
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) **October 2, 2015**

NATIONAL WESTERN LIFE INSURANCE COMPANY
(Exact Name of Registrant as Specified in Charter)

Colorado
(State or Other Jurisdiction
of Incorporation)

001-34411
(Commission
File Number)

84-0467208
(IRS Employer
Identification No.)

850 East Anderson Lane
Austin, Texas
(Address of Principal Executive Offices)

78752-1602
(Zip Code)

Registrant's telephone number, including area code **(512) 836-1010**

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 (*see* General Instruction A.2. below):

- 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 2.01 Completion of Acquisition or Disposition of Assets.

On October 1, 2015, National Western Life Insurance Company, a Colorado corporation ("NWLI Colorado"), completed its previously announced holding company reorganization pursuant to the Agreement and Plan of Merger, dated April 6, 2015 (the "Reorganization Agreement"), among NWLI Colorado, National Western Life Group, Inc., a Delaware corporation ("NWLI Delaware"), and NWLIC MergerCo, Inc., a Colorado corporation ("MergerCo"). The Reorganization Agreement provided for the merger of NWLI Colorado with MergerCo (the "Merger"), with NWLI Colorado surviving the Merger as a wholly owned subsidiary of NWLI Delaware, and the conversion of each share of Class A common stock, par value \$1.00 per share, of NWLI Colorado ("Oldco Class A Stock") and each share of Class B common stock, par value \$1.00 per share, of NWLI Colorado ("Oldco Class B Stock") issued and outstanding immediately prior to the effective time of the Merger, into one duly issued, fully paid and non-assessable share of Class A common stock, par value \$0.01 per share, of NWLI Delaware ("Newco Class A Stock") or Class B common stock, par value \$0.01 per share, of NWLI Delaware ("Newco Class B Stock"), respectively (collectively with the other transactions contemplated by the Reorganization Agreement, the "Reorganization"). In addition, each outstanding option to acquire, or stock appreciation rights ("SARs") relating to, shares of Oldco Class A Stock automatically converted into an option to acquire, or SARs relating to, on the same terms and conditions, an identical number of shares of Newco Class A Stock. As a result of the Reorganization, NWLI Delaware replaced NWLI Colorado as the publicly held company. The Reorganization was approved by the shareholders of NWLI Colorado at its Annual Meeting of Shareholders held on June 19, 2015.

The foregoing description of the Reorganization is not complete and is qualified in its entirety by reference to the Reorganization Agreement, which is filed as Exhibit 2.1 to this Current Report on Form 8-K, and is incorporated herein by reference.

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

In connection with the completion of the Reorganization, on July 17, 2015, NWLI Colorado notified the NASDAQ Stock Market ("NASDAQ") that each issued and outstanding share of Oldco Class A Stock would be converted into one share of Newco Class A Stock and NWLI Colorado requested that NASDAQ suspend trading of the Oldco Class A Stock, and commence trading of the Newco Class A Stock, as of the open of business on October 2, 2015. As of the open of business on October 2, 2015, NASDAQ suspended trading of the Oldco Class A Stock and shares of Newco Class A Stock commenced trading on the NASDAQ under the symbol "NWLI", which was the symbol used by NWLI Colorado prior to the Reorganization.

Item 3.03. Material Modification to Rights of Security Holders.

As a result of the Reorganization, shareholders of NWLI Colorado became stockholders of NWLI Delaware, and the rights of such stockholders are now defined by the Delaware General Corporation Law, the Restated Certificate of Incorporation of NWLI Delaware (the "Certificate of Incorporation") and the Bylaws of NWLI Delaware (the "Bylaws"). The Certificate of Incorporation and Bylaws are attached hereto as Exhibits 3.1 and 3.3, respectively, and are incorporated herein by reference. Information about the difference in stockholder rights as a result of the Reorganization was previously disclosed in the Registration Statement on Form S-4 of NWLI Delaware (File No. 333-203257) declared effective by the SEC on April 29, 2015, as amended and supplemented by the prospectus supplement filed on June 12, 2015.

The Certificate of Incorporation and Bylaws, which are filed as Exhibit 3.1 and 3.2, respectively, to this Current Report on Form 8-K are incorporated herein by reference.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Pursuant to the Reorganization Agreement, the directors of NWLI Delaware are the same individuals who were directors of NWLI Colorado immediately prior to the Reorganization.

