

TRIPLE-S MANAGEMENT CORP
Form 424B4
May 20, 2013
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Filed Pursuant to Rule 424(b)(4)
Registration No. 333-187082

PROSPECTUS SUPPLEMENT

(To Prospectus dated May 3, 2013)

5,400,368 Shares

Triple-S Management Corporation

Class B Common Stock

The selling shareholders identified in this prospectus supplement are offering 5,400,368 shares of our Class B common stock (the Shares), par value \$1.00 per share. We will not receive any of the proceeds from the sale of the Shares by the selling shareholders.

We will purchase 1,000,000 Shares in this offering at a price of \$18.25 per share, which is the price to the public.

Our Class B common stock is listed on the New York Stock Exchange (NYSE) under the symbol GTS. The last reported sale price of our Class B common stock on May 16, 2013 was \$19.11 per share.

Investing in the Shares involves certain risks, including those described under the heading Risk Factors beginning on page S-12 of this prospectus supplement and in any documents incorporated herein by reference.

	Price to Public	Underwriting Discounts and Commissions	Proceeds to the Selling Shareholders
Per Share	\$18.250	\$0.919	\$17.331
Total	\$98,556,716	\$4,962,938	\$93,593,778

The selling shareholders have granted the underwriters the right to purchase, within a period of 30 days beginning on the date of this prospectus supplement, up to 810,055 additional Shares, solely to cover over-allotments.

Neither the Securities and Exchange Commission (the SEC) nor any state securities commission has approved or disapproved these securities, or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Delivery of the Shares will be made on or about May 22, 2013

Joint Bookrunning Managers

Credit Suisse

Co-Manager

Wells Fargo Securities

Stifel

The date of this prospectus supplement is May 16, 2013

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We, the selling stockholders and the underwriters have not authorized any person to provide you with any information other than the information contained in or incorporated by reference in this prospectus supplement, the accompanying prospectus and any related free writing prospectus we provide to you that is required to be filed with the SEC. We, the selling stockholders and the underwriters take no responsibility for, and provide no assurance as to the reliability of, any other information that others may give to you. We, the selling stockholders and the underwriters are not making an offer to sell the Shares in any jurisdiction where the offer or sale is not permitted. You should assume that the information

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appearing in this prospectus supplement, the accompanying prospectus, any such free writing prospectus and the documents incorporated by reference herein and therein is accurate only as of the date of the document in which such information appears. Our business, financial condition, results of operations and prospects may have changed since those dates.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of the offering of Shares, identifies the selling shareholders and also adds to and updates information contained in the accompanying prospectus. The second part is the accompanying prospectus, which gives more general information. If information varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. You should read both this prospectus supplement and the accompanying prospectus together with the additional information described under **Where You Can Find More Information**.

The terms Triple-S, TSM, the Company, the Corporation, we, us and our each refer to Triple-S Management Corporation.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any document that we file at the Public Reference Room of the SEC at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains an Internet site at <http://www.sec.gov>, from which interested persons can electronically access our SEC filings, including the registration statement and the exhibits and schedules thereto.

The SEC allows us to incorporate by reference the information that we have filed, or that we may file in the future with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus, and information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and all documents we file pursuant to Section 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934 (the Exchange Act), as amended, on or after the date of this prospectus supplement and prior to the closing of this offering (other than, in each case, documents or information deemed to have been furnished and not filed in accordance with SEC rules):

- (a) Annual Report on Form 10-K for the year ended December 31, 2012;
- (b) Definitive Proxy Statement on Schedule 14A filed with the SEC on March 15, 2013 (solely to the extent incorporated by reference into Part III of our Annual Report on Form 10-K for the year ended December 31, 2012);
- (c) Quarterly Report on Form 10-Q for the period ended March 31, 2013;
- (d) Current Reports on Form 8-K filed on March 7, 2013 and May 1, 2013 (with respect to Item 5.07); and
- (e) the description of our shares of Class B common stock set forth in our registration statement on Form 8-A (File No. 001-33865) filed on December 3, 2007 including any amendment for the purpose of updating such description.

You may request a copy of these filings at no cost, by writing or telephoning the office of Triple-S Management Corporation, Office of the Secretary, P.O. Box 363628, San Juan, Puerto Rico 00936-3628, (787) 749-4949.

