AMERUS GROUP CO/IA Form 8-K February 22, 2005

# 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 22, 2005)

#### AMERUS GROUP CO.

(Exact Name of Registrant as Specified in its Charter)

IOWA 001-15166
(State or Other Jurisdiction of Incorporation) (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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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#### ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

AmerUs Group Co. (the Company) is furnishing the materials attached hereto as Exhibit 99.1. These materials were used in connection with the Company s investor conference held and also presented via webcast on February 22, 2005. These materials are furnished and not filed pursuant to Instruction B.2 of Form 8-K.

## Appendix of Non-GAAP Terms, GAAP Comparables, Reconciliations and Performance Measures

Below is a description of the non-GAAP measures and performance measures used in the 2005 AmerUs Group Co. Investor Conference on February 22, 2005 and a reconciliation to the most directly comparable GAAP measure, if any. The non-GAAP measures used in this presentation should not be viewed as a substitute for the most directly comparable GAAP measures.

## **Adjusted Net Operating Income**

Adjusted net operating income is a non-GAAP financial measure which excludes items such as realized and unrealized gains and losses on open block assets (especially credit impairments), trading sales and losses, derivative related market value adjustments as well as certain other items that management believes are not indicative of ongoing operational performance. The most directly comparable GAAP measure is net income. A reconciliation to net income is provided in this appendix. This measure is also referred to as operating income. The company views adjusted net operating income, a non-GAAP financial measure, as an important indicator of financial performance. When presented with net income, the combined presentation can enhance an investor s understanding of Company s underlying profitability and normalized results from operations. Non-GAAP measures are also used for goal setting, determining employee and management compensation and evaluating our performance on a basis comparable to that used by security analysts.

## **Annuity Product Margins and Projected Annuity Product Margins**

The liability credited rate is calculated using the annuity liability account value as the denominator for all annuity product types. The annuity liability account value is a non-GAAP financial measure for equity-indexed annuity products. For GAAP, equity-indexed product liabilities are to be stated at fair value following derivative accounting. In addition, the liability credited rate excludes capitalized bonus interest amortization from total benefit expense. For GAAP, effective January 1, 2004, capitalized bonus interest amortization is included in benefit expense instead of DAC amortization. The comparable GAAP measure is presented in the Components of Annuity Segment Spread Calculation—section below. The non-GAAP measure presentation is used by management to measure the liability credited rate exclusive of the fair value adjustments that will fluctuate from period to period depending on the prevailing interest rate and economic environment and exclusive of the capitalized bonus interest amortization that historically has not been a part of this measure. Management does not regularly project fluctuations in these fair value adjustments. As a result, we are unable to provide guidance on future annuity product margins calculated in accordance with GAAP and a reconciliation of projected annuity product margins to GAAP annuity product margins.

#### **Book Value Per Share Excluding AOCI**

Book value per share excluding accumulated other comprehensive income (AOCI) is a non-GAAP financial measure. The most directly comparable GAAP measure is GAAP book value per share, which includes AOCI. A reconciliation to GAAP book value per share is provided in this appendix. Management believes that excluding accumulated other comprehensive income assists investors in understanding the underlying performance of the Company by eliminating the effect of unrealized gains and losses on available-for-sale investment securities which fluctuate with market conditions.

## **Common Equity Excluding AOCI**

Common equity excluding AOCI is a non-GAAP financial measure. The most directly comparable GAAP measure is GAAP common equity, which is common equity plus AOCI. A reconciliation to GAAP common equity is provided in this appendix. Common equity is also referred to as stockholders—equity. Management believes that excluding accumulated other comprehensive income assists investors in understanding the underlying performance of the Company by eliminating the effect of unrealized gains and losses on available-for-sale investment securities which fluctuate with market conditions.

