

CITIZENS INC  
Form 8-K  
July 14, 2005

**Table of Contents**

**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): July 8, 2005

**CITIZENS, INC.**

(Exact name of registrant as specified in its charter)

**COLORADO**

*(State or other jurisdiction  
of incorporation)*

**0-16509**

*(Commission  
File Number)*

**84-0755371**

*(IRS Employer  
Identification No.)*

**400 East Anderson Lane  
Austin, Texas 78752**

*(Address of principal executive offices) (Zip Code)*

**(512) 837-7100**

*Registrant's telephone number, including area code*

Not Applicable

(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))

---

**TABLE OF CONTENTS**

Section 3 Securities and Trading Markets

Item 3.02 Unregistered Sales of Equity Securities.

Item 9.01 Financial Statements and Exhibits.

Signature

Exhibit Index

EX - 4.1	Amendment to State Series A-1 and A-2 Senior Convertible Preferred Stock.
EX - 10.12(a)	Securities Purchase Agreement dated July 12, 2004 among Citizens, Inc., Mainfield Enterprises, Inc., Steelhead Investments Ltd., Portside Growth and Opportunity Fund, and Smithfield Fiduciary LLC.
EX - 10.12(b)	Registration Rights Agreement dated July 12, 2004 among Citizens, Inc., Mainfield Enterprises, Inc., Steelhead Investments Ltd., Portside Growth and Opportunity Fund, and Smithfield Fiduciary LLC.
EX - 10.12(c)	Unit Warrant dated July 12, 2004, to Mainfield Enterprises, Inc.
EX - 10.12(d)	Unit Warrant dated July 12, 2004, to Steelhead Investments Ltd.
EX - 10.12(e)	Unit Warrant dated July 12, 2004, to Portside Growth and Opportunity Fund
EX - 10.12(f)	Unit Warrant dated July 12, 2004, to Smithfield Fiduciary LLC
EX - 10.12(g)	Warrant to Purchase Class A Common Stock to Mainfield Enterprises, Inc.
EX - 10.12(h)	Warrant to Purchase Class A Common Stock to Steelhead Investments Ltd.
EX - 10.12(i)	Warrant to Purchase Class A Common Stock to Portside Growth and Opportunity Fund
EX - 10.12(j)	Warrant to Purchase Class A Common Stock to Smithfield Fiduciary LLC
EX - 10.12(k)	Subordination Agreement among Regions Bank, the Purchasers and Citizens, Inc. dated July 12, 2004

(1) All exhibits were filed with Registrant's Report on Form 8-K filed on July 15, 2004 with respect to the preferred stock issuance on July 12, 2004.

---

**Table of Contents**

**SECTION 3 SECURITIES AND TRADING MARKETS**

**ITEM 3.02 UNREGISTERED SALES OF EQUITY SECURITIES.**

On July 12, 2004, Citizens, Inc. announced that it had completed a private placement of \$12.5 million of Series A-1 Senior Convertible Preferred Stock ( Series A-1 Preferred Stock ) to four unaffiliated institutional investors. On July 15, 2005, Citizens filed a Report on Form 8-K (the July 15, 2004 8-K ) which set forth the terms, provisions and details of that private placement, and attached as exhibits the operative agreements and documents, as referenced in this Report.

As discussed in the July 15, 2004 8-K, along with the Series A-1 Preferred Stock, the institutional investors each also received unit warrants, attached as Exhibits 10.12(c), (d), (e) and (f), to purchase 1,250 units, each unit consisting of one share of Series A-2 Senior Convertible Preferred Stock ( Series A-2 Preferred Stock ) and additional seven-year warrants to purchase Class A common stock. By their terms, the unit warrants were to expire 12 months from the effective date of the registration statement for the Class A common stock underlying the Class A-1 Preferred Stock, Class A-2 Preferred Stock, and warrants. The effective date of the registration statement was October 1, 2004.

On July 8, 2005, Smithfield Fiduciary LLC, one of the four institutional investors, whose unit warrant was attached as Exhibit 10.12(f) to the July 15, 2004 8-K, exercised its unit warrant. As adjusted for Citizens' December 31, 2004 7% Class A common stock dividend, Smithfield paid \$1,250,468 for 1,338 shares of Series A-2 Preferred Stock at \$934.58 per share. The Series A-2 Preferred Stock may be converted into Citizens Class A common stock at a price per share of \$6.54. Under the terms of the unit warrant, the price per common share would be 110% of the volume weighted average price per share for the 30 trading days preceding the exercise of the unit warrant, subject to a floor price of \$6.54. This calculation yielded a price per common share slightly less than the minimum price of \$6.54. Hence, Smithfield's Series A-2 Preferred Stock may be converted at a price per share of Class A common stock of \$6.54. This dollar amount was as adjusted downward, as a result of the common stock dividend, from the \$7.00 minimum stated in the unit warrant.

