

CITIZENS INC
Form 8-K
April 10, 2015

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 10, 2015

CITIZENS, INC.

(Exact name of registrant as specified in its charter)

COLORADO

0-16509

84-0755371

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

400 East Anderson Lane

Austin, Texas 78752

(Registrant's telephone number, including area 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 obligations 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

Item 8.01 Other Events	<u>1</u>
Signature	2

SECTION 8 – Other Events

Item 8.01 Other Events

As previously disclosed in its Current Report on Form 8-K filed by Citizens, Inc. (the “Company”) on April 1, 2015 (the “April 1st 8-K”) and its Form 12b-25 filed by the Company on March 17, 2015 (the “12b-25” and together with the April 1st 8-K, the “Previous Filings”), the Company’s management determined that it would not be able to timely file its Annual Report on Form 10-K for the period ended December 31, 2014 (the “Form 10-K”), as it needed additional time to complete its analysis of the tax compliance issue described in the Previous Filings. The Company filed the Form 10-K on April 6, 2015. As a result of filing the Form 10-K after the applicable filing deadline, the Company is no longer eligible to offer or sell the shares of the Company’s Class A common stock under the Citizens, Inc. Stock Investment Plan (the “Plan”) under its Registration Statement on Form S-3 (the “Registration Statement”) under the Securities Act of 1933. The Company expects to submit a post-effective amendment to the Registration Statement on Form S-1 (the “Amended Registration Statement”). The Company has suspended the purchase of shares of Class A common stock by participants under the Plan until the Amended Registration Statement is declared effective.

Cautionary Statement Regarding Forward-Looking Statements

The Private Securities Litigation Reform Act of 1995 provides a “safe harbor” for forward-looking statements. This Form 8-K and any other written or oral statements made by or on behalf of the Company may include forward-looking statements that reflect the Company’s current views with respect to future events and financial performance. All statements other than statements of historical fact included in this Form 8-K are forward-looking statements. Forward-looking statements can generally be identified by the use of forward-looking terminology such as “may,” “will,” “plan,” “expect,” “project,” “intend,” “estimate,” “anticipate,” “believe” and “continue” or their negative or variations or similar terminology. All forward-looking statements address matters that involve risks and uncertainties. Accordingly, there are or will be important factors that could cause the actual results of the Company to differ materially from those indicated in these statements. Please refer to the Company’s filings with the Commission, including among others the Company’s Annual Report on Form 10-K for the year ended December 31, 2013 and subsequent filings on Form 10-Q, for a description of the important factors that could cause the actual results of the Company to differ materially from those indicated in these statements. Forward-looking statements speak only as of the date on which they are made, and the Company undertakes no obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future developments or otherwise.

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/ Rick D. Riley
Rick D. Riley, Vice Chairman
and
President

Date: April 10, 2015