

HORACE MANN EDUCATORS CORP /DE/
Form 424B3
December 13, 2002

FILED PURSUANT TO RULE 424(b)(3) AND (c)
REGISTRATION NUMBER 333-98043

PROSPECTUS SUPPLEMENT

(to prospectus, dated November 7, 2002, and
to the prospectus supplements, dated November 14, 2002,
November 19, 2002 and November 27, 2002)

HORACE MANN EDUCATORS CORPORATION

\$353,500,000

SENIOR CONVERTIBLE NOTES DUE 2032
AND THE COMMON STOCK ISSUABLE UPON

CONVERSION OF THE SENIOR CONVERTIBLE NOTES

This prospectus supplement supplements our prospectus, dated November 7, 2002, and our prospectus supplements, dated November 14, 2002, November 19, 2002 and November 27, 2002, relating to the sale by certain of our securityholders, or by their transferees, pledgees, donees or other successors, of up to \$353,500,000 aggregate principal amount of our senior convertible notes due 2032 and the common shares issuable upon the conversion of the notes. You should read this supplement in conjunction with the prospectus and the previous prospectus supplements. This supplement is qualified by reference to the prospectus and the previous prospectus supplements, except to the extent the information in this supplement supersedes the information contained in the prospectus or in the previous prospectus supplements.

Investing in the notes involves Risks.
See "Risk Factors" beginning on page 13 of the
prospectus.

Neither the Securities and Exchange Commission nor any other state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

SELLING SECURITYHOLDERS

The following table provides information regarding the principal amount of notes beneficially owned by certain of our selling securityholders, the percentage of outstanding notes held by these selling securityholders, the number of our common shares beneficially owned by these selling securityholders, the number of our common shares each selling securityholder would beneficially own upon conversion of its entire principal amount of notes and the percentage of our outstanding common shares held by these selling securityholders.

The table below supersedes the table of securityholders contained on pages 2 through 4 of the prospectus supplement dated November 14, 2002, which superseded the table of securityholders contained on pages 57 through 59 of the prospectus, and our previous prospectus supplements. This information was furnished to us by the selling securityholders listed below on or before December 10, 2002. Because selling securityholders may trade all or some of the

Edgar Filing: HORACE MANN EDUCATORS CORP /DE/ - Form 424B3

notes listed at any time without notifying us, the table below may not reflect the exact value of notes held by each selling securityholder on the date of this supplement.

The date of this prospectus supplement is December 13, 2002.

Name of Selling Securityholder (1)	Principal Amount of Notes Beneficially Owned and Offered Hereby -----	Percentage of Notes Outstanding (2)	Number of Shares of Common Stock Beneficially Owned (3)	Number of Shares of Common Stock Underlying the Notes and Offered Hereby (4) (5)
1976 Distribution Trust FBO Jane A. Lauder	\$ 36,000	*	0	639
1976 Distribution Trust FBO A.R. Lauder/Zinterhofer	18,000	*	0	319
2000 Revocable Trust FBO A.R. Lauder/Zinterhofer	18,000	*	0	319
Advent Convertible Master Cayman L.P.	18,791,000	7.69	0	333,784
Aid Association for Lutherans, as successor to Lutheran Brotherhood	3,000,000	1.23	0	53,289
AIG DKR SoundShore Opportunity Holding Fund Ltd. (formerly DKR Fixed Income Holding Fund Ltd.)	2,500,000	1.02	0	44,407
Akela Capital Master Fund, Ltd.	3,000,000	1.23	0	53,289
Allentown City Firefighters Pension Plan	63,000	*	0	1,119
Allentown City Officers & Employees Pension Fund	48,000	*	0	852
Allentown City Police Pension Plan	76,000	*	0	1,349
Alpha US Sub Fund 4, LLC	1,486,000	*	0	26,395
Arapahoe County Colorado	138,000	*	0	2,451
Argent Classic Convertible Arbitrage Fund L.P.	1,800,000	*	0	31,973
Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd	3,200,000	1.31	0	56,841
Argent LowLev Convertible Arbitrage Fund LLC	300,000	*	0	5,328
Argent LowLev Convertible Arbitrage Fund Ltd.	3,500,000	1.43	0	62,170
Arlington County Employees Retirement System	1,500,000	*	0	26,644
Banc of America Securities LLC	2,750,000	1.12	0	48,848

