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UICI
Form 8-A12G
April 05, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) or (G) OF THE
SECURITIES EXCHANGE ACT OF 1934

UICI
(Exact name of registrant as specified in its charter)

DELAWARE 75-2044750
State of Incorporation or Organization (I.R.S. Employer Identification No.)

9151 GRAPEVINE HIGHWAY
NORTH RICHLAND HILLS, TEXAS 76180
(817) 255-5200
(Address of Principal Executive Offices)

Securities to be registered pursuant to Section 12(b) of the Act: NONE

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. []

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. [X]

Securities Act registration statement file number to which this form relates:
333-131193

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

CLASS A-2 COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

A description of the Class A-2 Common Stock, par value \$0.01 per share of UICI (the "Registrant") is set forth under the headings "Description of Capital Stock of the Surviving Corporation", "Comparison of Rights of Common Stockholders" and "Summary Comparison Among Rights of Holders of UICI Common Stock Before the Merger and Rights of Holders of Surviving Corporation Common Stock After the Merger" in the Registrant's Registration Statement on Form S-4 (Registration No. 333-131193), as amended and filed with the Securities and Exchange Commission on February 28, 2006, which description is incorporated herein by reference.

ITEM 2. EXHIBITS

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- 1 Certificate of Incorporation of the Registrant
- 2 By-Laws of the Registrant
- 3 Specimen stock certificate of class A-2 common stock

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

UICI

Date: April 5, 2006

By: /s/ Glenn W. Reed

Name: Glenn W. Reed
Title: Executive Vice President and
General Counsel