of an insurance policy, are deferred. These deferred policy acquisition costs are amortized primarily over the estimated premium paying period of the related policies in proportion to the ratio of the annual premium recognized to the total premium revenue anticipated, using the same assumptions as were used in computing liabilities for future policy benefits.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

General

The nature of our business exposes us to market risk relative to our invested assets and policy liabilities. Market risk is the risk of loss that may occur when changes in interest rates and public equity prices adversely affect the value of our invested assets. Interest rate risk is our primary market risk exposure. Substantial and sustained increases and decreases in market interest rates can affect the fair value of our investments. The fair value of our fixed maturity portfolio generally increases when interest rates decrease and decreases when interest rates increase. For additional information regarding market risks to which we are subject, see "Item 1 Financial Statements - Note 5. Investments - Valuation of Investments in Fixed Maturity and Equity Securities" above.

The following table summarizes net unrealized gains and losses for the periods indicated.

	March 31, 2013		Net Unrealized Gains (Losses)	December 31, 2012		Net Unrealized Gains (Losses)
	Amortized Cost	Fair Value		Amortized Cost	Fair Value	
	(In thousands)					
Fixed maturities, available-for-sale	\$603,947	647,682	43,735	559,736	604,520	44,784
Fixed maturities, held-to-maturity	167,707	174,966	7,259	187,008	193,739	6,731
Total fixed maturities	\$771,654	822,648	50,994	746,744	798,259	51,515
Total equity securities	\$52,553	54,029	1,476	52,744	53,741	997

Market Risk Related to Interest Rates

Our exposure to interest rate changes results from our significant holdings of fixed maturity investments, which comprised 88.0% of our investment portfolio based on carrying value as of March 31, 2013. These investments are mainly exposed to changes in U.S. Treasury rates. Our fixed maturities investments include U.S. Government-sponsored enterprises, U.S. Government bonds, securities issued by government agencies, municipal bonds and corporate bonds.

To manage interest rate risk, we perform periodic projections of asset and liability cash flows to evaluate the potential sensitivity of our investments and liabilities. We assess interest rate sensitivity annually with respect to our available-for-sale fixed maturities investments using hypothetical test scenarios that assume either upward or downward shifts in the prevailing interest rates. The changes in fair values of our debt and equity securities as of

March 31, 2013, were within the expected range of this analysis.

Changes in interest rates typically have a sizable effect on the fair values of our debt and equity securities. The interest rate of the ten-year U.S. Treasury bond increased to 1.9% during the quarter ended March 31, 2013, from 1.8% at December 31, 2012. Net unrealized gains on fixed maturity securities totaled \$51.0 million at March 31, 2013, compared to \$51.5 million at December 31, 2012.

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The fixed maturity portfolio is exposed to call risk, as a significant portion of the current bond holdings are callable. A decreasing interest rate environment can result in increased call activity as experienced over the past several years, and an increasing rate environment will likely result in securities being paid at their stated maturity. The Company experienced bond issuer calls totaling approximately \$164.5 million and \$66.8 million in the life and home service segments, respectively. These securities that were called had a weighted average effective yield of 1.85% and 2.16% for the life and home service segment and were replaced with yields averaging to an effective rate of 3.06% and 3.02% in each segment, respectively.

There are no fixed maturities or other investments classified as trading instruments. Approximately 78.7% of fixed maturities were held in available-for-sale and 21.3% in held-to-maturity based upon fair value at March 31, 2013. At March 31, 2013, and December 31, 2012, we had no investments in derivative instruments, nor did we have any subprime or collateralized debt obligation risk.

Market Risk Related to Equity Prices

Changes in the level or volatility of equity prices affect the value of equity securities we hold as investments. Our equity investments portfolio represented 5.8% of our total investments at March 31, 2013, with 98.2% invested in diversified equity and bond mutual funds. We believe that significant decreases in the equity markets would not have a material adverse impact on our total investment portfolio.

Item 4. CONTROLS AND PROCEDURES

We have established disclosure controls and procedures to ensure, among other things, that material information relating to our Company, including its consolidated subsidiaries, is made known to our officers who certify our financial reports and to the other members of our senior management and the Board of Directors.

Our Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Based upon an evaluation at the end of the period, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this quarterly report.

During the three months ended March 31, 2013, there were no changes in the Company's internal controls over financial reporting that have materially affected or are reasonably likely to materially affect, the Company's internal controls over financial reporting (as defined in rules 13a-15(f) and 15d-15(f) under the Exchange Act).

