#### AMERICAN MEDICAL SECURITY GROUP INC

Form 8-K February 06, 2002

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 5, 2002

AMERICAN MEDICAL SECURITY GROUP, INC. (Exact name of Registrant as specified in its charter)

Wisconsin 1-13154 39-1431799 (State of Incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

3100 AMS Boulevard, Green Bay, Wisconsin 54313 (Address of principal executive offices) (Zip Code)

 $\begin{tabular}{ll} (920) & 661-1111 \\ (Registrant's telephone number, including area code) \\ \end{tabular}$ 

-----

#### Item 9. Regulation FD Disclosure.

American Medical Security Group, Inc. (the "Company") has developed an investor financial presentation that is available on its website www.AMSchoices.com, and presented to a number of financial analysts, investors and potential investors. The presentation furnished herewith supercedes a presentation previously furnished pursuant to a Form 8-K dated September 10, 2001 and the presentation on the Company's website. The presentation (i) describes the Company's current businesses, strategies and financial highlights; (ii) describes projected changes in the mix of revenue contributions from the Company's major businesses anticipated by 2003; and (iii) describes discussions between the Company and Cobalt Corporation, the parent of the Company's largest shareholder. The content of the presentation will form the base of future presentations the Company expects to make at financial forums, including health care conferences sponsored by various financial institutions. The presentation is prepared in summary fashion and contains information that should be read in conjunction with the Company's reports filed with the Securities and Exchange Commission from time to time.

Also included in this Form 8-K is a financial supplement containing historical data that is available on the Company's website and provided to the financial analysts, investors and potential investors.

Following is the content of the presentation and the financial

supplement furnished herewith.

[American Medical Security Group, Inc. LOGO]

February 2002

[AMS Logo]

FORWARD-LOOKING STATEMENT

Some of the statements made during this presentation may be forward-looking statements subject to inherent risks and uncertainties that may cause actual results to differ materially from the company's expectitations. Please refer to the cautionary statement contained in written materials distributed with this presentation and the various reports filed by the company with the SEC for discussions of risk factors affecting the company and its business. The company assumes no obligation to update forward-looking statements included in this presentation.

2

AMS

[AMS Logo]

[Map of the United States]

AMS Markets

Arizona-1 Alabama Colorado-1 Delaware Georgia-1 Illinois-1,2 Iowa Kansas-1 Maryland Michigan-2 Missouri-1 Nebraska-1 Nebraska-1 North Carolina-2 New Mexico-2 Ohio-1,2 Oklahoma-1,2

South Carolina South Dakota
Texas-1,2 Utah-2
West Virginia Wisconsin-1,3

- Specializes in providing
healthcare benefit plans
for small-employer groups,
Arkansas individuals & families
Florida-1,2
Indiana-1 - PPO model
Louisiana

Mississippi-2 - 2001 Revenues: \$876.6 million

- 557,716 health members at 12/

- 1- Regional Sales Office located in this state
- 2- District Sales Office located in this state
- 3- Headquarters located in Green Bay, Wisconsin

[AMS Logo]

FEBRUARY 4 EARNINGS HIGHLIGHTS

- Net income of \$0.30 per share in 4Q 2001
  - o \$0.25 in 3Q 2001
  - o \$0.10 in 2Q 2001
  - o \$0.05 in 1Q 2001 (excluding \$0.41 non-recurring litigation charge)

North Dakota

Tennessee-1,2

Washington DC

Virginia-1

Pennsylvania-1,2

- Guidance of \$1.15 1.25 per share for full-year 2002
- o Health segment loss ratio improves for 5th consecutive quarter
  - o Lowest point in more than 2 years

o New product lines reaching markets

4

[AMS Logo] AMS OVERVIEW

- o Strategies
  - o Grow individual MedOne business
  - o Continue to improve small group business performance
  - o Rollout new product lines
  - o Grow dental business

5

[AMS Logo]

BUSINESSES

Revenue Contribution Changes (% of all AMS revenues)

[Bar Chart]]

2000	2001	2003 (projected)
63% Small Group	54% Small Group	46% Small Group
25% MedOne	36% MedOne	44% MedOne
9% Specialty	10% Specialty	10% Specialty