NWLI Delaware will adopt all of NWLI Colorado's effective Form S-8 registration statements under the Securities Act of 1933 and, pursuant to the Reorganization Agreement, has assumed the National Western Life Insurance Company 1995 Stock and Incentive Plan and the National Western Life Insurance Company 2008 Incentive Plan.

Item 8.01. Other Events.

As of October 2, 2015, the Newco Class A Stock is deemed to be registered under Section 12(b) of the Securities Exchange Act of 1934 pursuant to Rule 12g-3(a) promulgated thereunder. For purposes of Rule 12g-3(a), NWLI Delaware is the successor issuer to NWLI Colorado. As a result, effective as of October 2, 2015, future filings with the SEC will be filed by NWLI Delaware under CIK No. 0001635984.

On October 2, 2015, NWLI Colorado issued a press release relating to the consummation of the Reorganization. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
2.1	Agreement and Plan of Merger, dated April 6, 2015, among National Western Life Insurance Company, a Colorado corporation, National Western Life Group, Inc., a Delaware corporation, and NWLIC MergerCo., Inc. (Incorporated by reference to Annex I of the Supplement to the Proxy Statement/Prospectus (File No. 333-203257) filed with the SEC on June 12, 2015).
3.1	Restated Certificate of Incorporation of National Western Life Group, Inc. (Incorporated by reference to Annex II of the Supplement to the Proxy Statement/Prospectus (File No. 333-203257) filed with the SEC on June 12, 2015).
3.2	Bylaws of National Western Life Group, Inc. (Incorporated by reference to Annex III of the Supplement to the Proxy Statement/Prospectus (File No. 333-203257) filed with the SEC on June 12, 2015).
99.1	Press Release, dated October 2, 2015.

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.

NATIONAL WESTERN LIFE INSURANCE COMPANY

Date: October 2, 2015

/S/Brian M. Pribyl

Brian M. Pribyl
Senior Vice President,
Chief Financial Officer
and Treasurer

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release, dated October 2, 2015.

NEWS RELEASE

NATIONAL WESTERN LIFE INSURANCE COMPANY

Exhibit 99.1

For Immediate Release

NATIONAL WESTERN LIFE INSURANCE COMPANY COMPLETES DELAWARE HOLDING COMPANY REORGANIZATION

NASDAQ TICKER SYMBOL TO REMAIN “NWLI”

Austin, Texas (October 2, 2015) - National Western Life Insurance Company, a Colorado corporation (Nasdaq Global Market: NWLI) (the “Company”), today announced that it has completed its previously announced holding company reorganization, pursuant to which a new Delaware corporation, National Western Life Group, Inc., (“NWLI Delaware”), has replaced the Company as the publicly held corporation. At the market open today, October 2, 2015, the Class A shares of common stock of NWLI Delaware commenced trading on the Nasdaq Global Market under the ticker symbol “NWLI”, the same ticker symbol previously used by the Company.

As a result of the reorganization, the Company has become a wholly owned subsidiary of NWLI Delaware. In addition, the Company’s shareholders have automatically become stockholders of NWLI Delaware on a one-for-one basis, holding the same number and class of NWLI Delaware shares and the same ownership percentage after the reorganization as they held immediately prior to the reorganization. The business operations and executive officers of the Company will not change as a result of the reorganization.

About National Western Life Group, Inc.

National Western Life Group, Inc. is the parent organization of National Western Life Insurance Company. Founded in 1956, National Western Life Insurance Company is a stock life insurance company offering a broad portfolio of individual universal life, whole life and term insurance plans, annuity products, and investment contracts meeting the financial needs of its customers in 49 states as well as residents of various countries in Central and South America, the Caribbean, Eastern Europe, Asia, and the Pacific Rim. National Western Life Insurance Company has approximately 265 employees and 22,000 contracted independent agents, brokers, and consultants, and at June 30, 2015, maintained total assets of \$11.5 billion, stockholders' equity of \$1.6 billion, and life insurance in force of \$22.9 billion.

Investor Relations Contact:

Brian M. Pribyl - Senior Vice President, Chief Financial Officer and Treasurer
(512) 836-1010
bpribyl@nationalwesternlife.com