

UICI  
Form 425  
September 15, 2005

**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): September 15, 2005 (September 15, 2005)  
UICI  
(Exact name of registrant as specified in its charter)**

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-14953</b> (Commission File Number)	<b>75-2044750</b> (IRS Employer Identification No.)
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**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  
(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))
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**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

Effective September 7, 2005, the UICI Board of Directors elected William J. Gedwed, UICI's current President and Chief Executive Officer and a director, to serve as Chairman of the Board, filling the vacancy left by the death of Ronald L. Jensen.

**Item 8.01 Other Events.**

On September 15, 2005, UICI issued a press release announcing that its Board of Directors has unanimously approved an agreement by which a group of private equity firms led by The Blackstone Group would acquire UICI. A copy of the press release is being filed as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

The following exhibit is filed with this report:

Exhibit No.	Exhibit Description
99.1	Press Release, dated as of September 15, 2005

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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.

**UICI**

/s/ Mark Hauptman  
Mark D. Hauptman  
Vice President and Chief Financial Officer

Date: September 15, 2005

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**EXHIBIT INDEX**

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