## **Coverage of DAC**

The slide entitled, Solid Coverage of DAC calculates DAC, VOBA, capitalized bonus interest and unearned revenue reserve coverage without the effect of FAS 115. The most comparable calculation in accordance with GAAP includes the effects of FAS 115 and is provided below. Management believes that excluding the effects of FAS 115 assists investors in understanding the underlying performance of the Company by eliminating the effect of unrealized gains and losses on available-for-sale investment securities, which fluctuate with market conditions, and that are assumed to impact the amortization of DAC, VOBA, capitalized bonus interest and unearned revenue reserve coverage.

## **Operating Earnings Per Share**

Operating earnings per share (Operating EPS) is a non-GAAP financial measure which excludes items such as realized and unrealized gains and losses on open block assets (especially credit impairments), trading sales and losses, derivative related market value adjustments as well as certain other items that management believes are not indicative of ongoing operational performance. The most directly comparable GAAP measure is net income per share. A reconciliation to net income per share is provided in this appendix. This measure is also referred to as adjusted net operating EPS. Management uses this measure for the reasons detailed under the heading Adjusted Net Operating Income above.

## **Operating Return on Equity**

Operating return on equity is a non-GAAP financial measure which is derived from adjusted net operating income which excludes realized and unrealized gains and losses on open block assets (especially credit impairments), trading sales and losses, derivative related market value adjustments as well as certain other items management believes are not indicative of ongoing operational performance. The most directly comparable GAAP measure is GAAP return on equity. A reconciliation to GAAP return on equity is provided in this appendix. Management

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uses this measure for the reasons detailed under the heading Adjusted Net Operating Income above.

## **Projected Adjusted Net Operating Income**

Due to the unpredictability of the timing and recognition of gains and losses (especially credit impairments), trading gains and losses, FAS 133 adjustments as well as the unpredictable nature of certain other items that management believes are not indicative of ongoing operational performance, guidance on GAAP net income cannot readily be estimated because management has not regularly projected the foregoing items. Accordingly, the company is unable to provide guidance with respect to, or a reconciliation of guidance on adjusted net operating income to, GAAP net income. Management uses this measure for the reasons detailed under the heading. Adjusted Net Operating Income above.

## **Projected Adjusted Net Operating Earnings Per Share**

Projected adjusted net operating earnings per share (EPS) is derived from adjusted net operating income which is a non-GAAP financial measure. Due to the unpredictability of the timing and recognition of gains and losses (especially credit impairments), trading sales and losses, derivative related market value adjustments as well as the unpredictable nature of certain other items that management believes are not indicative of ongoing operational performance, guidance on GAAP net income cannot readily be estimated because management has not regularly projected the foregoing items. Accordingly, the Company is unable to provide guidance with respect to, or a reconciliation of guidance on adjusted net operating earnings per share to, GAAP net income per share. Management uses this measure for the reasons detailed under the heading—Adjusted Net Operating Income—above.

#### **Projected Book Value Per Share Excluding AOCI**

Projected book value per share excluding AOCI is a non-GAAP financial measure. Since AOCI represents income or loss from unrealized gains and losses, which cannot be readily predicted, a reconciliation of projected book value per share excluding AOCI to projected GAAP book value per share would not be meaningful or determinable. Management believes that excluding accumulated other comprehensive income assists investors in understanding the underlying performance of the Company by eliminating the effect of unrealized gains and losses on available-for-sale investment securities which fluctuate with market conditions.

## **Projected Common Equity Excluding AOCI**

Projected common equity excluding AOCI is a non-GAAP financial measure. Since AOCI represents income or loss from unrealized gains and losses, which cannot be readily predicted, a reconciliation of projected common equity excluding AOCI to projected GAAP common equity would not be meaningful or determinable. Management believes that excluding accumulated other comprehensive income assists investors in understanding the underlying performance of the Company by eliminating the effect of unrealized gains and losses on available-for-sale investment securities which fluctuate with market conditions.

#### **Projected Operating Return on Equity**

This projection is based on adjusted net operating income which is a non-GAAP financial measure. Due to the unpredictability of the timing and recognition of gains and losses (especially credit impairments), trading gains and losses, FAS 133 adjustments as well as the unpredictable nature of certain other items that management believes are not indicative of ongoing operational performance, GAAP net income cannot readily be estimated because management has not regularly projected the foregoing items. Since GAAP net income cannot be readily estimated, the company is unable to provide guidance with respect to, or a reconciliation of guidance on operating return on equity, to GAAP return on equity. Management uses this measure for the reasons detailed under the heading Adjusted Net Operating Income above.

