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TORCHMARK CORP
Form 8-K
December 14, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) December 11, 2001

TORCHMARK CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE (State or Other Jurisdiction of Incorporation)	1-9052 (Commission File Number)	63-0780404 (IRS Employer Identification No.)
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2001 Third Avenue South, Birmingham, Alabama 35233
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, including area code (205) 325-4200

None
(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events.

On December 11, 2001, Torchmark Corporation ("Torchmark"), entered into an underwriting agreement (the "Underwriting Agreement") with Banc One Capital Markets, Inc. and Banc of America Securities LLC, as representatives of the underwriters named in the Underwriting Agreement, for the sale of 6 1/4% senior notes in an aggregate principal amount of \$180,000,000 (the "Senior Notes"). The Senior Notes are issued pursuant to Torchmark's registration statement on Form S-3 (File No. 333-83411), as amended, which registration statement was declared effective on November 30, 1999, and Torchmark's registration statement on Form S-3 filed pursuant to Rule 462(b) (File No. 333-74930), which became effective on December 12, 2001.

A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Form 8-K. A copy of the Supplemental Indenture, dated as of December 14, 2001, between Torchmark, Bank One Trust Company, National Association and The Bank of New York, defining the rights of the 6 1/4% Senior Notes is filed as Exhibit 4.1 to this Form 8-K. The Statement re: Computation of Ratio of Earnings to Fixed Charges of Torchmark is filed as Exhibit 12.1. The consents of Deloitte & Touche LLP and KPMG LLP are filed as Exhibits 23.1 and 23.2, respectively.

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- Item 7. Financial Statements and Exhibits.
- 1.1 Underwriting Agreement dated December 11, 2001, between Torchmark and Banc One Capital Markets, Inc. and Banc of America Securities LLC, as representatives of the underwriters named in the Underwriting Agreement.
- 4.1 Supplemental Indenture, dated as of December 14, 2001, between Torchmark, Bank One Trust Company, National Association and The Bank of New York, supplementing the Indenture Agreement dated February 1, 1987 (incorporated herein by reference to Exhibit 4(b) to Torchmark's Registration Statement on Form S-3 (File No. 33-11716)), and defining the rights of the 6 1/4% Senior Notes.
- 12.1 Statement re: Computation of Ratio of Earnings to Fixed Charges of Torchmark
- 23.1 Consent of Deloitte & Touche LLP
- 23.2 Consent of KPMG LLP

SIGNATURES

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.

TORCHMARK CORPORATION

Date: December 14, 2001

/s/ Michael J. Klyce

Michael J. Klyce,
Vice President and Treasurer