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PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

We are a defendant in a lawsuit filed on August 6, 1999, in the Texas District Court, Austin, Texas, now styled Delia Bolanos Andrade, et al., Plaintiffs, v. Citizens Insurance Company of America, et al., Defendants in which a class was originally certified by the trial court and reversed by the Texas Supreme Court in 2007 with an order to the trial court to conduct further proceedings consistent with its ruling. The underlying lawsuit alleged that certain life insurance policies CICA made available to non-U.S. residents, when combined with a policy feature that allowed certain cash benefits to be assigned to two non-U.S. trusts for the purpose of accumulating ownership of our Class A common stock, along with allowing the policyholders to make additional contributions to the trusts, were actually offers and sales of securities that occurred in Texas by unregistered dealers in violation of the Texas securities laws. The remedy sought was rescission and return of the insurance premium payments. On December 9, 2009, the trial court denied the recertification of the class after conducting additional proceedings in accordance with the Texas Supreme Court's ruling. The remaining plaintiffs must now proceed individually, and not as a class, if they intend to pursue their claims against us. Since the December 9, 2009 trial court ruling, no individual cases have been further pursued by the plaintiffs. The probability of the plaintiffs further pursuing their cases individually remains unknown. An estimate of any possible loss or range of losses cannot be made at this time in regard to individuals pursuing claims. However, should the plaintiffs further pursue their claims individually, we intend to vigorously defend any proceedings.

In 2007 and in the aftermath of Hurricane Katrina, the Attorney General for the State of Louisiana filed suit in the Civil District Court for the Parish of New Orleans (later removed to the United States District Court for the Eastern District of Louisiana) against SPFIC and every other homeowner insurer doing business in the State of Louisiana, on behalf of the State of Louisiana, as assignee, and on behalf of certain Road Home fund recipients. In April 2013, SPFIC and the State of Louisiana reached a confidential settlement agreement resolving substantially all claims against SPFIC in the Road Home matter for approximately \$183,000. This amount has been accrued in the March 31, 2013 financial statements and did not have a material impact on the consolidated financials.

SPFIC is vigorously defending a number of matters in various stages of development filed in the aftermath of Hurricane Katrina and Hurricane Rita in addition to the Road Home Litigation, including a number of individual lawsuits, which are immaterial to the Company's financial statements.

We are defending these claims vigorously. However, in doing so, we continue to incur significant defense costs, including attorneys' fees, other direct litigation costs and the expenditure of substantial amounts of management time that otherwise would be devoted to our business.

Item 1A. RISK FACTORS

There are no updates to our risk factors as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2012 except as noted below.

We are a defendant in lawsuits, which may adversely affect our financial condition and detract from the time our management is able to devote to our business, and we are subject to risks related to litigation and regulatory matters.

We may from time to time be subject to a variety of legal and regulatory actions relating to our business operations, including, but not limited to:

- disputes over insurance coverage or claims adjudication;
- regulatory compliance with state laws;
- regulatory compliance with insurance and securities laws;
- disputes with our marketing firms, consultants and agents over compensation, termination of contracts and related claims;
- disputes regarding our tax liabilities;
- disputes relating to reinsurance and coinsurance agreements; and
- disputes relating to businesses acquired and operated by us.

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In the absence of countervailing considerations, we would expect to defend any such claims vigorously. However, in doing so, we could incur significant defense costs, including attorneys' fees, other direct litigation costs and the expenditure of substantial amounts of management time that otherwise would be devoted to our business. If we suffer an adverse judgment as a result of any claim, it could have a material adverse effect on our business, results of operations and financial condition.

By letter dated September 7, 2012, three state departments of treasury (or equivalent state agencies) notified the Company they intend to audit Citizens, Inc. and certain of its affiliates for compliance with unclaimed property laws. As of December 31, 2012, all three states had agreed to allow the Company to complete its own internal audit during 2013. The Company is currently performing the internal audit related to unclaimed property for all legal reporting entities. This audit began in the prior year and based upon the review to date, we have identified certain policies that were part of acquisition conversions that have resulted in data reviews and policy accounting that has not followed our standard escheatment processes. There are certain policies that have been recorded as deposit-type contracts upon conversion that, due to lack of sufficient policyholder data and contact information, may be potential escheatment liabilities. This would result in a reclassification of the current related deposit liability to the escheatment liability account did not materially impact earnings. Due to the fact that these policies have been reserved without policyholder contact for an extended period of time they may likely be escheatable in the current year.

The audit may result in additional payments to beneficiaries, additional escheatment of funds deemed abandoned under state laws, administrative penalties, interest, and changes to the Company's procedures for the identification and escheatment of abandoned property. At this time, the Company is not able to estimate any of these possible amounts, but such costs could be substantial for a company our size.

A substantial amount of our revenue comes from foreign residents and is subject to risks associated with foreign insurance laws, political instability and asset transfer restrictions.