## **Projected Total Capitalization Excluding AOCI**

Projected total capitalization excluding AOCI is a non-GAAP financial measure. Since AOCI represents income or loss from unrealized gains and losses, which cannot be readily predicted, a reconciliation of projected total capitalization excluding AOCI to projected total capitalization including AOCI would not be meaningful or determinable. Management believes that excluding accumulated other comprehensive income assists investors in understanding the underlying performance of the Company by eliminating the effect of unrealized gains and losses on available-for-sale investment securities which fluctuate with market conditions.

#### Sales

Sales are a key driver of our business as they are a leading indicator of future revenue trends to emerge in segment operating income. Sales are presented as annualized premium, which is in accordance with industry practice, and represent the amount of new business sold during the period. Sales are a performance measure for an insurance company. We use sales to measure the productivity of our distribution network and for compensation of sales and marketing employees and agents. We also refer to sales as premium and production. The term distribution (e.g. owned distribution, controlled distribution and proprietary distribution) is based on sales.

## **Total Capitalization Excluding AOCI**

Total Capitalization excluding AOCI is a non-GAAP financial measure. The most directly comparable GAAP measure is total capitalization including AOCI. A reconciliation to total capitalization including AOCI is provided in this appendix. Management believes that excluding accumulated other comprehensive income assists investors in understanding the underlying performance of the Company by eliminating the effect of unrealized gains and losses on available-for-sale investment securities which fluctuate with market conditions.

## **Adjusted Net Operating Income**

## (\$ in thousand, except per share data)

	Gr 12	merUs oup Co. 2/31/01	For the Three Months En AmerUs AmerUs Group Co. Group Co. 03/31/02 06/30/02			A Gr 0	AmerUs Group Co. 09/30/02		merUs oup Co. 2/31/02	
Net Income	\$	19,534	\$	24,914	\$	4,262	\$	26,490	\$	7,199
Non-core realized losses (gains)		10,896		6,420		23,155		6,825		29,986
Net amortization of DAC and VOBA due to non-core realized gains or losses		2,311		(1,498)		(3,668)		(1,709)		(3,994)
Net effect of derivative related market value adjustments		(878)		5,322		8,801		3,284		(2,769)
Reorganization costs		518		285		179		722		
Restructuring costs		1,287		1,116		3,937		1,590		6,581
Other income from non-insurance operations		(446)		(456)		(540)		(949)		(953)
Income from discontinued operations										
Income tax items										
Cumulative effect of change in accounting										
Non-recurring reinsurance adjustments										
Adjusted Net Operating Income	\$	33,222	\$	36,103	\$	36,126	\$	36,253	\$	36,050
Diluted Per Share Amounts : Net Income Adjusted Net Operating Income	\$ \$	0.46 0.79	\$ \$	0.59 0.86	\$ \$	0.10 0.89	\$ \$	0.66 0.91	\$ \$	0.18 0.92
Weighted average common shares outstanding: Diluted	42	,288,468	41	,968,570	40	,661,337	39	9,835,426	39	9,168,989

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## **Adjusted Net Operating Income**

## (\$ in thousand, except per share data)

Net Income	AmerUs Group Co. 03/31/03 \$ 35,789		up Co. Group Co. Group Co. 31/03 06/30/03 09/30/03		AmerUs Group Co. 09/30/03		Gr	merUs oup Co. 2/31/03 40,811
Non-core realized losses (gains)		(5,276)		(10,639)		(3,805)		(1,221)
Net amortization of DAC and VOBA due to non-core realized gains or losses		4,305		2,093		90		(499)
Net effect of derivative related market value adjustments		17		(3,092)		(313)		(5,165)
Reorganization costs								
Restructuring costs		2,023		8,210		989		3,767
Other income from non-insurance operations		(725)		(671)		(601)		(559)
Income from discontinued operations								
Income tax items								
Cumulative effect of change in accounting								1,296
Non-recurring reinsurance adjustments				(2,505)				
<b>Adjusted Net Operating Income</b>	\$	36,133	\$	37,107	\$	37,195	\$	38,430
Diluted Per Share Amounts : Net Income Adjusted Net Operating Income	\$ \$	0.91 0.92	\$ \$	1.11 0.94	\$ \$	1.03 0.94	\$ \$	1.02 0.96
Weighted average common shares outstanding: Diluted	39	9,217,951	39	9,404,467	39	9,650,473	40	0,133,053

