

Edgar Filing: UNITRIN INC - Form 8-K

UNITRIN INC
Form 8-K
August 23, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

August 20, 2004

Date of Report (Date of earliest event reported)

Unitrin, Inc.

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|---|
| Delaware | 0-18298 | 95-4255452 |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|--|------------|
| One East Wacker Drive, Chicago, Illinois | 60601 |
| ----- | ----- |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code (312) 661-4600

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Edgar Filing: UNITRIN INC - Form 8-K

[] Pre-commencement communications pursuant to Rule 13e-4(c)
under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

As more fully described in the press release issued by the registrant on August 23, 2004, attached hereto as Exhibit 99.01 and incorporated by reference herein, on August 20, 2004, Lumbermens Mutual Casualty Company ("Lumbermens"), American Motorists Insurance Company, American Manufacturers Mutual Insurance Company, American Protection Insurance Company, and Kemper Lloyds Insurance Company (individually, Lumbermens and each of the other companies identified above are referred to herein as a "Kemper Company" and, collectively, as the "Kemper Companies"), Unitrin, Inc. ("Unitrin"), Unitrin Services Company ("USC"), Trinity Universal Insurance Company ("Trinity") and certain other subsidiaries and affiliates of Unitrin entered into a buy-out agreement (the "Agreement") in order to provide for a final estimation, payment, settlement and release of certain obligations incurred in connection with that certain Asset Purchase Agreement, dated as of April 19, 2002, by and among Trinity, USC and the Kemper Companies, that certain Stock Purchase Agreement, dated as of April 19, 2002, by and among Unitrin and Lumbermens, and other agreements related thereto.

The description of the Agreement contained in the press release is a general description only and is qualified in its entirety by reference to the detailed terms and conditions of the Agreement. A copy of the Agreement is attached as Exhibit 10.01 hereto and incorporated herein by reference.

Item 8.01 Other Events.

As more fully described in the press release issued by the registrant on August 23, 2004, attached hereto as Exhibit 99.01 and incorporated by reference herein, the registrant has provided estimates of its exposure to losses as a result of Hurricane Charley and of its gains from the sale of investments in the month of July, 2004.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

| Exhibit | Description |
|---------|---|
| ----- | ----- |
| 10.01 | Buy-Out Agreement, dated as of August 20, 2004, by and among Lumbermens Mutual Casualty Company, American Motorists Insurance Company, American Manufacturers Mutual Insurance Company, American Protection Insurance Company, Kemper Lloyds Insurance Company, Unitrin, Inc., Unitrin Services Company, Trinity Universal Insurance Company and certain other subsidiaries and affiliates of Unitrin, Inc. |
| 99.01 | Press Release dated August 23, 2004. |

Edgar Filing: UNITRIN INC - Form 8-K

SIGNATURES

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.

Unitrin, Inc.

/s/ Eric Draut

Date: August 23, 2004

By: Eric Draut
Its: Executive Vice President and
Chief Financial Officer