2

Principal	Number of	Number of Shares of Common Stock
-----------	-----------	--

Edgar Filing: HORACE MANN EDUCATORS CORP /DE/ - Form 424B3

Name of Selling Securityholder (1) ---	Amount of Notes Beneficially Owned and Offered Hereby -----	Percentage of Notes Outstanding (2) ---	Shares of Common Stock Beneficially Owned (3) -----	Underlying th Notes and Offered Hereb (4) (5) -----
British Virgin Islands Social Security Board	\$ 197,000	*	0	3,499
Calamos Market Neutral Fund -- Calamos Investment Trust	6,000,000	2.45	0	106,578
City of New Orleans	568,000	*	0	10,089
City University of New York	341,000	*	0	6,057
Clinton Convertible Managed Trading Account I Limited	4,700,000	1.92	0	83,486
Clinton Multistrategy Master Fund, Ltd.	12,800,000	5.24	0	227,366
Clinton Riverside Convertible Portfolio Limited	14,300,000	5.85	0	254,010
Commonwealth Professional Assurance Co. c/o Income Research & Management	930,000	*	0	16,519
Consulting Group Capital Markets Funds	200,000	*	0	3,552
Context Convertible Arbitrage Fund	1,000,000	*	0	17,763
Convertible Securities Fund	130,000	*	0	2,309
Credit Suisse First Boston Corporation	2,500,000	1.02	0	44,407
Credit Suisse First Boston Europe Limited	35,000,000	14.31	0	621,705
DBAG London	855,000	*	0	15,187
Delaware Public Employees Retirement System	2,644,000	1.08	0	46,965
Elm (IFI) Limited	67,500	*	0	1,199
Georgia Municipal Employee Benefit System	1,624,000	*	0	28,847
Grady Hospital Foundation	300,000	*	0	5,328
Hamilton Multi-Strategy Master Fund, L.P.	4,000,000	1.64	0	71,052
HFR CA Select Fund	1,000,000	*	0	17,763
HFR Convertible Arbitrage Account	1,434,000	*	0	25,472
Highbridge International LLC	43,000,000	17.59	0	763,809
Independence Blue Cross	918,000	*	0	16,306
JP Morgan Securities Inc.	8,000,000	3.27	58	142,104
KBC Convertible Opportunities Fund	7,000,000	2.86	0	124,341
Lyxor	4,056,000	1.66	0	72,046
Lyxor Master Fund Ref: Argent/ LowLev CB	800,000	*	0	14,210
McMahan Securities Co. L.P.	10,000,000	4.09	0	177,630
Merrill Lynch Insurance Group	741,000	*	0	13,162
Merrill Lynch, Pierce, Fenner & Smith Incorporated	14,316,000	5.86	0	254,295
Minnesota Power and Light	368,000	*	0	6,536
Municipal Employees	511,000	*	0	9,076

