

Anthem, Inc.  
Form 8-K  
February 23, 2016

**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): February 23, 2016 (February 18, 2016)**

**ANTHEM, INC.**

**(Exact name of registrant as specified in its charter)**

**Indiana**  
**(State or other jurisdiction**

**of incorporation)**

**001-16751**  
**(Commission**

**File Number)**  
**120 Monument Circle**

**35-2145715**  
**(IRS Employer**

**Identification No.)**

**Indianapolis, IN 46204**

**(Address of principal executive offices) (Zip Code)**

**Registrant's telephone number, including area code: (317) 488-6000**

**N/A**

**(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))

## **Section 5 Corporate Governance and Management**

### **Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Effective February 18, 2016, the Board of Directors (the "Board") of Anthem, Inc. (the "Company") amended the Company's By-Laws (as so amended, the "By-Laws") to implement proxy access. The By-Laws include a new Section 1.16 that permits a shareholder, or a group of up to 20 shareholders, owning at least 3% of the Company's outstanding shares of common stock continuously for at least 3 years to nominate and include in the Company's annual meeting proxy materials director nominees constituting up to the greater of 20% of the Board or 2 individuals (with any proxy access nominee who is elected and whose term continues after the applicable annual meeting counting towards the maximum number of nominees), provided that the shareholder(s) and nominees(s) satisfy the requirements specified in the By-Laws.

The By-Laws also include changes to the Advance Notice of Shareholder Business and Nominations provisions in Sections 1.5 and 1.6 to account for proxy access.

The foregoing description is qualified in its entirety by reference to the full text of the By-Laws, a copy of which is attached hereto as Exhibit 3.2 and is incorporated herein by reference.

## **Section 9 Financial Statements and Exhibits**

### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is being filed herewith:

<b>Exhibit No.</b>	<b>Exhibit</b>
3.2	By-Laws of Anthem, Inc., as amended February 18, 2016.

**SIGNATURES**

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.

Dated: February 23, 2016

ANTHEM, INC.

By: /s/ Kathleen S. Kiefer

Name: Kathleen S. Kiefer

Title: Corporate Secretary

**EXHIBIT INDEX**

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