

STATE OF NEW HAMPSHIRE
BUREAU OF SECURITIES REGULATION
DEPARTMENT OF STATE
25 CAPITOL STREET
CONCORD, NH 03301

CENSURE
IN THE MATTER OF:

HealthMarkets, Inc.

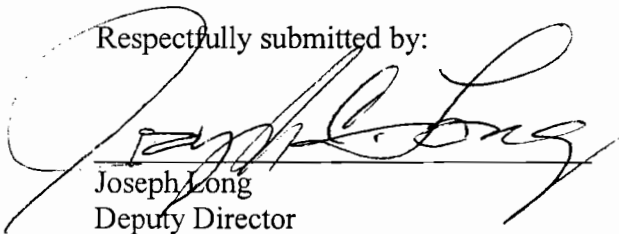
INV2011-0014

I. The Bureau conducted an investigation into unregistered sales of Class A-1 and Class A-2 common stock of HealthMarkets, Inc. sold under the HealthMarkets Inc. InVest Stock Ownership Plan (ISOP) to New Hampshire investors from January 1, 2010 to May 31, 2011 (the relevant time period). The ISOP is an insurance agent stock ownership plan which, among other things, allows participants to purchase shares of HealthMarkets, Inc. stock and awards matching credits which vest over time and, once vested, result in the award of additional shares of HealthMarkets, Inc. stock to the participant. Following completion of the investigation, and a full review of the facts and circumstances of the complaint, the staff of the Bureau of Securities Regulation, Department of State, State of New Hampshire (hereinafter referred to as the "Bureau") finds it appropriate to issue the following Censure pursuant to New Hampshire RSA 421-B:21:

1. WHEREAS, HealthMarkets, Inc. registered its original ISOP plan in New Hampshire in January 2009, but failed to clear for registration due to inadvertent clerical oversight its follow-on registration of its updated ISOP filed in March 2010 causing sales occurring from January 1, 2010 to May 31, 2011 to be unregistered in New Hampshire, and
2. WHEREAS, HealthMarkets, Inc. offered rescission to all New Hampshire investors for any unregistered common stock sold during the relevant time period.

II. The staff of the Bureau of Securities Regulation, Department of State, State of New Hampshire issues this formal Censure.

Respectfully submitted by:



Joseph Long
Deputy Director

November 4, 2011