Edgar Filing: HORACE MANN EDUCATORS CORP /DE/ - Form 424B3

Name of Selling Securityholder (1) ---	Principal Amount of Notes Beneficially Owned and Offered Hereby -----	Percentage of Notes Outstanding (2) ---	Number of Shares of Common Stock Beneficially Owned (3) -----	Number of Shares of Common Stock Underlying the Notes and Offered Hereby (4) (5) -----
Nations Convertible Securities Fund	\$ 9,870,000	4.04	0	175,320
New Orleans Firefighters Pension/ Relief Fund	308,000	*	0	5,471
Occidental Petroleum Corporation	588,000	*	0	10,444
Ohio Bureau of Workers Compensation	399,000	*	0	7,087
Policeman and Firemen Retirement System of the City of Detroit	1,405,000	*	0	24,957
Pro-mutual	1,683,000	*	0	29,895
Quattro Fund Ltd.	3,000,000	1.23	0	53,289
Reliant Trading	873,000	*	0	15,507
SAM Investments LDC	12,500,000	5.11	0	222,037
San Diego County Employees Retirement Association	3,500,000	1.43	0	62,170
SG Cowen Securities - Convertible Arbitrage	15,000,000	6.13	0	266,445
Shell Pension Trust	891,000	*	0	15,826
Shepherd Trading Limited	1,309,500	*	0	23,260
State of Georgia c/o Income Research & Management	1,000,000	*	0	17,763
State of Maryland Retirement Agency	7,215,000	2.95	0	128,160
Sunrise Partners Limited Partnership	2,500,000	1.02	0	44,407
Sutton Brook Capital Portfolio, LP	29,000,000	11.86	0	515,127
Tag Associates	344,000	*	0	6,110
Teachers Insurance and Annuity Association	18,400,000	7.53	0	326,839
The Coast Fund L.P.	4,500,000	1.84	0	79,933
The Grable Foundation	208,000	*	0	3,694
Trustmark Insurance	776,000	*	0	13,784
Tufts Associated Health Plan c/o Income Research & Management	4,250,000	1.74	0	75,492
UMASS Memorial Health Care c/o Income Research & Management	840,000	*	0	14,920
UMASS Memorial Investment Partnership c/o Income Research & Management	840,000	*	0	14,920
University of Massachusetts c/o Income Research & Management	640,000	*	0	11,368
Wachovia Bank National Association	27,645,000	11.31	0	491,058
Wachovia Securities International Ltd.	23,500,000	9.61	0	417,430
White River Securities LLC	11,000,000	4.50	0	195,393
Wolverine Trading LP	2,500,000	1.02	0	44,407

Name of Selling Securityholder (1) ---	Principal Amount of Notes Beneficially Owned and Offered Hereby -----	Percentage of Notes Outstanding (2) ---	Number of Shares of Common Stock Beneficially Owned (3) -----	Number of Shares of Common Stock Underlying the Notes and Offered Hereby (4) (5) -----
Zazove Hedged Convertible Fund L.P	\$ 3,500,000	1.43	0	62,170
Zazove Income Fund L.P.	2,500,000	1.02	0	44,407
Zurich Institutional Beachmark Master Fund Ltd	400,000	*	0	7,105
Zurich Institutional Beachmarks Master Fund Ltd	3,000,000	1.23	0	53,289
Zurich Institutional Benchmark Management c/o Quattro Global Capital, LLC	800,000	*	0	14,210
Zurich Institutional Benchmarks Master Fund Ltd	4,000,000	1.64	0	71,052

* Less than 1%.

- (1) Also includes any sale of the notes and the underlying common stock by pledgees, donees, transferees or other successors in interest that receive such securities by pledge, gift, distribution or other non-sale related transfer from the named selling securityholders.
- (2) Based on \$244,500,000 aggregate principal amount of notes outstanding as of December 12, 2002, net of \$56,000,000 aggregate principal amount of notes held by Horace Mann.
- (3) Excludes common stock issuable upon conversion of the selling securityholder's notes.
- (4) Assumes conversion of all of the selling securityholder's notes at a conversion rate of 17.763 per note and a cash payment in lieu of the issuance of any fractional share interest. However, this conversion rate is subject to adjustment as described under "Description of the Notes -- Conversion Rights." As a result, the number of common stock issuable upon conversion of the notes may increase or decrease in the future.
- (5) Reflects rounding down of fractional common stock issuable to each selling securityholder upon conversion of the notes.
- (6) Calculated based on Rule 13d-3 of the Securities Exchange Act of 1934 using 42,691,244 shares of common stock outstanding as of December 12, 2002. In calculating this amount, we did not treat as outstanding the common stock issuable upon conversion of notes.

