

HealthMarkets, Inc.  
Form S-8 POS  
May 30, 2007

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As filed with the Securities and Exchange Commission on May 30, 2007

Registration No. 333-116885

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

**POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
HEALTHMARKETS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**75-2044750**  
(I.R.S. Employer  
Identification No.)

**9151 Boulevard 26  
North Richland Hills, Texas 76180**  
(Address of principal executive offices, including zip code)

**HEALTHMARKETS 401(k) AND SAVINGS PLAN**  
(Full title of the plan)

Michael E. Boxer  
Executive Vice President and Chief Financial Officer  
HealthMarkets, Inc.  
9151 Boulevard 26  
North Richland Hills, Texas 76180  
Telephone: (817) 255-5200  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

*copies to:*

Michael A. Colliflower  
Executive Vice President and General Counsel  
HealthMarkets, Inc.  
9151 Boulevard 26  
North Richland Hills, Texas 76180  
Telephone: (817) 255-5200

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**EXPLANATORY NOTE: DEREGISTRATION OF SHARES AND PLAN INTERESTS**

HealthMarkets, Inc. (the Company) is filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister 2,419,269 shares of the Company's common stock, par value \$0.01 per share (Shares) and related plan interests registered for sale under the Securities Act of 1933, as amended, under the HealthMarkets 401(k) and Savings Plan (formerly the UICI Employee Stock Ownership and Savings Plan) (the Plan). The Shares and Plan interests were registered pursuant to the Company's Registration Statement on Form S-8 (File No. 333-116885) filed with the Securities and Exchange Commission on June 25, 2004.

On April 5, 2006, the Company completed a merger providing for the acquisition of the Company by affiliates of a group of private equity investors, including affiliates of the Blackstone Group, Goldman Sachs Capital Partners and DLJ Merchant Banking Partners. As a result of the merger, on April 7, 2006, the Plan received \$37.00 in cash for each of the Shares held by the Plan. The Plan no longer holds Shares and the Plan no longer permits the investment of Plan contributions in Shares. The Plan interests are exempt from registration under Section 3(a)(2) of the Securities Act of 1933, as amended. Consequently, the Company is filing this Post-Effective Amendment No. 1 to deregister the remaining Shares and Plan interests previously registered under the Registration Statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of North Richland Hills, State of Texas, on this 30th day of May, 2007.

HealthMarkets, Inc.

By: /s/ MICHAEL E. BOXER  
 Michael E. Boxer  
 Executive Vice President and Chief  
 Financial Officer

Date: May 30, 2007

Pursuant to the requirements of Securities Exchange Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ ALLEN F. WISE  Allen F. Wise	Chairman of the Board and Director	May 30, 2007
/s/ WILLIAM J. GEDWED  William J. Gedwed	President, Chief Executive Officer and Director (Principal Executive Officer)	May 30, 2007
/s/ MICHAEL E. BOXER  Michael E. Boxer	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 30, 2007
/s/ MARK D. HAUPTMAN  Mark D. Hauptman	Chief Accounting Officer (Principal Accounting Officer)	May 30, 2007
/s/ CHINH E. CHU  Chinh E. Chu	Director	May 30, 2007
/s/ MURAL R. JOSEPHSON  Mural R. Josephson	Director	May 30, 2007
/s/ MATTHEW KABAKER  Matthew Kabaker	Director	May 30, 2007
/s/ ADRIAN M. JONES	Director	May 30, 2007

Adrian M. Jones

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ KAMIL M. SALAME Kamil M. Salame	Director	May 30, 2007
/s/ STEVEN J. SHULMAN Steven J. Shulman	Director	May 30, 2007
/s/ ANDREW S. KAHR Andrew S. Kahr	Director	May 30, 2007

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The Plan. Pursuant to the requirements of the Securities Act of 1933, the Administrative Committee appointed under the HealthMarkets 401(k) and Savings Plan has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of North Richland Hills, state of Texas, on this 30th day of May, 2007.

HEALTHMARKETS 401(k)  
AND SAVINGS PLAN

By: /s/ Alan D. Tracy  
Alan D. Tracy  
Member of the Administrative  
Committee