Any statement contained in a document incorporated by reference in this prospectus supplement and the accompanying prospectus is modified or superseded for purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement or in any subsequently filed document that also is incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded does not, except as so modified or superseded, constitute a part of this prospectus supplement and the accompanying prospectus.

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SPECIAL NOTE ON FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein contain forward-looking statements, as such term is defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that include information about possible or assumed future sales, results of operations, developments, regulatory approvals or other circumstances. Statements that use the terms believe, expect, plan, intend, estimate, anticipate, project, may, will, shall, show or similar expressions, whether in the positive or negative, are intended to identify forward-looking statements.

All forward-looking statements in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein reflect, when made, our current views about future events and are based on assumptions and subject to risks and uncertainties. Although we believe our forward-looking statements are reasonable, actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those discussed under the caption Risk Factors herein, in our Annual Report on Form 10-K for the year ended December 31, 2012 and in our Quarterly Reports on Form 10-Q.

In addition, we operate in a highly competitive, constantly changing environment that is significantly influenced by very large organizations that have resulted from business combinations, aggressive marketing and pricing practices of competitors and regulatory oversight. The following is a summary of factors that either individually or in combination, if markedly different from our planning assumptions, could cause our results to differ materially from those expressed in any forward-looking statements contained in this prospectus and the documents incorporated by reference herein:

trends in health care costs and utilization rates;

ability to secure sufficient premium rate increases;

competitor pricing below market trends of increasing costs;

re-estimates of our policy and contract liabilities;

changes in federal or Puerto Rico government regulation of managed care, life insurance or property and casualty insurance;

significant acquisitions or divestitures by major competitors;

introduction and use of new prescription drugs and technologies;

a downgrade in our financial strength ratings;

litigation or legislation targeted at managed care, life insurance or property and casualty insurance companies;

ability to contract with providers and government agencies consistent with past practice;

ability to successfully implement our disease management and utilization management programs;

volatility in the securities markets and investment losses and defaults;

general economic downturns, major disasters and epidemics; and

the other factors described under **Risk Factors** in this prospectus supplement.

The foregoing list should not be construed to be exhaustive. We believe the forward-looking statements in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein are reasonable; however, there is no assurance that the actions, events or results anticipated by the forward-looking statements will occur or, if any of them do, what impact they will have on our results of

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operations or financial condition. In view of these uncertainties, you should not place undue reliance on any forward-looking statements, which are based on our expectations at the time such statements are made. Further, forward-looking statements speak only as of the date they are made, and, other than as required by applicable law, including the securities laws of the United States, we do not intend to update or revise any of them in light of new information or future events.

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SUMMARY

This summary highlights information contained elsewhere in this prospectus supplement or the accompanying prospectus, but it may not contain all of the information that you should consider before deciding to invest in the Shares. You should carefully review this summary together with the more detailed information, financial statements and notes thereto contained elsewhere or incorporated by reference in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference to which we refer you for a more complete understanding of this offering.

Our Company

We are one of the most significant players in the managed care industry in Puerto Rico, serving approximately 1,675,000 members across all regions as of March 31, 2013, with an estimated 28% market share in terms of premiums written in Puerto Rico for the year ended December 31, 2012. We have the exclusive right to use the Blue Cross and Blue Shield (BCBS) names and marks throughout Puerto Rico and the U.S. Virgin Islands and over 50 years of experience in the managed care industry. We offer a broad portfolio of managed care and related products in the commercial and Medicare markets. We market our managed care products through an extensive network of independent agents and brokers located throughout Puerto Rico as well as an internal salaried sales force. Until September 30, 2010 we provided managed care services to the Puerto Rico Health Insurance Plan (similar to Medicaid) (HIP or Medicaid), and beginning on November 1, 2011 we resumed our participation in this sector as an Administrative Service Only (ASO) provider for *miSalud*. *miSalud* is a government of Puerto Rico-funded managed care program for the medically indigent that is similar to the Medicaid program in the U.S.

We also offer complementary products and services, including life insurance, accident and disability insurance and property and casualty insurance. We are one of the leading providers of life insurance policies in Puerto Rico.

Substantially all premiums generated by our insurance subsidiaries are from customers within Puerto Rico. In addition, all of our long-lived assets, other than financial instruments, including deferred policy acquisition costs and value of business acquired, goodwill and other intangibles and the deferred tax assets are located within Puerto Rico.