6

[AMS Logo]

Small Group

Small Group Medical, Dental, Life and STD associated with group members

7

[AMS Logo]

SMALL GROUP COMPONENT

- Small-employer groups, ranging in size from 2 to 50 employees
- o Average group size is 6 employees
- Distribution through 25,000 independent agents

8

[AMS Logo]

SMALL GROUP COMPONENT

- Improving performance of small group business
  - o Several quarters of aggressive rate action
  - o Premiums increasing faster than claim costs
- Industry finally overcomes impact of Health Insurance Portability & Accountability Act (HIPAA)

- o Double-digit health care inflation compounds HIPAA
- o Medicare cost-shifting makes matters worse

9

#### [AMS Logo]

SMALL GROUP COMPONENT

- o New group product rollout
  - o Extremely strong agent reception
  - o Employers can tailor coverage to meet their needs
- o Aggressive efforts to invigorate new member growth

10

#### [AMS Logo]

SMALL GROUP COMPONENT

- Increase small group profitability by:
  - o Focusing on core markets
  - o Introducing new products
    - o Higher deductibles, copays, etc.

11

[AMS Logo]

Med0ne

MedOne Medical, and Life associated with MedOne members

12

[AMS Logo]

MEDONE COMPONENT

MEDONE COMPONENT

- o Product for individuals and their families
  - o No employer coverage
  - o Self-employed
  - o Temporary coverage
- o Sold through independent agents
- o Higher profit potential than small group
  - o More flexibility in underwriting and pricing
  - o Better risk selection

13

[AMS Logo]

- o Well-positioned in softening economy
  - o Layoffs
  - o Small employers dropping coverage
- New MedOne product rollout
  - o Individuals have a greater stake in health care costs

- o Elect higher deductibles and co-pays
- o Builds on success of Affordable One
- o Improving competitive environment

14

[AMS Logo] MEDONE COMPONENT

- o MedOne Revenues
  - o Up 24% in 2001 from 2000
- o MedOne Membership
  - o 45% of total 2001 membership vs. 34% in 2000

15

[AMS Logo] MEDONE COMPONENT

- Increase revenues & profitability:
  - Expand number of agents
  - o Introduce new product
  - o Create additional regional/national distribution relationships
  - o Provide agents with power of Internet
    - o eAMS.com secured agent site
    - o Electronic quoting and enrollment

16

[AMS Logo]

Specialty Business

Stand-Alone Dental and Self-Funded

17

[AMS Logo] SPECIALTY BUSINESS

- o Consists of:
  - o Dental business
    - o 167,000 stand-alone dental members
    - o 79,000 additional members bundled to group plans
  - o Self-funded business

18

[AMS Logo] SPECIALTY BUSINESS

o Increase Profitability by:

- o Expanding dental business
  - o Increase sales & marketing activity
  - o New product
- o Selectively developing self-funded business

19

[AMS Logo]

#### FINANCIAL HIGHLIGHTS

20

[AMS Logo] EARNINGS PER SHARE (\*excluding non-recurring charge)

[Line Graph]

3	2000	\$ (0	0.09)
4	2000	\$ (	0.01
1	2001	\$ (	0.05*
2	2001	\$ (	10
3	2001	\$ (	.25
4	2001	\$ (	30
	4 1 2 3	3 2000 4 2000 1 2001 2 2001 3 2001 4 2001	4 2000 \$ 0 1 2001 \$ 0 2 2001 \$ 0 3 2001 \$ 0

21

[AMS Logo] ANNUAL EARNINGS PER SHARE (\*excluding non-recurring charge)

[Bar Chart]

2000 Actual 2001 Actual 2002 Company guidance as of 2/4/02

\$0.18 \$0.70\* \$1.15 - \$1.25

22

[AMS Logo] OTHER FINANCIAL DATA

	12/31/99	As Of 12/31/00	12/31/01
Book Value per Share	\$14.86	\$15.77	\$16.30
Tangible Book Value per Share	\$7.69	\$8.24	\$8.85
Debt to Total Capital Ratio	16.2%	15.7%	14.9%
Cash Flow from Operations	\$26.4	\$(3.2)	\$17.6
Capital Adequacy (RBC)	339%	389%	486% est.

