

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

DELPHI FINANCIAL GROUP INC/DE

CIK: **859139** | IRS No.: **133427277** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **001-11462** | Film No.: **06817383**
SIC: **6311** Life insurance

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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): May 3, 2006

DELPHI FINANCIAL GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware	001-11462	13-3427277
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1105 North Market Street, Suite 1230,
P.O. Box 8985, Wilmington, DE

19899

(Address of principal executive offices)

(ZIP Code)

Registrant's telephone number, including area code 302-478-5142

Not Applicable

(Former name or former address, if changed since last report.)

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))

Item 1.01. Entry into a Material Definitive Agreement

On May 3, 2006, the Registrant's stockholders approved an amendment to the Registrant's 2003 Employee Long-Term Incentive and Share Award Plan (the "Share Plan") to increase the aggregate number of shares of Class A Common Stock reserved for issuance under the Share Plan by 1,000,000 to a total of 3,500,000.

Item 7.01. Regulation FD Disclosure

On May 4, 2006, the Registrant issued a press release relating to the announcement of a cash dividend in the increased amount of \$0.12 per share and a 3-for-2 common stock split to be paid in the form of a stock dividend, with both the cash and the stock dividends to be distributed on June 1, 2006 to holders of record on May 18, 2006. A copy of the press release is attached to this Form 8-K as Exhibit 99.1 and is incorporated by reference herein.

Note: The information in this report (including the exhibit) is furnished pursuant to Item 7 and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, unless incorporated by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

Exhibit Number	Description of Exhibits
99.1	Registrant's May 4, 2006 press release.

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.

DELPHI FINANCIAL GROUP, INC.

/s/ ROBERT ROSENKRANZ

Robert Rosenkranz
Chairman of the Board and

Chief Executive Officer
(Principal Executive Officer)

Date: May 8, 2006

[LOGO OF DELPHI FINANCIAL GROUP, INC.]

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For Immediate Release

05-04-06

DELPHI FINANCIAL ANNOUNCES 3-FOR-2 STOCK SPLIT AND 20% DIVIDEND INCREASE

WILMINGTON, Del., May 4 2006, -- Delphi Financial Group, Inc. (NYSE: DFG) today announced that its Board of Directors has approved a 3- for-2 common stock split and a 20% increase in the Company's regular cash dividend to \$.12 per share on a pre-split basis. Combined with the increase approved in February 2006, this amounts to a 33% increase in the dividend compared to the 2005 level.

The stock split will be effected in the form of a stock dividend of one- half share for each share held of record as of May 18, 2006, payable on June 1, 2006. Fractional share amounts resulting from the split will be paid to shareholders in cash. The \$.12 per share cash dividend will also be payable on June 1, 2006 to shareholders of record as of May 18, 2006. On a post-split basis, the regular cash dividend will be \$.08 per share.

Robert Rosenkranz, Chairman and Chief Executive Officer, said, "The dividend increase and stock split reflect our confidence in the longer-term outlook for our insurance business as well as our strong financial position. We are committed to building increased value for our shareholders and have more than doubled our dividend payout since cash dividends were commenced in 2001."

Delphi Financial Group, Inc. is an integrated employee benefit services company. Delphi is a leader in managing all aspects of employee absence to enhance the productivity of its clients and provides the related insurance coverages: group life, long-term and short-term disability, excess workers' compensation for self-insured employers, travel accident and dental. Delphi's asset accumulation business emphasizes individual fixed annuity products. Delphi's common stock is listed on the New York Stock Exchange under the symbol DFG and its corporate website address is <http://www.delphifin.com>.

In connection with, and because it desires to take advantage of, the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, Delphi cautions readers regarding certain forward-looking statements in the foregoing discussion and in any other statements made by, or on behalf of, Delphi, whether in future filings with the Securities and Exchange Commission or otherwise. Forward-looking statements are statements not based on historical information and which relate to future operations, strategies, financial

results, prospects, outlooks or other developments. Some forward- looking statements may be identified by the use of terms such as "expects," "believes," "anticipates," "intends," "judgment," "outlook" or other similar expressions. Forward-looking statements are necessarily based upon estimates and assumptions that are inherently subject to significant business, economic, competitive and other uncertainties and contingencies, many of which are beyond Delphi's control and many of which, with respect to future business decisions, are subject to change. Examples of such uncertainties and contingencies include, among other important factors, those affecting the insurance industry generally, such as the economic and interest rate environment, federal and state legislative and regulatory developments, including but not limited to changes in financial services, employee benefit and tax laws and regulations, market pricing and competitive trends relating to insurance products and services, acts of terrorism or war, and the availability and cost of reinsurance, and those relating specifically to Delphi's business, such as the level of its insurance premiums and fee income, the claims experience, persistency and other factors affecting the profitability of its insurance products, the performance of its investment portfolio and changes in Delphi's investment strategy, acquisitions of companies or blocks of business, and ratings by major rating organizations of Delphi and its insurance subsidiaries. These uncertainties and contingencies can affect actual results and could cause actual results to differ materially from those expressed in any forward-looking statements made by, or on behalf of, Delphi. Delphi disclaims any obligation to update forward-looking information.