

CITIZENS INC
Form 10-K/A
March 30, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549
FORM 10-K/A
Amendment No. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2011

Commission File Number: 000-16509

CITIZENS, INC.
(Exact name of registrant as specified in its charter)

Colorado
(State of Incorporation)

84-0755371
(I.R.S. Employer Identification No.)

400 East Anderson Lane, Austin, TX
(Address of principal executive offices)

78752
(Zip Code)

(512) 837-7100
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Class A Common Stock	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None
(Title of class)

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 403 of the Securities Act. ☐ Yes ☒ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. ☐ Yes ☒ No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirement for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any,

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every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☒ Yes ☐ No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 or Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K). ☐

Indicate by check mark whether the registrant is a large accelerated file, an accelerated filer, a non-accelerated filer or a smaller reporting company.

Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (As defined in Rule 12b-2 of the Act). ☐ Yes ☒ No

As of June 30, 2011, the aggregate market value of the Class A voting stock held by non-affiliates of the registrant was approximately \$305,863,400.

Number of shares of common stock outstanding as of March 5, 2012.

Class A: 48,962,938

Class B: 1,001,714

CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Explanatory Note:

This Amendment No. 1 to our Annual Report on Form 10-K for the year ended December 31, 2011, filed with the Securities and Exchange Commission on March 12, 2012 (the “Original Filing”), is filed solely to amend Exhibits No. 101 filed in accordance with Rule 405 of Regulation S-T. No other part of the Original Filing is amended hereby, and this Amendment does not reflect events that have occurred after the Original Filing date.

Due to an error on the part of our XBRL service provider, our XBRL interactive data files in Exhibits No. 101 erroneously omitted the Entity Common Stock, Shares Outstanding for Common Class A and Common Class B stock on the Document and Entity Information in the Cover section of the Original Filing.

Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibits No. 101 are deemed not “filed” or part of a registration statement or prospectus for the purposes of Section 11 and 12 of the Securities Act of 1933, as amended, are deemed not “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

Date: March 30, 2012

By: /s/ Harold E. Riley
Harold E. Riley
Chairman and Chief Executive Officer

By: /s/ Kay E. Osbourn
Kay E. Osbourn
Executive Vice President, Chief Financial Officer,
Principal Accounting Officer and Treasurer

EXHIBITS

Exhibit No. The following exhibits are filed herewith

31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act*

31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act*

101.INS XBRL Instance Document**

101.SCH XBRL Taxonomy Extension Schema**

101.CAL XBRL Taxonomy Extension Calculation Linkbase**

101.DEF XBRL Taxonomy Extension Definition Linkbase**

101.LAB XBRL Taxonomy Extension Label Linkbase**

101.PRE XBRL Taxonomy Extension Presentation Linkbase**

*

Filed herewith

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Furnished herewith