

AMERUS GROUP CO/IA  
Form DEFA14A  
September 07, 2006

**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**  
**Date of Report (Date of earliest event reported: September 6, 2006)**  
**AMERUS GROUP CO.**  
(Exact Name of Registrant as Specified in its Charter)

IOWA  
(State or Other Jurisdiction  
of Incorporation)

001-15166  
(Commission File Number)

42-1458424  
(IRS Employer Identification  
No.)

699 WALNUT STREET  
DES MOINES, IOWA  
(Address of principal executive offices)

50309-3948  
(Zip Code)

Registrant's telephone number, including area code: (515) 362-3600

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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**Item 8.01. Other Events.**

AmerUs Group Co. (the Company) has scheduled a special meeting of its shareholders for October 19, 2006 at the Company's offices in Des Moines for the purpose of considering and approving an agreement and plan of merger that the Company entered into on July 12, 2006 providing for the merger of an indirect wholly owned subsidiary of Aviva plc (Aviva) with and into the Company. All Company common shareholders of record at the close of business on September 8, 2006 will be entitled to notice of, and to vote at, the special meeting and any adjournment or postponement of the special meeting.

The Company and Aviva each filed pre-merger notifications with the U.S. antitrust authorities pursuant to the Hart-Scott-Rodino Antitrust Improvement Act of 1976, as amended. The waiting period expired at 11:59 p.m. on September 6, 2006 without the Federal Trade Commission and the Department of Justice Antitrust Division taking further action.

Under the terms of the merger agreement, the Company's common stockholders will receive \$69.00 per share in cash for each share of common stock. The closing of the merger is conditioned upon, among other things, the common shareholder approval and required government and regulatory approvals. Although there can be no assurances, the Company expects the transaction to close before December 31, 2006.

On September 7, 2006, the Company posted an interview with Thomas C. Godlasky, the Company's Chairman, President & CEO, on the Company's internal website, a transcript of which is attached to this Current Report on Form 8-K as Exhibit 99.1.

**Additional Information and Where to Find It**

This communication may be deemed to be solicitation material in respect of the proposed acquisition of AmerUs Group Co. by Aviva plc. In connection with the proposed acquisition, AmerUs Group will file with or furnish to the Securities and Exchange Commission all relevant materials, including a definitive proxy statement on Schedule 14A. AmerUs Group filed a preliminary proxy statement with the Securities and Exchange Commission on August 11, 2006. SECURITY HOLDERS OF AMERUS GROUP ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH OR FURNISHED TO THE SECURITIES AND EXCHANGE COMMISSION, INCLUDING AMERUS GROUP'S DEFINITIVE PROXY STATEMENT WHEN IT BECOMES AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Security holders may obtain a free copy of the definitive proxy statement, when it becomes available, and other documents filed or furnished by AmerUs Group at the Securities and Exchange Commission's web site at [www.sec.gov](http://www.sec.gov). In addition, free copies of the definitive proxy statement (when it becomes available) and other documents will also be available on AmerUs Group's website at

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www.amerus.com. The definitive proxy statement and other relevant documents may also be obtained for free from AmerUs Group by directing such request to Investor Relations, AmerUs Group, PO Box 1555, Des Moines, Iowa 50306-1555. The contents of the websites referenced above and below under "Participants in Solicitation" are not deemed to be incorporated by reference into the definitive proxy statement.

**Participants in Solicitation**

AmerUs Group and its directors, executive officers and certain other members of its management and employees may be deemed to be participants in the solicitation of proxies from its shareholders in connection with the proposed transaction. Information regarding all of AmerUs Group's participants in the solicitation is included in the preliminary proxy statement filed by AmerUs Group with the Securities and Exchange Commission on August 11, 2006, as may be supplemented or amended by the definitive proxy statement relating to the proposed transaction when it becomes available. Each of these documents is, or will be, available free of charge at the Securities and Exchange Commission's web site at [www.sec.gov](http://www.sec.gov) and from AmerUs Group at [www.amerus.com](http://www.amerus.com) or by directing such request to the address provided in the section above.

**Cautionary Statement Regarding Forward-Looking Statements**

This document contains statements which constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, which include words such as "anticipate," "believe," "plan," "estimate," "expect," "intend," and other similar and related expressions. Forward-looking statements are made based upon management's current expectations and beliefs concerning future developments and their potential effects on AmerUs Group. Such forward-looking statements are not guarantees of future events. Actual results may differ materially from those contemplated by the forward-looking statements due to, among others, the following factors: (1) the shareholders of AmerUs Group may not approve the merger agreement at the special shareholder meeting; (2) the parties may be unable to obtain governmental and regulatory approvals required for the merger, or required governmental and regulatory approvals may delay the merger or result in the imposition of conditions that could cause the parties to abandon the merger; (3) the parties may be unable to complete the merger because, among other reasons, conditions to the closing of the merger may not be satisfied or waived; or (4) other factors that may be referred to in AmerUs Group's reports filed with or furnished to the Securities and Exchange Commission from time to time. There can be no assurance that other factors not currently anticipated by AmerUs Group will not materially and adversely affect future events. Security holders are cautioned not to place undue reliance on any forward-looking statements made by AmerUs Group or on its behalf. Forward-looking statements speak only as of the date the statement was made. AmerUs Group undertakes no obligation to update or revise any forward-looking statement.

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**Item 9.01 (d). Exhibits**

99.1 Transcript of Interview with Thomas C. Godlasky

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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.

AMERUS GROUP CO.

By: /s/ Melinda S. Urion  
Melinda S. Urion  
Executive Vice President,  
Chief Financial Officer & Treasurer

Dated: September 7, 2006

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EXHIBITS

| Exhibit No. | Description                                     |
|-------------|---|
| 99.1        | Transcript of Interview with Thomas C. Godlasky |