23

[AMS Logo] FINANCIAL HIGHLIGHTS

SMALL CAP VALUE

- o Investment Considerations
  - o Growing MedOne business
  - o Small group market turnaround
  - o Profitable dental business
  - o Strong systems and back office
  - o Low debt to total capital ratio 14.9%
  - o Book value of \$16.30 per share on 12/31/2001
    - o Tangible book value of \$8.85 per share on 12/31/2001
    - o Closing price of \$11.48 on 2/1/2002

24

[AMS Logo]

COBALT CORPORATION

- o 45% Shareholder
- o January 18: Files Schedule 13D with SEC

  - o Investment no longer "strategic asset"
  - July 2001: Hired investment banker to respond to inquiries from purchasers
  - o AMS in discussions with Cobalt to resolve these issues favorably for shareholders

25

[AMS Logo]

PROXY SOLICITATION

The directors and executive officers of American Medical Security Group, Inc. ("AMS") and certain other persons may be deemed to be participants in solicitation by AMS of proxies from its shareholders in connection with AMS' 2002 Annual Meeting of Shareholders. Information concerning such participants was filed by AMS with the Securities and Exchange Commission (the "SEC") on January 22, 2002.

SHAREHOLDERS OF AMS ARE ADVISED TO READ AMS' PROXY STATEMENT IN CONNECTION WITH ITS SOLICITATION OF PROXIES FROM ITS SHAREHOLDERS WHEN IN BECOMES AVAILABLE, BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION. Shareholders of AMS and other interested parties may obtain, free of charge, copies of AMS' proxy statement, and any other documents filed by AMS with the SEC, at the SEC's Internet web site at www.sec.gov. When available, definitive proxy statements and other documents may also be obtained by contacting AMS: Cliff Bowers, American Medical Security, P.O. Box 19032, Green Bay, WI 54307-9032. (920) 661-2766

26

[AMS Logo]

CAUTIONARY STATEMENT

This presentation contains certain "forward-looking" statements (within the meaning of the safe harbor provisions of the Private Securities Litigation

Reform Act of 1995) with respect to strategic business plans, earnings and changes in business mix. Such statements are subject to inherent risks and uncertainties that may cause actual results to differ materially from those contemplated. Risk factors that may affect actual results include:

- o Inability to successfully implement the Company's business plan, attain new business sales goals, retain existing customers and maintain acceptable profit margins
- o Unexpected increases in medical costs and increased utilization of medical services and prescription drugs resulting from bioterrorism concerns or otherwise
- o Competitive practice and demand for the Company's products
- o Changes in the Company's relationship with key sales agents and the ability of the Company to expand its distribution network
- O Developments in health care reform and changes in insurance and health care regulations and other regulatory issues
- General economic conditions affecting consumer spending and the Company's investment performance
- o Outcome of commercial and other litigation
- Other factors referred to in the Company's reports filed with the Securities and Exchange Commission from time to time

This presentation reflects expectations of the Company as of February 4, 2002. The Company undertakes no obligation to update this information as a result of new information or future events.

Information in this presentation related to the Company's major business products is provided in addition to previously disclosed information. In this presentation, historical and forward-looking data reflecting the Company's health and life insurance segment businesses have been allocated to major business products based on the underlying customer base.

27

[American Medical Security Group, Inc. Logo]

FINANCIAL SUPPLEMENT

AMERICAN MEDICAL SECURITY GROUP, INC. AND SUBSIDIARIES

#### INCOME DATA

(in thousands, except earnings per share)

	2000					2001	
	 1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	1st Qtr	2nd Qtr	 3rd
REVENUES							ŀ
Premiums	\$247 <b>,</b> 905	\$240,537	\$231,963	\$230,666	\$222,470	\$213,645	\$204
Investment income	4,883	4,886	4,620	4,618	4,514	4,405	4
Realized investment gain							
(loss)	_	(112)	(90)	(123)	(27)	(152)	
Fees & other	4,889	5,015	5,263	4,945	5,301	5,408	5
Total revenues	257 <b>,</b> 677	250,326	241,756	240,106	232,258	223,306	213

