

WELLCARE HEALTH PLANS, INC.
Form 8-K
May 11, 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): May 11, 2015

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

Delaware (State or other jurisdiction of incorporation)	001-32209 (Commission File Number)	47-0937650 (IRS Employer Identification No.)
	8735 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 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting at the Company's corporate headquarters in Tampa, Florida on May 11, 2015. 40,880,930 shares of the Company's common stock, or 92.82% of the shares of the Company's common stock issued and outstanding on the record date, were present in person or represented by proxy at the Annual Meeting. Summarized below are descriptions of the proposals voted on at the Annual Meeting and the final results of such voting:

Proposal One: Election of directors

As described in the Company's proxy statement, the Company's Board of Directors (the "Board") nominated ten individuals to serve as directors for a one-year term to expire at the Company's 2016 Annual Meeting of Stockholders or until their successors are duly elected and qualified. All such nominees were elected by a majority of the votes cast, as follows:

Director	Votes For	Votes Against	Abstentions	Broker Non-Votes
Richard C. Breon	39,025,861	130,178	454,725	1,270,166
Kenneth A. Burdick	39,095,895	59,849	455,020	1,270,166
Carol J. Burt	38,920,427	235,602	454,735	1,270,166
Roel C. Campos	39,095,845	59,986	454,933	1,270,166
D. Robert Graham	37,429,752	1,725,857	455,155	1,270,166
Kevin F. Hickey	38,429,912	725,401	455,451	1,270,166
Christian P. Michalik	38,727,647	428,070	455,047	1,270,166
Glenn D. Steele Jr., M.D.	38,769,996	385,802	454,966	1,270,166
William L. Trubeck	38,590,470	565,467	454,827	1,270,166
Paul E. Weaver	39,025,429	130,491	454,844	1,270,166

Proposal Two: Ratification of appointment of independent registered public accounting firm

The Company's stockholders ratified the appointment of Deloitte & Touche, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015 by the affirmative vote of a majority of the shares present or represented by proxy and entitled to vote on the proposal at the Annual Meeting as follows:

Votes For	Votes Against	Abstentions
40,224,751	177,333	478,846

Proposal Three: Advisory vote on the compensation of the Company's named executive officers ("Say on Pay")

The Company's stockholders approved the following resolution (the "Say on Pay Resolution"):

"RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative

discussion disclosed in the Company's 2015 Proxy Statement, is hereby APPROVED.”

The Say on Pay Resolution was approved by the affirmative vote of a majority of the shares present or represented by proxy and entitled to vote on the proposal at the Annual Meeting as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
37,484,340	1,674,807	451,617	1,270,166

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.

Date: May 11, 2015

WELLCARE HEALTH PLANS, INC.

/s/ Blair W. Todt

Blair W. Todt

Senior Vice President, Chief Legal and Administrative
Officer and Secretary