A substantial part of our insurance policy sales are from foreign countries, primarily those in Latin America and the Pacific Rim. There is a risk that we may lose a significant portion of these sales should adverse events occur in these countries. We seek to address this risk by, among other things, not accepting insurance applications outside of the U.S., maintaining all of our assets in the U.S. and requiring policy premiums be paid to us in U.S. Dollars drawn on U.S. financial institutions. Accordingly, we have never qualified to do business in any foreign country and have never submitted our insurance policies issued to foreign residents for approval by any foreign or domestic insurance regulatory agency. We sell our policies to foreign residents using foreign independent marketing firms and independent consultants, and we rely on those persons to comply with applicable laws in marketing our insurance products.

The government of a foreign country could determine its residents may not buy life insurance from us unless we became qualified to do business in that country or unless our policies purchased by its residents receive prior approval from its insurance regulators. Also, new laws or regulations could be implemented or new applications of existing laws or regulations could occur, which could result in the cessation of marketing activities by our independent marketing firms and consultants. From time to time we have become aware of new foreign laws, regulations or new interpretations of foreign laws or regulations that may have an adverse effect on the marketing efforts of our foreign independent marketing firms and consultants. We cannot assure you any of these laws, regulations, or application of them by foreign regulatory authorities will not have an adverse effect on the marketing efforts of our independent marketing firms and consultants and, in turn, on our revenues. Further, there is no assurance we would be able to

qualify to do business in any foreign country or that its insurance regulatory authorities would approve our policies if we decided to submit our insurance policies for approval. We could also face sanctions, including fines and penalties, if a country's authorities determined any failure to qualify or otherwise comply with its laws was willful or ongoing. Any of the foregoing could reduce our revenues and materially adversely affect our results of operations and financial condition. Additionally, we do not determine whether our independent consultants are required to be licensed to sell insurance in the countries in which they market our policies. If our independent consultants were not in compliance with applicable laws, including licensing laws, they could be required to cease operations, which would reduce our revenues. We have not obtained any advice of counsel in any foreign jurisdictions with respect to these matters. We are unable to quantify the effect of foreign regulation on our business if regulation were to be imposed on us, but we believe we could expend substantial amounts of time and incur substantial expense in complying with any foreign regulation, and we may decide to withdraw from or avoid a market if foreign regulation were imposed.

Our independent consultants are contractually obligated to comply with the laws and regulations of the jurisdictions in which they operate. Certain independent consultants in Colombia have indicated new laws to become effective in July 2013 could impede their routine activities relative to introducing new clients to company product offerings and facilitating renewal premium collections. We are unable to quantify the effect of the Colombian law changes upon our business, but believe they could have an adverse impact upon the Colombian portion of our business.

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Additionally, if economic or political crises were to occur in any of the countries where our foreign policyowners reside, our revenues could be adversely affected. Also, currency control laws, regulations and decrees in foreign countries, if implemented, could materially adversely affect our revenues by imposing restrictions on asset transfers outside of a country where our insureds reside.

There can be no assurance that such situations will not occur and that our revenues, results of operations and financial condition will not be materially, adversely affected if they do occur.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

Item 3. DEFAULTS UPON SENIOR SECURITIES

None.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

Item 5. OTHER INFORMATION

On May 2, 2013, the Company issued a news release (the "Release") reporting, among things, results of operations for its first quarter of 2013. A copy of the Release is furnished as Exhibit 99.1 to this Quarterly Report on Form 10-Q. Citizens also announced that it would hold a conference call to discuss its financial results at 9:00 a.m. Central Daylight Time on Friday, May 3, 2013.

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Item 6. EXHIBITS

Exhibit Number The following exhibits are filed herewith:

11	Statement re: Computation of per share earnings (see financial statements)
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act*
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act*
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act*
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act*
99.1	News Release reporting first quarter results issued on May 2, 2013 (furnished herewith)
101.INS	XBRL Instance Document (furnished herewith)
101.SCH	XBRL Taxonomy Extension Schema (furnished herewith)
101.CAL	XBRL Taxonomy Extension Calculation Linkbase (furnished herewith)
101.DEF	XBRL Taxonomy Extension Definition Linkbase (furnished herewith)
101.LAB	XBRL Taxonomy Extension Label Linkbase (furnished herewith)
101.PRE	XBRL Taxonomy Extension Presentation Linkbase (furnished herewith)

* Filed herewith.

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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 thereunto duly authorized.

CITIZENS, INC.

By: /s/ Harold E. Riley
Harold E. Riley
Chairman and Chief Executive Officer

By: /s/ Kay E. Osbourn
Kay E. Osbourn
Executive Vice President, Chief Financial Officer
and Treasurer

Date: May 2, 2013

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