

HealthMarkets, Inc.  
Form 8-K  
April 06, 2011

**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): April 4, 2011**

**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.)

**9151 Boulevard 26, North Richland Hills, Texas**

(Address of Principal Executive Offices)

**76180**

(Zip Code)

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

(Former name or former 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:

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

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On April 4, 2011, Sumit Rajpal, a director of HealthMarkets, Inc. (the “Company”), notified the Company that he does not intend to stand for re-election as a director of the Company at the 2011 Annual Meeting of Stockholders of HealthMarkets, Inc., which the Company anticipates will take place on May 23, 2011. In accordance with the Company’s stockholders agreement, certain directors of the Company are nominated or designated by investment affiliates of The Blackstone Group, Goldman Sachs Capital Partners (“Goldman Sachs”) and DLJ Merchant Banking Partners. Mr. Rajpal was previously nominated to the Company’s Board of Directors by Goldman Sachs.

**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/ B. Curtis Westen  
Name: B. Curtis Westen  
Title: Executive Vice President  
& General Counsel

Dated: April 6, 2011

- 2 -

2