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TORCHMARK CORP
Form 8-A12B
November 02, 2001

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

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

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

DELAWARE
(State of incorporation or
organization of registrant)

DELAWARE
(State of incorporation or
organization of registrant)

63-0780404
(I.R.S. Employer Identification No.)

74-6507320
(I.R.S. Employer Identification No.)

c/o LARRY M. HUTCHISON, ESQ.
Vice President and General Counsel
Torchmark Corporation
2001 Third Avenue South
Birmingham, Alabama 35233

(Address of principal executive offices of each registrant)

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), please check the
following box. [X]

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

Securities Act registration statement file numbers to which this form relates:
333-83411
333-83411-01

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

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

7 3/4% Trust Preferred Securities issued by
Torchmark Capital Trust I and the Preferred
Securities Guarantee by Torchmark Corporation
with respect thereto

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act: None

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

This Registration Statement relates to the 7 3/4% Trust Preferred Securities (the "Trust Preferred Securities") of Torchmark Capital Trust I, a Delaware business trust ("Capital Trust I"), guaranteed by Torchmark Corporation (the "Company") to the extent set forth in the Preferred Securities Guarantee Agreement (the "Preferred Securities Guarantee") of the Company. Descriptions of the Trust Preferred Securities and the Preferred Securities Guarantee are set forth under the captions "Description of the Trust Preferred Securities" and "Description of the Guarantee" in the Prospectus Supplement filed on November 2, 2001 with the Securities and Exchange Commission (the "Commission") by the Company and Capital Trust I pursuant to Rule 424(b) under the Securities Act of 1933 as a supplement to the base Prospectus filed with the Commission in the Company's and Capital Trust I's Registration Statement on Form S-3 (Registration No. 333-83411), filed with the Securities and Exchange Commission on July 21, 1999, as amended, and which became effective on November 30, 1999.

Item 2. EXHIBITS.

- 2.1 Registration Statement on Form S-3 (Registration No. 333-83411) filed with the Securities and Exchange Commission on July 21, 1999 by Torchmark Corporation and Torchmark Capital Trust I, as amended (the "Registration Statement"), is incorporated herein by reference.
- 2.2 Declaration of Trust of Torchmark Capital Trust I, dated as of July 21, 1999, between Torchmark Corporation, as Sponsor, and The Bank of New York, as Trustee (incorporated herein by reference to Exhibit No. 4.3 to the Registration Statement).
- 2.3 Amended and Restated Declaration of Trust of Torchmark Capital Trust I, dated as of November 2, 2001, between Torchmark Corporation, as Sponsor, and The Bank of New York, as Indenture Trustee and The Bank of New York (Delaware), as Delaware Trustee (incorporated herein by reference to Exhibit No. 4.2 to Torchmark Corporation's Current Report on Form 8-K filed with the Commission on November 2, 2001).
- 2.4 Junior Subordinated Indenture relating to the 7 3/4% Junior Subordinated Debentures, dated as of November 2, 2001, by and between Torchmark Corporation and The Bank of New York, as Trustee (incorporated herein by reference to Exhibit No. 4.3 to Torchmark Corporation's Current Report on Form 8-K filed with the Commission on November 2, 2001).
- 2.5 Officer's Certificate pursuant to Sections 2.1 and 2.3 of the Junior Subordinated Indenture, dated as of November 2, 2001, establishing the terms of the 7 3/4% Junior Subordinated Debentures (incorporated herein by reference to Exhibit No. 4.4 to Torchmark Corporation's Current Report on Form 8-K filed with the Commission on November 2, 2001).
- 2.6 Preferred Securities Guarantee Agreement, dated as of November 2, 2001, between Torchmark Corporation, as Guarantor, and The Bank of New York, as Guarantee Trustee, with respect to the Trust Preferred Securities (incorporated herein by reference to Exhibit No. 4.5 to Torchmark Corporation's Current Report on Form 8-K filed with the Commission on November 2, 2001).
- 2.7 Form of Trust Preferred Security (included in Exhibit 2.3 above).

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SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrants have duly caused this Registration Statement to be signed on their behalf by the undersigned, thereto duly authorized.

TORCHMARK CORPORATION

By: /s/ Michael J. Klyce

Michael J. Klyce
Vice President and Treasurer

TORCHMARK CAPITAL TRUST I

By: /s/ Michael J. Klyce

Michael J. Klyce
Regular Trustee

Dated: November 2, 2001