

INDEPENDENCE HOLDING CO

Form 8-K

February 23, 2011

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): February 16, 2011

INDEPENDENCE HOLDING COMPANY

(Exact name of registrant as specified in its charter)

| | | |
|-------------------------------------------------------------------------------|------------------------------------|-------------------------------------------------------|
| Delaware (State or other jurisdiction of incorporation or organization) | 010306 (Commission File Number) | 58-1407235 (I.R.S. Employer Identification No.) |
|-------------------------------------------------------------------------------|------------------------------------|-------------------------------------------------------|

| | |
|-------------------------------------------------------------------------------------------|---------------------|
| 96 Cummings Point Road, Stamford, Connecticut (Address of principal executive offices) | 06902 (Zip Code) |
|-------------------------------------------------------------------------------------------|---------------------|

Registrant's telephone number, including area code: (203) 358-8000

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 240a-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 240.13a-4(c))



Item 3.02

Unregistered Sale of Equity Securities.

(a) On February 16, 2011, Independence Holding Company entered into an agreement to issue 274,602 shares of its common stock, par value \$1.00 per share, in a private placement of unregistered securities under Section 4(2) of the Securities Act of 1933, as amended, in consideration of 411,903 shares of common stock, par value \$0.01 per share, of American Independence Corp.

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, thereunto duly authorized.

INDEPENDENCE HOLDING COMPANY

(Registrant)

/s/ Adam C. Vandervoort
Adam C. Vandervoort
Vice President, General Counsel and
Secretary

Date: February 23, 2011