

CONSECO INC
Form S-1MEF
May 06, 2004

As filed with the Securities and Exchange Commission on May 6, 2004

No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Conseco, Inc.

(Exact name of registrant as specified in its charter)

Delaware

*(State or other jurisdiction of
incorporation or organization)*

6321

*(Primary Standard Industrial
Classification Code Number)*

**11825 N. Pennsylvania Street
Carmel, Indiana 46032
(317) 817-6100**

75-3108137

*(I.R.S. Employer
Identification No.)*

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Eugene M. Bullis, Executive Vice President and Chief Financial Officer

**William S. Kirsch, Executive Vice President, General Counsel and Secretary
Conseco, Inc.**

**11825 N. Pennsylvania Street
Carmel, Indiana 46032
(317) 817-6100**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of all communications, including communications sent to agent for service, should be sent to:

**James S. Rowe
Kirkland & Ellis LLP
200 East Randolph Drive
Chicago, Illinois 60601
(312) 861-2000**

**Vincent J. Pisano
Kirkland & Ellis LLP
Citigroup Center
153 East 53rd Street
New York, New York 10022
(212) 446-4800**

**William J. Whelan, III
Andrew J. Pitts
Cravath, Swaine & Moore LLP
Worldwide Plaza
825 Eighth Avenue
New York, New York 10019
(212) 474-1000**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-112312

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|-----------------------------------|--|--|-----------------------------------|
| Mandatorily Convertible Preferred Stock, Class B, par value \$0.01 per share | 4,600,000 | \$25.00 | \$115,000,000 | \$14,570.50(2) |

- (1) The 4,600,000 shares of Mandatorily Convertible Preferred Stock, Class B being registered in this registration statement are in addition to the 50,600,000 shares of Common Stock and 23,000,000 shares of Mandatorily Convertible Preferred Stock, Class B registered pursuant to the registrant's registration statement on Form S-1 (File No. 333-112312).
- (2) The registrant filed a registration statement on Form S-3 (No. 333-110963) on December 5, 2003 for which the registrant paid a filing fee of \$242,700. The registration statement on Form S-3 (No. 333-110963) was not declared effective by the Commission, no securities were sold under such registration statement, and on January 29, 2004, the registrant requested the withdrawal of such registration statement. The registrant has since used \$218,558 of such fee to offset fees due in connection with the filing of a subsequent registration statement. Pursuant to Rule 457(p) under the Securities Act of 1933, the registrant has offset the registration fee of \$14,570.50 due herewith with a portion of the registration fee paid on December 5, 2003.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-1 (File No. 333-112312), initially filed with the Securities and Exchange Commission (the Commission) on January 29, 2004 and declared effective by the Commission on May 6, 2004, are incorporated by reference herein and are deemed to be a part of this Registration Statement.

| Signatures | Capacity | Date |
|--------------------|--------------------------------------|-------------|
| * | Director | May 6, 2004 |
| Michael S. Shannon | | |
| *By: | /s/ EUGENE M. BULLIS | |
| | Eugene M. Bullis Attorney-in-Fact | |

EXHIBIT INDEX

| Exhibit No. | Description |
|------------------------|--|
| 5.1 | Opinion of Kirkland & Ellis LLP. |
| 23.1 | Consent of PricewaterhouseCoopers LLP. |
| 23.2 | Consent of Kirkland & Ellis LLP (included in Exhibit 5.1). |
| 24.1 | Powers of Attorney (Filed as Exhibit 24.1 to Registration Statement on Form S-1 (File No. 333-112312) and incorporated by reference herein). |