

TORCHMARK CORP  
Form 8-K  
July 30, 2010

# 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

Date of Report (Date of earliest event reported) July 30, 2010 (July 28, 2010)

## TORCHMARK CORPORATION

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction

of incorporation)

**001-08052**  
(Commission File No.)

**3700 South Stonebridge Drive, McKinney, Texas 75070**

(Address of principal executive offices)

**63-0780404**  
(I.R.S. Employer

ID No.)

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Registrant's telephone number, including area code: (972) 569-4000

None

(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:

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

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Total number of pages in this report is 21.

**Item 1.01 Entry into a Material Definitive Agreement.**

On July 28, 2010, Torchmark Corporation (Torchmark) and its subsidiary TMK Re, Ltd. (TMK Re) entered into the Fifth Amendment (Fifth Amendment) to Credit Agreement dated as of July 28, 2010 among Torchmark Corporation as the Borrower, TMK Re, Ltd., BANK OF AMERICA, N.A. as Administrative Agent, Swing Line Lender and L/C Issuer and the other lenders party thereto. The Fifth Amendment amends the Credit Agreement, dated as of November 18, 2004, as amended by the First Amendment to Credit Agreement dated as of June 9, 2006, the Second Amendment to Credit Agreement dated as of September 1, 2006, the Third Amendment to Credit Agreement dated as of October 30, 2008 and the Fourth Amendment to Credit Agreement dated as of June 16, 2009 (said Credit Agreement as amended, the Credit Agreement ).

Torchmark and its subsidiaries from time to time have had, any may continue to have, various commercial, lending or other relationships with certain of the banks that are a party to the Credit Agreement and their affiliates. The Bank of New York Mellon Trust Company, N.A., an affiliate of The Bank of New York Mellon, serves as successor indenture trustee for the outstanding senior debt securities issued by Torchmark under the Indenture. The Bank of New York Mellon Trust Company, N.A. also serves as successor indenture trustee with respect to junior subordinated debt securities issued by Torchmark under a Junior Subordinated Indenture, dated as of November 2, 2001, in connection with trust preferred securities issued by Torchmark Capital Trust III. These indentures, including the related supplemental indentures, have been previously filed as exhibits to Torchmark s filings with the Securities and Exchange Commission on Form 10-K, Form 10-Q or Form 8-K.

**Item 9.01 Financial Statement and Exhibits.**

(a) Financial Statements of businesses acquired.

Not applicable.

(b) Pro forma financial information.

Not applicable.

(c) Shell company transactions.

Not applicable.

(d) Exhibits.

10.1 Fifth Amendment to Credit Agreement dated as of July 28, 2010, among Torchmark Corporation, TMK Re, Ltd., the other lenders listed therein, and BANK OF AMERICA, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer.

**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TORCHMARK CORPORATION

Date: July 30, 2010

/s/ CAROL A. MCCOY  
**Carol A. McCoy,**  
**Vice President, Associate Counsel and Secretary**