OPERATING COSTS Benefits	188,063	182 012	190 1/11	17/ 307	166 590	156 <b>,</b> 174	144
General and administrative		104,U14	100,141	114,331			33
Commissions and selling	33,430 28 /112	32 <b>,</b> 991	32 <b>,</b> 213	32 <b>,</b> 742	33,080 28,146	33 <b>,</b> 123	26
Commissions and Serring							
Total operating costs	251 <b>,</b> 933			236,323	227 <b>,</b> 806	217,691	204
EBITDA	5,744	6,864	1,750	3,783	4,452	5,615	9
Depreciation and amortization Interest expense	2,014 896	2,181 883	2,141 890	2 <b>,</b> 105	2 <b>,</b> 092	2 <b>,</b> 263	2
INCOME BEFORE INCOME TAXES	2,834	3 <b>,</b> 800	(1,281)	763	1,484	2,608	6
Income taxes	1 <b>,</b> 175		95			1,142	2
INCOME BEFORE NON-RECURRING ITEM					710		3
Non-recurring items, net of tax					5 <b>,</b> 850		
NET INCOME (LOSS)	\$ 1,659	\$ 2,260	\$ (1,376)	\$ 126	\$ (5,140) ======	\$ 1,466	\$ 3
PER SHARE DATA							
EBITDA - basic	\$ 0.37	\$ 0.45	\$ 0.12	\$ 0.26	\$ 0.31	\$ 0.40	\$
Income before non-recurring			·	•	•	·	
items - diluted	\$ 0.11	\$ 0.15	\$ (0.09)	\$ 0.01	\$ 0.05	\$ 0.10	\$
Net income (loss) - basic	\$ 0.11	\$ 0.15	\$ (0.09)	\$ 0.01	\$ (0.36)	\$ 0.10	\$
Net income (loss) - diluted	\$ 0.11	\$ 0.15	\$ (0.09)	\$ 0.01	\$ (0.36)	\$ 0.10	\$
Weighted average common share							
- basic		15,102	14,562	14,436	14,211	14,042	13
Weighted average common share - diluted		15,156	14,562	14,453	14,211	14,094	14
424004	10,010	10,100	,	11, 100	,	, 001	- 1
MARGIN ANALYSIS							
EBITDA	2.2%				1.9%		
Income before income taxes					0.6%		
Net income (loss)	0.6%	0.9%	(0.6%)	0.1%	(2.2%)	0.7%	

AMERICAN MEDICAL SECURITY GROUP, INC. AND SUBSIDIARIES

FINANCIAL DATA

(in thousands, except membership)

		2000				2001	
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	1st Qtr	2nd Qtr	3rd
REVENUE MIX							
Premiums:							
Health	\$232,954	\$228,437	\$222,635	\$223 <b>,</b> 696	\$216 <b>,</b> 974	\$209,124	\$200
Life	6 <b>,</b> 072	5 <b>,</b> 774	5,460	5,272	4,963	4,483	4
HMO and other	8,879	6,326	3,868	1,698	533	38	

Investment income Self funded admin fees Other	1,354 3,535	3,674	1,376 3,887	1,385 3,560	1,403 3,898	1,345 4,063	1 4
Total revenues	\$257 <b>,</b> 677		\$241,756	\$240,106	\$232 <b>,</b> 258		\$213
FINANCIAL STATISTICS							
Shareholders' equity, excluding FAS 115	\$231,706	\$228,088	\$226,341	\$225,125	\$218,850	\$219,804	\$223
Goodwill and other intangibles, net	\$110,401	\$109,455	\$108,508	\$107,562	\$106 <b>,</b> 655	\$105,748	\$104
Debt	\$ 42,158	\$ 41,858	\$ 41,558	\$ 41,258	\$ 40,958	\$ 40,658	\$ 40
Book value per share	\$ 15.01	\$ 15.64	\$ 15.58	\$ 15.77	\$ 15.54	\$ 15.70	\$ 1
Tangible book value per share	\$ 7.86	\$ 8.14	\$ 8.11	\$ 8.24	\$ 7.97	\$ 8.15	\$
Debt to total capital	16.0%	16.1%	16.0%	15.7%	15.8%	15.7%	1
Common shares outstanding, net of treasury	15,432	14,579	14,530	14,271	14,085	13,997	13
MEMBERSHIP ANALYSIS							
Health:							
Fully insured medical Self funded & HMO medical Stand-alone dental	67,364 188,565	62,160 179,760	61,958 176,727	53,954 171,007	49,768 178,283	45,490 186,990	45 171
Health	776,639				652 <b>,</b> 683		
Life/AD&D	280,893	270,600	259,000	251,779	230,426	211,547	196

