



**Item 5.07. Submission of Matters to a Vote of Security Holders.**

HealthMarkets, Inc. (the Company) held its Annual Meeting of Stockholders on May 23, 2011 (the Annual Meeting). Members of the Company's Board of Directors, members of management and other significant holders of the Company's Class A-1 Common Stock (collectively, the Consenting Stockholders) own approximately 89% of the Company's issued and outstanding shares and were represented by proxy at the Annual Meeting. Because such Consenting Stockholders control more than a majority of the voting power and indicated that they would vote in favor of the proposals, the Company did not solicit proxies from holders of the Company's Class A-2 Common Stock. Stockholders voted on the matters set forth below:

1. The following individuals were elected to the Company's Board of Directors to serve until the Company's next annual meeting of stockholders or until their successors have been duly elected and qualified.

| <b>Name</b>           | <b>Votes For</b> | <b>Votes Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-----------------------|------------------|----------------------|----------------|-------------------------|
| Phillip J. Hildebrand | 27,930,212       | 0                    | 0              | 0                       |
| Kenneth J. Fasola     | 27,930,212       | 0                    | 0              | 0                       |
| Chinh E. Chu          | 27,930,212       | 0                    | 0              | 0                       |
| Jason K. Giordano     | 27,930,212       | 0                    | 0              | 0                       |
| Adrian M. Jones       | 27,930,212       | 0                    | 0              | 0                       |
| Mural R. Josephson    | 27,930,212       | 0                    | 0              | 0                       |
| David K. McVeigh      | 27,930,212       | 0                    | 0              | 0                       |
| R. Neal Pomroy        | 27,930,212       | 0                    | 0              | 0                       |
| Steven J. Shulman     | 27,930,212       | 0                    | 0              | 0                       |

2. The results of the voting for the proposal to approve a Certificate of Amendment to the Certificate of Incorporation of HealthMarkets, Inc., in order to amend the process by which the directors designated by the Company's private equity investor groups approve certain specified actions, were as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|----------------|-------------------------|
| 27,930,212       | 0                    | 0              | 0                       |

3. The results of the voting for the proposal to ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm to audit the financial statements of the Company for the fiscal year ending December 31, 2011 were as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|----------------|-------------------------|
| 27,930,212       | 0                    | 0              | 0                       |

**SIGNATURE**

Pursuant to the requirements 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.

HEALTHMARKETS, INC.

By: /s/ K. Alec Mahmood

Name: K. Alec Mahmood

Title: Senior Vice President and  
Chief Financial Officer

Dated: May 24, 2011