

HealthMarkets, Inc.  
Form 8-K/A  
August 18, 2008

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

**FORM 8-K/A  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
June 12, 2008  
(Date of earliest event reported)  
HealthMarkets, Inc.  
(Exact name of registrant as specified in its charter)**

Delaware (State or other jurisdiction of incorporation)	001-14953 (Commission File Number)	75-2044750 (IRS Employer Identification No.)
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9151 Boulevard 26, North Richland Hills, Texas (Address of principal executive offices)	76180 (Zip Code)
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Registrant's telephone number, including area code: (817) 255-5200  
(former name and address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2.)

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.05. Costs Associated with Exit or Disposal Activities.**

This Form 8-K/A amends the current report on Form 8-K filed by HealthMarkets, Inc. (the Company ) on June 18, 2008 regarding the entry into a definitive agreement relating to the sale of substantially all of the business of the Company s life insurance division and the exit or disposal costs associated with this transaction. At the date of the original Form 8-K filing, the Company was unable in good faith to make a determination of the total amount or range of amounts expected to be incurred in connection with employee termination costs and sublease costs associated with the Company s life insurance division facility in Oklahoma City, Oklahoma.

The Company now estimates that the total costs expected to be incurred in connection with these matters will be \$1.7 million, which consist of approximately \$700,000 related to employee termination costs and approximately \$1.0 million related to facility sublease costs. These costs will all be incurred as cash expenditures.

This Current Report on Form 8-K contains or may contain forward-looking statements within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995, including statements regarding expected benefits, costs and charges associated with the transactions described above. Forward-looking statements are generally identified by use of the terms anticipate, believe, estimate, expect, may, objective, possible, potential, project, will and similar expressions. Actual events or results may differ materially from those statements. For information about the factors that could cause such differences, please refer to the Company s Annual Report on Form 10-K for the year ended December 31, 2007, including the information discussed under the caption Item 1 Business , Item 1A. Risk Factors and Item 7 Management s Discussion and Analysis of Financial Condition and Results of Operations, as well as the Company s various other filings with the Securities and Exchange Commission and other publicly disseminated written documents.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

HEALTHMARKETS, INC.

By: /s/ Philip Rydzewski

Name: Philip Rydzewski

Title: Senior Vice President &  
Chief Accounting Officer and  
acting principal financial officer

Dated: August 18, 2008

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