In the year ended December 31, 2012, we generated total operating revenues of approximately \$2.4 billion, of which approximately 90% was derived from our managed care businesses and 10% from our life insurance and property and casualty insurance businesses. In the three months ended March 31, 2013, we generated total operating revenues of approximately \$589.6 million, of which approximately 89% was derived from our managed care businesses and 11% from our life insurance and property and casualty insurance businesses.

Products and Services

Managed Care

Through our subsidiaries, Triple-S Salud, Inc. (TSS) and American Health, Inc. (AH or American Health), we offer a broad range of managed care products, including Health Maintenance Organization (HMO) plans, Preferred Provider Organization (PPO) plans, Medicare Supplement, Medicare Advantage, Medicare Part D and Medicaid plans. Managed care products represented approximately 90% of our consolidated premiums earned, net for each of the years ended December 31, 2012, 2011 and 2010. We design our products to meet the needs and objectives of a wide range of customers, including employers, professional and trade associations, individuals and government entities. Our customers either contract with us to assume

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underwriting risk or they self-fund underwriting risk and rely on us for provider network access, medical cost management, claim processing, stop-loss insurance and other administrative services. Our products vary with respect to the level of benefits provided, the costs paid by employers and members, including deductibles and co-payments, and the extent to which our members' access to providers is subject to referral or preauthorization requirements.

Managed care generally refers to a method of integrating the financing and delivery of health care within a system that manages the cost, accessibility and quality of care. Managed care products can be further differentiated by the types of provider networks offered, the ability to use providers outside such networks and the scope of the medical management and quality assurance programs. Our members receive medical care from our networks of providers in exchange for premiums paid by the individuals or their employers, including governmental entities, and, in some instances, a cost-sharing payment between the employer and the member. We reimburse network providers according to pre-established fee arrangements and other contractual agreements.

We currently offer the following managed care plans:

HMO: We offer HMO plans that provide members with health care coverage for a fixed monthly premium in addition to applicable member co-payments. Health care services can include emergency care, inpatient hospital and physician care, outpatient medical services and supplemental services such as dental, vision, behavioral and prescription drugs, among others. Members must select a primary care physician within the network to provide and assist in managing care, including referrals to specialists.

PPO: We offer PPO managed care plans that provide our members and their dependent family members with health care coverage in exchange for a fixed monthly premium. In addition, we provide our PPO members with access to a larger network of providers than our HMO. In contrast to our HMO product, we do not require our PPO members to select a primary care physician or to obtain a referral to utilize in-network specialists. We also provide coverage for PPO members who access providers outside of the network. Out-of-network benefits are generally subject to a higher deductible and coinsurance. We also offer national in-network coverage to our PPO members through the BlueCard program.

BlueCard: For our members who purchase our PPO and selected members under ASO arrangements through our subsidiary TSS, we offer the BlueCard program. The BlueCard program offers these members in-network benefits through the networks of the other BCBS plans in the United States and certain U.S. territories. In addition, the BlueCard worldwide program provides our PPO members with coverage for medical assistance worldwide. We believe that the national and international coverage provided through this program allows us to compete effectively with large national insurers.

Medicare Supplement: We offer Medicare Supplement products, which provide supplemental coverage for many of the medical expenses that the Medicare Parts A and B programs do not cover, such as deductibles, coinsurance and specified losses that exceed these programs' maximum benefits.

Prescription Drug Benefit Plans: Every Medicare beneficiary must be given the opportunity to select a prescription drug plan through Medicare Part D, largely funded by the federal government. We are required to offer a Medicare Part D prescription drug plan to our enrollees in every area in which we operate. We offer prescription drug benefits under Medicare Part D in our Medicare Advantage plans as well as on a stand-alone basis. We also offer a Drug Discount Card for local government employees and individuals. The Drug Discount Card program is not insurance, but rather provides access to discounts from contracted pharmacies. As of December 31, 2012, we had enrolled approximately 25,224 members in the Drug Discount Card program. We plan to continue extending the program to members in group plans without drug coverage during 2013.

