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TORCHMARK CORP
Form POS EX
December 11, 2001

As filed with the Securities and Exchange Commission on December 11, 2001

Registration No. 333-83411
333-83411-01
333-83411-02

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 2
to
Form S-3
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

TORCHMARK CORPORATION
TORCHMARK CAPITAL TRUST I
TORCHMARK CAPITAL TRUST II
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

63-0780404
74-6507320
74-6508172
(I.R.S. Employer
Identification Nos.)

2001 Third Avenue South
Birmingham, Alabama 35233
(205) 325-4200
(Address, including zip code, and telephone number, including area code, of
registrant's principal executive office)

LARRY M. HUTCHISON, ESQ.
Vice President and General Counsel
2001 Third Avenue South
Birmingham, AL 35233
(205) 325-4200
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

Copies to:
GREGORY S. CURRAN, ESQ.
Maynard, Cooper & Gale, P.C.
1901 Sixth Avenue North
Suite 2400
Birmingham, Alabama 35203
(205) 254-1000

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Approximate date of commencement of proposed sale of the securities to the public: From time to time after the effective date of this Post-Effective Amendment No. 2 to the Registration Statement as determined by market conditions.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities being offered only in connection with dividend or interest reinvestment plans, please check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

EXPLANATORY NOTE

This Post-Effective Amendment No. 2 to the Registration Statement on Form S-3 (No. 333-83411) is filed pursuant to Rule 462(d) solely to add certain exhibits not previously filed with respect to such Registration Statement.

PART II. INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits.

Number	Description
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4.12	Form of Supplemental Indenture by and among Torchmark Corporation, Bank One Trust Company, National Association (successor-in-interest to The First National Bank of Chicago as successor trustee to Morgan Guaranty Trust Company of New York), and The Bank of New York
25.4	Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of The Bank of New York, as an additional trustee under the Indenture, as amended

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant,

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Torchmark Corporation, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement (No. 333-83411) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Birmingham, State of Alabama, on December 11th, 2001.

Torchmark Corporation

By: _____
 *

 C. B. Hudson
 Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement (No. 333-83411) has been signed by the following persons in the capacities and on the dates indicated.

Signature ----- _____	Title ----- _____	Date ----- _____
* ----- C. B. Hudson	Chairman, Chief Executive Officer, and Director	December 11, 2001
/s/ Gary L. Coleman ----- Gary L. Coleman	Executive Vice President and Chief Financial Officer (Principal Accounting Officer)	December 11, 2001
* ----- David L. Boren	Director	December 11, 2001
* ----- Joseph M. Farley	Director	December 11, 2001
* ----- Louis T. Hagopian	Director	December 11, 2001
* ----- Joseph L. Lanier, Jr.	Director	December 11, 2001
* ----- Mark S. McAndrew	Director	December 11, 2001
* ----- Harold T. McCormick	Director	December 11, 2001
* ----- Joseph W. Morris	Director	December 11, 2001
* -----	Director	December 11, 2001

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George J. Records

*
----- Director December 11, 2001
R. K. Richey

*
----- Director December 11, 2001
Lamar C. Smith

*By /s/ Larry M. Hutchison

Larry M. Hutchison
Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, the registrant, Torchmark Capital Trust I, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement (No. 333-83411) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Birmingham, State of Alabama, on December 11th, 2001.

Torchmark Capital Trust I

By: /s/ Larry M. Hutchison

Larry M. Hutchison
Regular Trustee

By: /s/ Gary L. Coleman

Gary L. Coleman
Regular Trustee

Pursuant to the requirements of the Securities Act of 1933, the registrant, Torchmark Capital Trust II, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement (No. 333-83411) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Birmingham, State of Alabama, on December 11th, 2001.

Torchmark Capital Trust II

By: /s/ Larry M. Hutchison

Larry M. Hutchison
Regular Trustee

By: /s/ Gary L. Coleman

Gary L. Coleman
Regular Trustee

EXHIBIT INDEX

Number Description

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- 4.12 Form of Supplemental Indenture by and among Torchmark Corporation, Bank One Trust Company, National Association (successor-in-interest to The First National Bank of Chicago as successor trustee to Morgan Guaranty Trust Company of New York), and The Bank of New York
- 25.4 Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of The Bank of New York, as an additional trustee under the Indenture, as amended