

WELLCARE HEALTH PLANS, INC.
Form DEFA14A
April 12, 2011

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

SCHEDULE 14A

(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No. _____)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

WellCare Health Plans, Inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:

Fee paid previously with preliminary materials.

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on May 25, 2011

WELLCARE HEALTH PLANS, INC.

Meeting Information

Meeting Type: Annual Meeting
For holders as of: March 28, 2011
Date: May 25, 2011 Time: 10:00 AM EDT
Location: WellCare Health Plans, Inc.
8735 Henderson Road
Renaissance Center
Tampa, Florida 33634

WELLCARE HEALTH PLANS, INC.

P.O. Box 31379
Tampa, FL 33631-3379

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials which contain important information and are available to you on the Internet or by mail. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote
How to Access Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Annual Report
2. Notice and Proxy Statement

How to View Online:

Have the information that is printed in the box marked by the arrow -> [XXXX XXXX XXXX](located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY EMAIL*: sendmaterial@proxyvote.com

*If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow -> [XXXX XXXX XXXX] (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address with NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 11, 2011 to facilitate timely delivery.

How To Vote
Please Choose One of the Following Voting Methods

Vote in Person: At the meeting you will need to request a ballot to vote these shares. To obtain information to attend the meeting, contact Timothy S. Susanin, our Secretary, at (813) 206-1393.

Vote By Internet: To vote by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow -> [XXXX XXXX XXXX] (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote FOR the following:

1. Election of ten directors to hold office until the Company's 2012 Annual Meeting of Stockholders or until their successors are duly elected and qualified.

Nominees

- 1a. Charles G. Berg
- 1b. Carol J. Burt
- 1c. Alec Cunningham
- 1d. David J. Gallitano
- 1e. D. Robert Graham
- 1f. Kevin F. Hickey
- 1g. Christian P. Michalik
- 1h. Glenn D. Steele, Jr., M.D.
- 1i. William L. Trubeck
- 1j. Paul E. Weaver

The Board of Directors recommends you vote FOR proposals 2 and 3.

2. Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011.

3. Advisory vote on the compensation of the Company's named executive officers ("Say on Pay").

The Board of Directors recommends you vote 1 YEAR on the following proposal:

4. Advisory vote on the frequency of the Say on Pay advisory vote.

The Board of Directors recommends you vote AGAINST the following proposal:

5. Stockholder proposal regarding a political contributions and expenditures report, if properly presented at the Annual Meeting.