

HealthMarkets, Inc.
Form 3
April 17, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â GOLDMAN SACHS GROUP INC/			(Month/Day/Year)	HealthMarkets, Inc. [UCI]	
(Last)	(First)	(Middle)	04/05/2006		
85 BROAD ST,Â			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
NEW YORK,Â NYÂ 10004			___ Director <input checked="" type="checkbox"/> 10% Owner		___ Form filed by One Reporting Person
(City)	(State)	(Zip)	___ Officer (give title below) ___ Other (specify below)		<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A-1 Common Stock	6,756,756.7567	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC/ 85 BROAD ST NEW YORK, NY 10004	^	^ X	^	^
GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004	^	^ X	^	^
GSCP V ADVISORS, LLC 85 BROAD STREET NEW YORK, NY 10004	^	^ X	^	^
GSCP V OFFSHORE ADVISORS LLC 85 BROAD STREET NEW YORK, NY 10004	^	^ X	^	^
GS ADVISORS V LLC 85 BROAD STREET NEW YORK, NY 10004	^	^ X	^	^
GOLDMAN SACHS MANAGEMENT GP GMBH MESSETURM 60308 FRANKFURT AM MAIN GERMANY, 2M 00000	^	^ X	^	^
GS CAPITAL PARTNERS V FUND LP 85 BROAD STREET NEW YORK, NY 10004	^	^ X	^	^
GS CAPITAL PARTNERS V GmbH & CO KG 85 BROAD STREET NEW YORK, NY 10004	^	^ X	^	^
GS Capital Partners V Institutional L P 85 BROAD ST NEW YORK, NY 10004	^	^ X	^	^
GS CAPITAL PARTNERS V OFFSHORE FUND LP 85 BROAD STREET NEW YORK, NY 10004	^	^ X	^	^

Signatures

/s/ Yvette Kotic,
Attorney-in-fact

04/17/2006

__Signature of Reporting Person

Date

/s/ Yvette Kotic,
Attorney-in-fact 04/17/2006

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/s/ Yvette Kotic,
Attorney-in-fact 04/17/2006

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GSCP V Advisors, L.L.C. ("GSCP Advisors"), GSCP V Offshore Advisors, L.L.C. ("GSCP Offshore Advisors"), GS Advisors V, L.L.C. ("GS Advisors"), Goldman, Sachs Management GP GMBH ("GS GmbH"), GS Capital Partners V Fund, L.P. ("GS Capital"), GS Capital Partners V Offshore Fund, L.P. ("GS Offshore"), GS Capital Partners V GmbH & CO. KG ("GS Germany"), GS Capital Partners V Institutional, L.P. ("GS Institutional" and, together with GS Capital, GS Offshore and GS Germany, the "Funds"), GS Maverick Co. ("GS Maverick"), Mulberry Holdings I, LLC ("Mulberry I"), and Mulberry Holdings II, LLC ("Mulberry II" and, together with Mulberry I, the "Mulberry Entities") (continued in next footnote)

(1) (GS Group, Goldman Sachs, GSCP Advisors, GSCP Offshore Advisors, GS Advisors, GS GmbH, the Funds, GS Maverick, and the Mulberry Entities, collectively, the "Reporting Persons"). Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

(2) On April 5, 2006, pursuant to the Agreement and Plan of Merger, dated as of September 15, 2005 (the "Merger Agreement"), by and among Premium Finance LLC, Mulberry Finance Co., Inc., DLJMB IV First Merger LLC, Premium Acquisition, Inc. ("Merger Co 1"), Mulberry Acquisition, Inc. ("Merger Co 2"), DLJMB IV First Merger Co Acquisition Inc. ("Merger Co 3", and each of Merger Co 1, Merger Co 2 and Merger Co 3, a "Merger Co"), and Healthmarkets, Inc. (formerly known as UICI) (the "Company"), each Merger Co merged with and into the Company, with the Company being the surviving corporation (the "Merger"). Upon consummation of the

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Merger, each share of common stock of each Merger Co was converted into one share of class A-1 common stock of the Company, par value \$0.01 per share ("Class A-1 Common Stock") pursuant to the Merger Agreement. (continued in next footnote)

- (4) The Mulberry Entities held 6,756,756.7567 shares of common stock of Merger Co 2, which were converted into 6,756,756.7567 shares of Class A-1 Common Stock in the Merger.

- (5) After consummation of the Merger, Goldman Sachs and GS Group may be deemed to beneficially own an aggregate of 6,756,756.7567 shares of Class A-1 Common Stock through the Mulberry Entities, of which affiliates of GS Group and Goldman Sachs are the managing member and non-managing members. Goldman Sachs is a direct and indirect wholly-owned subsidiary of GS Group. GS Group and Goldman Sachs each disclaims beneficial ownership of the shares of Class A-1 Common Stock beneficially owned by the Mulberry Entities and the Funds except to the extent of their pecuniary interest therein.

- (6) Mulberry I beneficially owns directly 5,536,722.9729 shares of Class A-1 Common Stock, and GS Capital, GS Offshore and GS Germany, the non-managing members of Mulberry I, may be deemed to beneficially own indirectly, 3,557,837.8378 shares, 1,837,831.0811 shares and 141,054.0540 shares, respectively, of Class A-1 Common Stock. Mulberry II beneficially owns directly, and its sole non-managing member, GS Institutional, may be deemed to beneficially own indirectly, 1,220,033.7838 shares of Class A-1 Common Stock.

- (7) GSCP Advisors, the general partner of GS Capital, may be deemed to beneficially own indirectly the 3,557,837.8378 shares of Class A-1 Common Stock that may be deemed to be beneficially owned by GS Capital. GSCP Offshore Advisors, the general partner of GS Offshore, may be deemed to beneficially own indirectly the 1,837,831.0811 shares of Class A-1 Common Stock that may be deemed to be beneficially owned by GS Offshore. GS Advisors, the managing limited partner of GS Germany and the general partner of GS Institutional, may be deemed to beneficially own indirectly the aggregate of 1,361,087.8378 shares of Class A-1 Common Stock that may be deemed to be beneficially owned by GS Germany and GS Institutional.

- (8) GS GmbH, the general partner of GS Germany, may be deemed to beneficially own 141,054.0540 shares of Class A-1 Common Stock that may be deemed to be beneficially owned by GS Germany. GS Maverick, the sole managing member of each of Mulberry I and Mulberry II, may be deemed to beneficially own indirectly the aggregate of 6,756,756.7567 shares of Class A-1 Common Stock that are beneficially owned by the Mulberry Entities. Each of GSCP Advisors, GSCP Offshore Advisors, GS Advisors, GS Capital, GS Offshore, GS Germany, GS Institutional and GS Maverick disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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