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## **Adjusted Net Operating Income**

## (\$ in thousand, except per share data)

Net Income	Gr	merUs coup Co. 3/31/04 33,129	For the Three Months Ended			Gr	merUs coup Co. 2/31/04 67,875	
Non-core realized losses (gains)		16,088		6,044		(2,198)		4,142
Net amortization of DAC and VOBA due to non-core realized gains or losses		910		(21)		(208)		(306)
Net effect of derivative related market value adjustments		(1,482)		860		5,483		(12,333)
Reorganization costs								
Restructuring costs								
Other income from non-insurance operations		119		(815)		14		(215)
Income from discontinued operations		(3,899)						
Income tax items		(5,182)		(13,109)		(3,678)		(14,798)
Cumulative effect of change in accounting		510						
Non-recurring reinsurance adjustments								
<b>Adjusted Net Operating Income</b>	\$	40,193	\$	41,735	\$	42,275	\$	44,365
Diluted Per Share Amounts : Net Income Adjusted Net Operating Income	\$ \$	0.82 0.99	\$ \$	1.20 1.02	\$ \$	1.05 1.04	\$ \$	1.62 1.06
Weighted average common shares outstanding: Diluted	40	),434,902	40	0,760,364	40	),768,893	41	,986,455

## Year-to-Date Adjusted Net Operating Income, Return on Equity, and Book Value (\$ in thousand, except per share data)

	For the Year Ended AmerUs Ame			nded AmerUs
	$\mathbf{G}$	roup Co. 2/31/03	Gı	coup Co. 2/31/04
Net Income	\$	161,147	\$	192,642
Non-core realized losses (gains)		(20,941)		24,076
Net amortization of DAC and VOBA due to non-core realized gains or losses		5,989		375
Net effect of derivative related market value adjustments		(8,553)		(7,472)
Restructuring costs		14,989		
Other income from non-insurance operations		(742)		(897)
Income from discontinued operations		(1,815)		(3,899)
Income tax items				(36,767)
Cumulative effect of change in accounting		1,296		510
Non-recurring reinsurance adjustments		(2,505)		
Adjusted Net Operating Income	\$	148,865	\$	168,568
Diluted Per Share Amounts :				
Net Income	\$	4.07	\$	4.68
Adjusted Net Operating Income	\$	3.76	\$	4.10
Weighted average common shares outstanding:				
Diluted	3	9,618,217	4	1,135,188
Stockholders Equity:				
Stockholders Equity, January 1				
Less Accumulated Other Comprehensive Income (AOCI)	\$	1,262,948	\$	1,409,811
Stockholders Equity, excluding AOCI, January 1	7	(88,522)	_	(84,519)
1,,		(,,		(- ) )
	\$	1,174,426	\$	1,325,292
		1 400 011		1 (22 160
Stockholders Equity, end of period		1,409,811		1,623,469
Less Accumulated Other Comprehensive Income (AOCI)		(84,519)		(114,670)
Stockholders Equity, excluding AOCI, end of period	\$	1,325,292	\$	1,508,799
Shares Outstanding, end of period	3	9,194,602	39	9,400,663