Administrative Services Only: In addition to our fully insured plans, we also offer our PPO products on a self-funded or ASO basis, under which we provide claims processing and other administrative services to

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employers and *miSalud*. Employers choosing to purchase our products on an ASO basis fund their own claims, but their employees are able to access our provider network at our negotiated discounted rates. We administer the payment of claims to the providers but we do not bear any insurance risk in connection with claims costs because we are reimbursed in full by the employer, thus we are only subject to credit risk in this business. For certain self-funded plans, we provide stop loss insurance pursuant to which we assume some of the medical risk for a premium. The administrative fee charged to self-funded groups is generally based on the size of the group and the scope of services provided.

Life Insurance

We offer a wide variety of life, accident, disability and health and annuity products in Puerto Rico through our subsidiary Triple-S Vida, Inc. (TSV). Life insurance premiums represented approximately 6% of our consolidated premiums earned, net for each of the years ended December 31, 2012, 2011 and 2010. TSV markets in-home service life and supplemental health products through a network of company-employed agents. Ordinary life, cancer and dreaded diseases (Cancer line of business), and pre-need life products are marketed through independent agents. TSV is the leading distributor of life products in Puerto Rico. We are the only home service company in Puerto Rico and offer guaranteed issue, funeral and cancer policies to the lower and middle income market segments directly to people in their homes. We also market our group life and disability coverage through our independent producers.

Property and Casualty Insurance

We offer a wide range of property and casualty (P&C) insurance products through our subsidiary Triple-S Propiedad, Inc. (TSP). Property and casualty insurance premiums represented approximately 4% of our consolidated premiums earned, net for each of the years ended December 31, 2012, 2011 and 2010. Our predominant lines of business are commercial multi-peril, commercial property mono-line, auto physical damage, auto liability and dwelling policies. This segment's commercial lines target small to medium size accounts.

Due to our geographical location, property and casualty insurance operations in Puerto Rico are subject to natural catastrophic activity, in particular hurricanes, tropical storms and earthquakes. As a result, local insurers, including ourselves, rely on the international reinsurance market. The property and casualty insurance market is affected by the cost of reinsurance, which varies with the catastrophic experience.

We maintain a comprehensive reinsurance program as a means of protecting our surplus in the event of a catastrophe. Our policy is to enter into reinsurance agreements with reinsurers considered to be financially sound. Nearly all our reinsurers have an A.M. Best rating of A- or better, or an equivalent rating from other rating agencies. During the year ended December 31, 2012, approximately 39% of the premiums written in the property and casualty insurance segment were ceded to reinsurers. Although these reinsurance arrangements do not relieve us of our direct obligations to our insured, we believe that the risk of our reinsurers not paying balances due to us is low.

Our Competitive Strengths

Strong Brand Recognition and Reputation in Puerto Rico. We believe that the strength of the Triple-S brand, which we have built throughout our 50+ year operating history in Puerto Rico, and our exclusive license to use the BCBS marks, gives us a significant competitive advantage. As the largest managed care company in Puerto Rico, we serve approximately 45% of the total population and we have the broadest provider network, including over 8,000 physicians. In addition to having one of the most recognized brands in Puerto Rico, we

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believe we enjoy a competitive advantage as a result of our participation in the BlueCard program, which provides our members with coverage for medical attention throughout the United States, the primary travel destination of Puerto Rico residents.

Attractive Puerto Rico Market. The Puerto Rico economy is largely driven by the manufacturing and services sectors, and is supported by the presence of major global corporations, with 55 of the Fortune 100 companies having operations on the island. The aging demographics in Puerto Rico make it an attractive region for growth in Medicare, as Puerto Rico's Medicare beneficiary population is approximately 19% of its population, nearly 300 basis points higher than the overall U.S. Furthermore, this segment of the population is growing 30 basis points faster in Puerto Rico than in the overall U.S. We also believe that the high population density on the island facilitates efficiencies in our marketing and outreach efforts.

Leading Managed Care Platforms. We are the leading managed care player in Puerto Rico in both the commercial and *miSalud* markets, and we are the #3 Medicare Advantage player on the island following our acquisition of American Health in February 2011. We offer a broad array of both risk and non-risk based managed care solutions and serve multiple customer segments, including corporate customers, individuals, federal government employees, and Medicare eligibles. Our strong provider network and commitment to customer service have helped us to achieve a 97%+ retention rate in 2012 among our major corporate customers.