Smithfield also received additional warrants to purchase 52,544 shares of Class A common stock, which was, as provided by the unit warrant, 27.5% of the number of common shares into which the Series A-2 Preferred Stock received by Smithfield may be converted.

The Series A-1 Preferred Stock, along with the warrants and unit warrants received by the institutional investors, was sold pursuant to the private offering exemption under Section 4(2) of the Securities Act of 1933. Likewise, the exercise of the unit warrant was made pursuant to this exemption. The Class A common stock into which the preferred stock may be converted, and which may be received upon exercise of the warrants, has been registered under the Securities Act of 1933 pursuant to a Registration Statement on Form S-3 (Registration No. 333-118134), which was declared effective on October 1, 2004.

---

**Table of Contents**

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial Statements of businesses acquired:

Not applicable.

(b) Pro Forma financial information:

Not applicable.

(c) Exhibits:

The following exhibits are incorporated by reference into this Current Report on Form 8-K:

EXHIBIT <sup>(1)</sup>

EX - 4.1	Amendment to State Series A-1 and A-2 Senior Convertible Preferred Stock.
EX - 10.12(a)	Securities Purchase Agreement dated July 12, 2004 among Citizens, Inc., Mainfield Enterprises, Inc., Steelhead Investments Ltd., Portside Growth and Opportunity Fund, and Smithfield Fiduciary LLC.
EX - 10.12(b)	Registration Rights Agreement dated July 12, 2004 among Citizens, Inc., Mainfield Enterprises, Inc., Steelhead Investments Ltd., Portside Growth and Opportunity Fund, and Smithfield Fiduciary LLC.
EX - 10.12(c)	Unit Warrant dated July 12, 2004, to Mainfield Enterprises, Inc.
EX - 10.12(d)	Unit Warrant dated July 12, 2004, to Steelhead Investments Ltd.
EX - 10.12(e)	Unit Warrant dated July 12, 2004, to Portside Growth and Opportunity Fund
EX - 10.12(f)	Unit Warrant dated July 12, 2004, to Smithfield Fiduciary LLC
EX - 10.12(g)	Warrant to Purchase Class A Common Stock to Mainfield Enterprises, Inc.
EX - 10.12(h)	Warrant to Purchase Class A Common Stock to Steelhead Investments Ltd.
EX - 10.12(i)	Warrant to Purchase Class A Common Stock to Portside Growth and Opportunity Fund
EX - 10.12(j)	Warrant to Purchase Class A Common Stock to Smithfield Fiduciary LLC
EX - 10.12(k)	Subordination Agreement among Regions Bank, the Purchasers and Citizens, Inc. dated July 12, 2004

<sup>(1)</sup> All exhibits were filed with Registrant's Current Report on Form 8-K filed on July 15, 2004 with respect to the preferred stock issuance on July 12, 2004.

**Table of Contents**

**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.

CITIZENS, INC

By: /s/ Mark A. Oliver  
Mark A. Oliver, President

Date: July 14, 2005

---

**Table of Contents**

EXHIBIT INDEX

EXHIBIT <sup>(1)</sup>

EX 4.1	Amendment to State Series A-1 and A-2 Senior Convertible Preferred Stock.
EX 10.12(a)	Securities Purchase Agreement dated July 12, 2004 among Citizens, Inc., Mainfield Enterprises, Inc., Steelhead Investments Ltd., Portside Growth and Opportunity Fund, and Smithfield Fiduciary LLC.
EX 10.12(b)	Registration Rights Agreement dated July 12, 2004 among Citizens, Inc., Mainfield Enterprises, Inc., Steelhead Investments Ltd., Portside Growth and Opportunity Fund, and Smithfield Fiduciary LLC.
EX 10.12(c)	Unit Warrant dated July 12, 2004, to Mainfield Enterprises, Inc.
EX 10.12(d)	Unit Warrant dated July 12, 2004, to Steelhead Investments Ltd.
EX 10.12(e)	Unit Warrant dated July 12, 2004, to Portside Growth and Opportunity Fund
EX 10.12(f)	Unit Warrant dated July 12, 2004, to Smithfield Fiduciary LLC
EX 10.12(g)	Warrant to Purchase Class A Common Stock to Mainfield Enterprises, Inc.
EX 10.12(h)	Warrant to Purchase Class A Common Stock to Steelhead Investments Ltd.
EX 10.12(i)	Warrant to Purchase Class A Common Stock to Portside Growth and Opportunity Fund
EX 10.12(j)	Warrant to Purchase Class A Common Stock to Smithfield Fiduciary LLC
EX 10.12(k)	Subordination Agreement among Regions Bank, the Purchasers and Citizens, Inc. dated July 12, 2004

<sup>(1)</sup> All exhibits were filed with Registrant's Report on Form 8-K filed on July 15, 2004 with respect to the preferred stock issuance on July 12, 2004.