Debt - Notes Payable	621,896	571,155
Non-GAAP Measures:		
Average Stockholders Equity excluding AOCI	\$ 1,249,859	\$ 1,417,046
Adjusted Net Operating Income (ANOI)	\$ 148,865	\$ 168,568
Return on Average Stockholders Equity excluding AOCI using ANOI	11.9%	11.9%
Book Value per share excluding AOCI	\$ 33.81	\$ 38.29
Total capitalization excluding AOCI	\$ 1,947,188	\$ 2,079,954
GAAP Measures:		
Average Stockholders Equity including AOCI	\$ 1,336,380	\$ 1,516,640
Net Income	\$ 161,147	\$ 192,642
Return on Average Stockholders	12.06%	12.70%
Book Value per share including AOCI	\$ 35.97	\$ 41.20
Total capitalization including AOCI	\$ 2,031,707	\$ 2,194,624

## **Return on Equity Post IPO**

(\$ in thousand, except per share data)

	End Ame Life Holdi 12/31	he Year nded nerUs ldings, Inc. 31/97	
Net Income	\$	58,059	
Non-core realized losses (gains)		(9,431)	
Net amortization of DAC and VOBA due to non-core realized gains or losses		423	
Adjusted Net Operating Income	\$	49,051	
Stockholders Equity:			
Stockholders Equity, January 1 Less Accumulated Other Comprehensive Income (AOCI) Stockholders Equity, excluding AOCI, January 1	\$	457,510 (35,300)	
	\$	422,210	
Stockholders Equity, end of period Less Accumulated Other Comprehensive Income (AOCI)		927,991 (55,747)	
Stockholders Equity, excluding AOCI, end of period	\$	872,244	
Non-GAAP Measures:			
Average Stockholders Equity excluding AOCI	\$	647,227	
Adjusted Net Operating Income (ANOI)	\$	49,051	
Return on Average Stockholders Equity excluding AOCI using ANOI		7.6%	
GAAP Measures:			
Average Stockholders Equity including AOCI	\$	692,751	

Net Income		\$ 58,059
Return on Average Stockholders	Equity including AOCI using net income	8.38%

Reconciliation of Annuity Spread on a Non-GAAP Basis to GAAP Basis (\$ in thousands, except share data)

	Rolling 12 Months Ended					
	December 31,	December 31,	December 31,			
ANNUITY SEGMENT SPREADS LTM:	2004	2003	2002			
Asset earned rate	5.78%	5.91%	6.58%			
Liability credited rate (1)	3.45%	3.82%	4.45%			
Product spread	2.32%	2.09%	2.12%			

## COMPONENTS OF ANNUITY SEGMENT SPREAD CALCULATION (2):

	Rolling 12 Months Ended December 31, 2004 Adjustment					
	GAAP		(1)		n-GAAP	
Investment income (3)	\$ 601,733			\$	601,733	
Average invested assets	\$ 10,418,222			\$ 10	0,418,222	
Asset earned rate	5.78%				5.78%	
Annuity segment benefit expense (1)	\$ 380,969	\$	(17,339)	\$	363,630	
Average annuity segment liabilities (1)	\$ 10,736,460	\$	(203,236)		0,533,224	
Liability credited rate	3.55%				3.45%	
Product spread	2.23%				2.32%	

	Rolling 12 Months Ended December 31, 2003 Adjustment					
	GAAP		(1)	Non-GAAP		
Investment income (3) Average invested assets	\$ 561,804 \$ 9,501,750			\$ 561,804 \$ 9,501,750		
Asset earned rate	5.91%			5.91%		
Annuity segment benefit expense (1)	\$ 382,511	\$	(13,302)	\$ 369,209		
Average annuity segment liabilities (1)	\$ 9,742,841	\$	(88,958)	\$ 9,653,883		
Liability credited rate	3.93%			3.82%		

Product spread 1.99% 2.09%

## Rolling 12 Months Ended December 31, 2002

	Adjustment				
	GAAP	(1)	Non-GAAP		
Investment income (3)	\$ 552,671		\$ 552,671		
Average invested assets	\$ 8,404,894		\$ 8,404,894		
Asset earned rate	6.58%		6.58%		
Annuity segment benefit expense (1)	\$ 385,512	\$ (4,423)	\$ 381,089		
Average annuity segment liabilities (1)	\$ 8,612,909	\$ (58,718)	\$ 8,554,191		
Liability credited rate	4.48%		4.45%		
Product spread	2.09%		2.12%		