Strong Complementary Businesses. To enhance our relationships with managed care customers, we offer life, disability and P&C insurance products designed to complement the sale of our managed care products and services. Together, our life, disability and P&C businesses account for approximately one-third of our annual operating profit, and we believe that the broad range of our managed care and complementary products provides us with significant opportunities to develop additional points of distribution, particularly among the insurance agencies of Puerto Rico-based financial institutions. In addition, approximately 33% of our sales agents are licensed to sell both life insurance and managed care products.

Proven and Experienced Management Team. We have been a market leader in managed care in Puerto Rico for over 50 years and believe that the extensive experience of our management team provides us with a unique competitive advantage. Our President and Chief Executive Officer, Ramón Ruiz-Comas, has been a member of Triple-S's management team for the past 23 years. Mr. Ruiz is also a member of the Board of Directors of the Blue Cross Blue Shield Association (BCBSA) and serves as the Chairman of its Audit Committee. Pablo Almodóvar-Scalley, the President of our managed care segment, has also been a member of our management team for the past 23 years. Susan Rawlings, President of our Medicare Advantage unit, has over 20 years of experience in the managed care sector.

Our Strategy

Expand Operating Margins and Improve Clinical Outcomes. As we continue to expand and grow our managed care platform, we are also focusing on a number of initiatives to improve clinical outcomes while also lowering our medical costs. For example, we recently signed a new pharmacy benefits management (PBM) contract to help us better manage our drug expenditures. In addition, we have introduced new clinical management programs to reduce unnecessary procedures through the application of electronic medical records. We also remain focused on reducing our operating expenses through the consolidation of our financial and human resources IT systems and the centralization of certain of our corporate functions.

Implement New Cost Containment Initiatives. As we continue to build scale and diversify our managed care business, we remain focused on pursuing new strategies aimed at improving efficiencies, reducing costs and improving clinical outcomes. For example, we are improving alignment among our patients and physicians by refining our plan designs based on narrower physician networks. Similarly, in 2012, we acquired a majority stake

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in a Puerto Rico health clinic. We believe we are a pioneer in the delivery of integrated care solutions. As we continue to explore partnership opportunities to strengthen our integrated care model, our goal is to drive better clinical outcomes and reduce overall costs by improving coordination with and among our providers, including physicians.

Grow Medicare Advantage Business. We intend to leverage our American Health platform and our BCBS affiliation to expand our share of the Medicare Advantage market in Puerto Rico. We entered the Medicare Advantage market in 2005 and, as of March 31, 2013, we were the #3 player in that market with a market share of approximately 23%. Puerto Rico represents an attractive growth opportunity for Medicare, as the population over the age of 65 is expected to grow approximately 2% per annum until 2025. Given our leadership in serving multiple segments of the managed care population, we are also making proactive efforts to capture the high incidence of dual-eligibles in Puerto Rico and increase our STAR ratings in order to enhance our participation in CMS quality bonus program.

Pursue Cross-Selling and Related Opportunities. To expand our relationships with our managed care customers, we intend to capitalize on cross-selling opportunities by taking advantage of our leading brand name and using our internal and external sales forces to sell both managed care and complementary products such as life, disability, and P&C insurance. We have established relationships with leading financial institutions in Puerto Rico, which we believe will allow us to further develop business opportunities in P&C and life insurance products through these institutions agency operations.

Enhance Shareholder Value through Disciplined Capital Deployment. We believe that profitable growth, both organic and through acquisitions, is an important part of our business. Since our initial public offering, we have acquired two leading managed care businesses, La Cruz Azul de Puerto Rico and American Health, both of which expanded our customer base and improved our growth profile. We remain focused on acquiring managed care plans and complementary services that expand our product offerings or our geographic footprint, and we continue to explore future opportunities to expand our business outside Puerto Rico into adjacent markets, with a particular focus on Latin America and Hispanic communities in the mainland United States. In addition to any future strategic investments, we remain committed to delivering value to shareholders through opportunistic share repurchase activity.

The Conversion

Immediately prior to the closing of this offering, we will convert 6,660,423 shares of our Class A common stock into Class B common stock. We refer to this conversion herein as the Conversion. 5,400,368 (or 6,210,423 if the underwriters exercise their over-allotment option in full) of such converted shares will be the Shares sold in this offering. The remaining 1,260,055 shares (or 450,000 shares if the underwriters exercise their over-allotment option in full) converted as part of the Conversion but not sold in the offering, will be subject to a contractual 180-day lock-up period. See Underwriting. On a pro forma basis after giving effect to the Conversion, there were 2,382,386 shares of Class A common stock outstanding as of March 31, 2013.