AMERICAN MEDICAL SECURITY GROUP, INC. AND SUBSIDIARIES

BALANCE SHEETS

(in thousands)

	2000					
	3/31	6/30	9/30	12/31	3/3	
ASSETS						
Investments:						
Securities available for sale, at fair value:						
Fixed maturities	\$281,044	\$272,192	\$269 <b>,</b> 950	\$262,428	\$261	
Equity securities - preferred	2,027	2,180	2,315	2,368	2	
Fixed maturity securities held to maturity,						

at amortized cost Trading securities, at fair value	3,829 -	4,337 49	4,328 127		4
Total investments	286,900	278 <b>,</b> 758	276 <b>,</b> 720	269 <b>,</b> 376	267
Cash and cash equivalents	(2,335)	(3,531)	(6)	15,606	10
Other assets:					
Property and equipment, net	34,089	33,175	32,607	32,451	33
Goodwill and other intangibles, net	110,401				106
Other assets	54,772	47 <b>,</b> 150	47,016	46,928	46
Total other assets	199,262	189,780		186,941	186
TOTAL ASSETS	\$483 <b>,</b> 827	\$465,007	\$464,845	\$471,923	
LIABILITIES AND SHAREHOLDERS' EQUITY	======	======		======	====
Liabilities:					
	\$150,512	\$140,173	\$137.019	\$145.310	\$133
Advance premiums		21,449			18
Payables and accrued expenses		23,581			34
Notes payable	42,158	41,858	41,558	41,258	40
Other liabilities	21,516	41,858 20,204	19,300	20,708	19
Total liabilities		247 <b>,</b> 265			246
Shareholders' equity:					
Common stock	16,654	16,654	16,654	16,654	16
Paid-in capital	1.87,956	16,654 187,956	187,956	187,956	187
Retained earnings	35,286	37,546	36,169	36,295	31
	(10,146)				
Treasury stock		(14,068)	(14,438)		
Total shareholders' equity		217,742			218
TOTAL LIABILITIES AND SHAREHOLDERS'EQUITY		\$465,007			 \$464
					====

AMERICAN MEDICAL SECURITY GROUP, INC. AND SUBSIDIARIES

SEGMENT DATA - HEALTH

(in thousands, except financial statistics)

	2000					2001		
	 1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	1st Qtr	2nd Qtr	 3rd	
OPERATING RESULTS								
Revenues:								
Premiums	\$232 <b>,</b> 954	\$228,437	\$222,635	\$223,696	\$216 <b>,</b> 974	\$209 <b>,</b> 124	\$200	
Investment income	2,545	2,353	2,243	2,372	2,450	2,265	2	
Other revenue	3,963	4,020	4,220	3,912	4,230	4,357	4	
Total revenues	239,462	234,810	229,098	229 <b>,</b> 980	223,654	215,746	206	