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Reconciliation of DAC, VOBA, Capitalized Interest and Unearned Revenue Reserve Coverage by Surrender Charge and Market Value Adjustments (\$ in thousands, except share data)

	For the Year Ended			
	December	Dec	ember 31, 2004	
Carrying value with allocation of FAS 115 unrealized gains:	31, 2003		2004	
DAC, VOBA, capitalized bonus interest	\$ 1,539.8	\$	1,760.3	
Unearned revenue reserve	(60.7)		(64.2)	
Total carrying value with allocation of FAS 115 unrealized gains	1,479.1		1,696.1	
Exclude FAS 115 unrealized gains	224.2		230.4	
Total carrying value without allocation of FAS 115 unrealized gains	\$1,703.3	\$	1,926.5	
Total surrender charge and market value adjustments	\$ 1,449.6	\$	1,618.6	
% of DAC, VOBA, capitalized bonus interest, and unearned revenue reserve covered by surrender charge and market value adjustments:				
With FAS 115 unrealized gains	98.0%		95.4%	
Without FAS 115 unrealized gains	85.1%		84.0%	

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#### ITEM 7.01. REGULATION FD DISCLOSURE

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For a description of the non-GAAP and performance measures used in the 2005 AmerUs Group Co. Investor Conference on February 22, 2005 and a reconciliation to the most directly comparable GAAP measure, if any, see Item 2.02 above.

This Report on Form 8-K and the exhibits hereto contain statements which constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements relating to trends in operations and financial results and the business and the products of the Company and its subsidiaries, as well as other statements including words such as anticipate, believe, plan, estimate, expect, intend and other similar expres Forward-looking statements are made based upon management s current expectations and beliefs concerning future developments and their potential effects on the Company. Such forward-looking statements are not guarantees of future performance. Factors that may cause actual results to differ materially from those contemplated by these forward-looking statements include, among others, the following possibilities (a) general economic conditions and other factors, including prevailing interest rate levels and stock market performance, which may affect the Company s ability to sell products, the market value of investments and the lapse rate and profitability of policies; (b) the ability to achieve anticipated levels of operational efficiencies and cost-saving initiatives and to meet cash requirements based upon projected liquidity sources; (c) customer response to new products, distribution channels and marketing initiatives; (d) mortality, morbidity, and other factors which may affect the profitability of insurance products; (e) the ability to develop and maintain effective risk management policies and procedures and to maintain adequate reserves for future policy benefits and claims; (f) changes in the federal income tax laws and regulations which may affect the relative tax advantages of some products; (g) increasing competition in the sale of insurance and annuities and the recruitment of sales representatives; (h) regulatory changes or actions, including those relating to regulation of insurance products and of insurance companies; (i) ratings and those of the Company s subsidiaries by independent rating organizations which the Company believes are particularly important to the sale of products; (j) the performance of investment portfolios; (k) the impact of changes in standards of accounting for derivatives and business combinations, goodwill and other intangibles and purchase accounting adjustments; (1) the Company s ability to integrate the business and operations of acquired entities; (m) expected life and annuity product margins; (n) the impact of anticipated investment transactions; and (o) unanticipated litigation or regulatory investigations.

There can be no assurance that other factors not currently anticipated by the Company will not materially and adversely affect results of operations. You are cautioned not to place undue reliance on any forward-looking statements made by the Company or on its behalf. Forward-looking statements speak only as of the date the statement was made. The Company undertakes no obligation to update or revise any forward-looking statement.

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ITEM 9.01 (c). EXHIBITS

99.1 Investor Conference Presentation (furnished pursuant to Items 2.02 and 7.01)

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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/ James A. Smallenberger

James A. Smallenberger Senior Vice President and Corporate Secretary

Dated: February 22, 2005

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## **EXHIBITS**

Exhibit No. Description

99.1 Investor Conference Presentation (furnished pursuant to Items 2.02 and 7.01)