

Ghanayem Darren  
Form 4  
March 05, 2019

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ghanayem Darren

2. Issuer Name and Ticker or Trading Symbol  
WELLCARE HEALTH PLANS, INC. [WCG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
03/01/2019

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, Chief Information Officer

C/O WELLCARE HEALTH PLANS, INC., 8735 HENDERSON ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

TAMPA, FL 33634

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/01/2019		M <sup>(1)</sup>	A	\$ 0	8,812	D
Common Stock	03/01/2019		M <sup>(2)</sup>	A	\$ 0	9,110	D
Common Stock	03/01/2019		M <sup>(3)</sup>	A	\$ 0	9,367	D
Common Stock	03/01/2019		F	D	\$ 2,322 <u>(4)</u>	7,045	D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(5)	03/01/2019		M	426	(6)	(6)	Common Stock	426
Restricted Stock Units	(5)	03/01/2019		M	298	(7)	(7)	Common Stock	298
Restricted Stock Units	(5)	03/01/2019		M	257	(8)	(8)	Common Stock	257

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ghanayem Darren C/O WELLCARE HEALTH PLANS, INC. 8735 HENDERSON ROAD TAMPA, FL 33634			EVP, Chief Information Officer	

## Signatures

/s/ Kendra Archer,  
Attorney-in-fact  
03/05/2019

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Vesting of restricted stock units granted to the Reporting Person on April 18, 2016.
- (2) Vesting of restricted stock units granted to the Reporting Person on March 22, 2017.
- (3) Vesting of restricted stock units granted to the Reporting Person on March 19, 2018.
- (4) Forfeiture of shares to satisfy tax obligations related to stock units that were granted to the Reporting Person on April 18, 2016, March 22, 2017, and March 19, 2018, and vested on March 1, 2019.
- (5) Each restricted stock unit represents a contingent right to receive one share of WCG common stock.
- (6) The award of restricted stock units vests in approximately equal increments on March 1, 2017, March 1, 2018 and March 1, 2019. Vested shares will be delivered to the Reporting Person upon vest.
- (7) The award of restricted stock units vests in approximately equal increments on March 1, 2018, March 1, 2019 and March 1, 2020. Vested shares will be delivered to the Reporting Person upon vest.
- (8) The award of restricted stock units vests in approximately equal increments on March 1, 2019, March 1, 2020 and March 1, 2021. Vested shares will be delivered to the Reporting Person upon vest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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