Benefits and expenses: Benefits General and administrative Commissions and selling	33,765	31,876 26,817	26,310	31,649	31,752 27,211	32,469 26,975	32 25
Total benefits and expenses		234,262	233,054		223,160		201
Income (loss) before income taxes	\$ 716	\$ 548	\$ (3,956) =====	\$ (118)	\$ 494	\$ 1,321	
FINANCIAL STATISTICS							
Loss ratio	76.6%	76.9%	78.8%	76.4%	75.7%	74.1%	7
Expense ratio:     General and administrative     Commissions and selling  Total expense ratio  Combined ratio	11.4%  24.2%  100.8%	11.7%  23.9%  100.8%	11.8%  23.9%	12.3%  24.7%  101.1%	12.5% 25.2% 100.9%	12.9%  26.3%  100.4%	1  2 
Premiums per member per month:    Fully insured medical    Self funded    Dental    Short-term disability  Benefits cost per member per		44		42 19	48	·	\$
month: Fully insured medical Self funded Dental Short-term disability	\$ 101 39 13 11		•	13	36	•	\$

<sup>\*</sup> First quarter and full-year 2001 health segment general and administrative expense excludes the pre-tax litigation charge.

AMERICAN MEDICAL SECURITY GROUP, INC. AND SUBSIDIARIES

SEGMENT DATA - LIFE

(in thousands, except financial statistics)

		2000				20		
	1st Qtr	 2nd Qtr	3rd Qtr	4th Qtr	1st Qtr	2nd Qtr	 3rd	
OPERATING RESULTS							Ţ	
Revenues:							•	
Premiums	\$ 6,072	\$ 5,774	\$ 5,460	\$ 5 <b>,</b> 272	\$ 4 <b>,</b> 963	\$ 4,483	\$ 4	
Investment income	159	157	157	165	174	162		
Other revenue	56	58	57	46	42	40		

Total revenues	6 <b>,</b> 287	5,989	5,674	5,483	5,179	4,685	4
Benefits and expenses:							
Benefits	2,290	1,547	2,102	1,842	1,992	1,690	1
General and administrative	650	582	571	649	531	561	
Commissions and selling	1,107	1,070	995	957	906	836	
Total benefits and expenses	4,047	•	3,668		3,429		2
Income before income taxes	\$ 2,240		\$ 2,006	\$ 2,035	\$ 1,750 ======	\$ 1,598	\$ 1 ===
FINANCIAL STATISTICS							
Loss ratio	37.7%	26.8%	38.5%	34.9%	40.1%	37.7%	3
Expense ratio:							
General and administrative	9.8%	9.1%	9.4%	11.4%	9.8%	11.7%	1
Commissions and selling	18.2%	18.5%	18.2%		18.3%	18.6%	1
Total expense ratio	28.0%	27.6%			28.1%	30.3%	3
Combined ratio	65.7%	54.4%	66.1%	64.5%	68.2%	68.0%	
							===

AMERICAN MEDICAL SECURITY GROUP, INC. AND SUBSIDIARIES

CORPORATE AND OTHER

(in thousands)

	2000					2001	
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	1st Qtr	2nd Qtr	3rd
OPERATING RESULTS							
Revenues:							
Premiums	\$ 8,879	\$ 6,326	\$ 3 <b>,</b> 868	\$ 1,698	\$ 533	\$ 38	\$
Investment income	2,179	2,376	2,220	2,081	1,890	1,978	1
Realized investment gain							
(loss)	_	(112)	(90)	(123)	(27)	(152)	
Other revenue	870	937	986	987	1,029	1,011	
Total revenues	11,928	9 <b>,</b> 527	6,984	4,643	3 <b>,</b> 425	2,875	2
Benefits and expenses:							
Benefits	7,268	4,896	2,510	1,647	391	(497)	
General and administrative	2,111	1,767	1,624	1,603	1,982	2,049	1
Commissions and selling	829	572	345	686	29	(17)	
Interest expense	896	883	890	915	876	744	
Amortization of intangibles	946	947	946	946	907	907	
Total benefits and expenses	12,050	9,065	6,315	5 <b>,</b> 797	4,185	3,186	3
Income (loss) before income							
taxes	\$ (122)	\$ 462	\$ 669 	\$(1 <b>,</b> 154)	\$ (760)	\$ (311)	\$(1

#### 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.

> AMERICAN MEDICAL SECURITY GROUP, INC.

Dated: February 5, 2002 /s/ Gary D. Guengerich

Gary D. Guengerich

Executive Vice President & Chief

Financial Officer