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THE OFFERING

Issuer	Triple-S Management Corporation
Class B common stock offered by the selling stockholders	5,400,368 Shares (or 6,210,423 Shares if the underwriters exercise their over-allotment option in full)
Class B common stock outstanding after this offering(1)	25,059,262 shares
Purchase by Issuer	We will purchase 1,000,000 Shares in this offering at a price of \$18.25 per Share, which is the price to the public.
Over-allotment option	The selling shareholders have granted the underwriters an option to purchase up to 810,055 additional Shares to cover over-allotments, if any, at the public offering price, less the underwriting discount, within 30 days from the date of this prospectus supplement
Voting rights	One vote per Share
Use of proceeds	Triple-S will not receive any proceeds from this offering
Risk factors	See Risk Factors beginning on page S-12 of this prospectus supplement for a discussion of risks you should carefully consider before deciding to invest in the Shares
U.S. federal income tax consequences	For the U.S. federal income tax consequences of the holding and disposition of shares of our Class B common stock, see Material United States Federal Income Tax Considerations
NYSE symbol	Our Class B common stock is listed on the NYSE under the symbol GTS

(1) Based on the number of shares that were issued and outstanding as of March 31, 2013, and after giving effect to the Conversion and the purchase and retirement by us of 1,000,000 Shares in this offering. See Purchase by Issuer above. Unless we specifically state otherwise, the information in this prospectus supplement as to the number of shares outstanding does not reflect awards of our Class B common stock available for issuance under our 2007 Incentive Plan. Certain shares of our Class B common stock outstanding after this offering, including those converted as part of the Conversion but not sold in the offering and those owned by our directors and executive officers and the selling shareholders, will be subject to a contractual 180-day lock-up period. See Shares Eligible for Future Sale and Underwriting.

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The table below provides a summary of our historical consolidated financial data for each of the three years in the period ended December 31, 2012 and for the three-month periods ended March 31, 2013 and 2012. We derived the statement of earnings data for the three months ended March 31, 2013 and 2012, and the balance sheet data as of March 31, 2013 and 2012, from our unaudited consolidated financial statements included elsewhere in this prospectus supplement. We derived the statement of earnings data for the three years in the period ended December 31, 2012, and the balance sheet data as of December 31, 2012, 2011 and 2010 from our audited consolidated financial statements included elsewhere in this prospectus supplement.

Our unaudited consolidated financial statements have been prepared on the same basis as our audited consolidated financial statements and, in our opinion, reflect all adjustments, consisting only of normal and recurring adjustments, necessary for a fair presentation of this data in all material respects. The results for any interim period are not necessarily indicative of the results that may be expected for a full year or any other period.

You should read this summary consolidated financial data together with Management's Discussion and Analysis of Financial Condition and Results of Operations and our audited and unaudited consolidated financial statements and accompanying notes thereto included elsewhere in this prospectus supplement.

	Three Months Ended March 31,		Year Ended December 31,		
	2013	2012	2012	2011	2010
	(in millions, except per share data)				
Statement of Earnings Data					
Revenues:					
Premiums earned, net	\$ 550.0	\$ 547.3	\$ 2,253.4	\$ 2,054.5	\$ 1,901.1
Administrative service fees	27.1	27.5	110.1	38.5	39.6
Net investment income	11.3	11.2	46.8	48.2	49.1
Other operating revenues	1.2	1.0	4.3		
Total operating revenues	589.6	587.0	2,414.6	2,141.2	1,989.8
Net realized investment gains	1.9	1.7	5.2	18.6	2.5
Net unrealized investment gain (loss) on trading securities				(7.3)	5.4
Other income, net	0.5	1.1	2.2	0.7	0.9
Total revenues	592.0	589.8	2,422.0	2,153.2	1,998.6
Benefits and expenses:					
Claims incurred	452.0	475.6	1,919.8	1,716.3	1,596.8
Operating expenses	114.9	102.5	425.2	347.6	305.0
Total operating costs	566.9	578.1	2,345.0	2,063.9	1,901.8
Interest expense	2.4	2.6	10.6	10.8	12.6