

UICI  
Form 8-K  
March 30, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549  
FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported) March 29, 2006  
UICI  
(Exact name of registrant as specified in its charter)**

Delaware

001-14953

75-2044750

(State or other jurisdiction of  
incorporation  
or organization)

(Commission File  
Number)

(IRS Employer  
Identification No.)

9151 Grapevine Highway, North Richland Hills, Texas

76180

(Address of principal executive offices)

(Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4e under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

On March 29, 2006, the Company issued a press release announcing that its shareholders, at a special meeting held on March 29, 2006 in Bedford, Texas, approved the previously announced merger agreement providing for the acquisition of the Company by affiliates of a group of private equity investors, including The Blackstone Group, Goldman Sachs Capital Partners and DLJ Merchant Banking Partners. A copy of the press release is furnished herewith as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial Statements of Businesses Acquired.

Not applicable

(b) Pro Forma Financial Information

Not applicable

(c) Exhibits

99.1 Press release issued by the Company on March 29, 2006 announcing that its shareholders, at a special meeting held today in Bedford, Texas, approved the previously announced merger agreement providing for the acquisition of the Company by affiliates of a group of private equity investors, including The Blackstone Group, Goldman Sachs Capital Partners and DLJ Merchant Banking Partners.

**SIGNATURES**

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

UICI

(Registrant)

Date: March 29, 2006

By /s/ Mark D. Hauptman

Mark D. Hauptman  
Vice President and Chief  
Financial Officer

**Exhibit Index**

**Exhibit  
Number**

**Description**

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