

WELLCARE HEALTH PLANS, INC.

Form 8-K

March 23, 2015

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): March 18, 2015

WELLCARE HEALTH PLANS, INC.
(Exact name of registrant as specified in its charter)

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|---|---------------------------------------|--|
| Delaware (State or other jurisdiction of incorporation) | 001-32209 (Commission File Number) | 47-0937650 (IRS Employer Identification No.) |
|---|---------------------------------------|--|

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|--|---------------------|
| 8725 Henderson Road, Renaissance One Tampa, Florida (Address of principal executive offices) | 33634 (Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: (813) 290-6200

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

On March 18, 2015, David J. Gallitano, Chairman of the Board of Directors (the “Board”) of WellCare Health Plans, Inc. (the “Company”), notified the Company of his decision not to stand for re-election at the Company’s annual stockholders’ meeting, which is currently scheduled to be held on May 11, 2015 (the “Annual Meeting”). Mr. Gallitano has served on the Board since March 2009, and as the Company’s Chairman from May 2013 to March 2015. From October 2013 to January 2015, he served as the Company’s Chief Executive Officer on an interim basis.

On March 19, 2015, the Board appointed Christian P. Michalik, an independent director, as the Company’s Chairman.

Mr. Gallitano will complete his current term on the Board, providing a smooth transition between now and the Annual Meeting. Mr. Gallitano’s decision is not due to any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

Item 7.01 Regulation FD Disclosure.

A copy of the press release announcing the matters referenced in Item 5.02 is furnished with this Current Report on Form 8-K as Exhibit 99.1.

The information furnished herewith pursuant to Item 7.01 of this Current Report on Form 8-K shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|-------------------|---|
| <u>99.1</u> | <u>Press Release dated March 23, 2015</u> |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WELLCARE HEALTH PLANS, INC.

March 23, 2015

/s/ Blair W. Todt

Blair W. Todt

Senior Vice President, Chief Legal and Administrative Officer and
Secretary

EXHIBIT INDEX

| Exhibit Number | Description |
|-------------------|---|
| <u>99.1</u> | <u>Press Release dated March 23, 2015</u> |