

WELLPOINT, INC
Form 8-K
July 31, 2013

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): July 31, 2013 (July 30, 2013)

WELLPOINT, INC.

(Exact name of registrant as specified in its charter)

Indiana
(State or other jurisdiction

of incorporation)

001-16751
(Commission

File Number)

35-2145715
(IRS Employer

Identification No.)

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120 Monument Circle

Indianapolis, IN

(Address of principal executive offices)

46204

(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))

Item 8.01. Other Events.

Notes Offering

On July 30, 2013, WellPoint, Inc. (the *Company*) entered into an Underwriting Agreement, dated July 30, 2013 (the *Underwriting Agreement*), by and among the Company and Morgan Stanley & Co. LLC and Citigroup Global Markets Inc., and the related Terms Agreement, dated July 30, 2013 (the *Terms Agreement*), by and among the Company and Morgan Stanley & Co. LLC and Citigroup Global Markets Inc., as representatives of the several underwriters named in the Terms Agreement (the *Underwriters*), relating to the offering of \$650 million aggregate principal amount of its 2.300% Notes due 2018 (the *2018 Notes*) and \$600 million aggregate principal amount of its 5.100% Notes due 2044 (the *2044 Notes* and together with the 2018 Notes, the *Notes*). The Notes have been registered under the Securities Act of 1933, as amended (the *Act*) pursuant to a registration statement on Form S-3 (File No. 333-178394) previously filed with the Securities and Exchange Commission under the Act.

We anticipate that we will receive proceeds of approximately \$1.234 billion from the sale of the Notes after deducting underwriting discounts and our offering expenses. We intend to use the proceeds to fund the purchase price of the Tender Notes (as defined below) tendered and accepted by us for purchase pursuant to the Tender Offers (as defined below), including the payment of accrued interest and any applicable early tender premiums. We intend to use the remaining net proceeds from the offering for general corporate purposes, including repurchases of other outstanding indebtedness. The Indenture (defined below) does not prohibit or limit the incurrence of indebtedness and other liabilities by the Company or its subsidiaries.

The Notes will be issued pursuant to an Indenture, dated as of January 10, 2006 (the *Indenture*), between the Company and The Bank of New York Mellon Trust Company, N.A. (formerly The Bank of New York Trust Company, N.A.), as trustee (the *Trustee*). Interest on the Notes will be payable semi-annually in arrears on January 15 and July 15 of each year, commencing on January 15, 2014. With respect to the Notes, each interest payment will be made to the persons who are registered holders of the Notes on the immediately preceding January 1 and July 1, respectively.

The Notes may be declared immediately due and payable by the Trustee or the holders of 25% of the principal amount of the Notes of the affected series if an event of default occurs under the Indenture and has not been cured. An event of default generally means that the Company (1) fails to pay the principal or any premium on a Note on its due date, (2) does not pay interest on a Note within 30 days of its due date, (3) remains in breach of any other term of the Indenture for 60 days after its receipt of written notice of such failure or (4) files for bankruptcy or certain other events in bankruptcy, insolvency or reorganization occurs.

The 2018 Notes will mature on July 15, 2018, and the 2044 Notes will mature on January 15, 2044. However, the Company, at its option, may redeem the Notes of any series, in whole, at any time or in part from time to time, at a redemption price equal to the greater of: (1) 100% of the principal amount of the Notes to be redeemed and (2) the sum of the remaining scheduled payments of principal and interest on the applicable Notes being redeemed (not including any portion of the payments of interest accrued as of the date of redemption) discounted to its present value, on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate, as defined in the Indenture, plus 15 basis points in the case of the 2018 Notes and plus 25 basis points in the case of the 2044 Notes, plus, in each case, accrued and unpaid interest thereon to the date of redemption.

Unless the Company has exercised its right to redeem the 2018 Notes and the 2044 Notes in full as described above, upon the occurrence of both (i) a change of control of the Company and (2) a downgrade of the Notes below an investment grade rating by each of Moody's Investors Services Inc., Standard & Poor's Ratings Services and Fitch Ratings Inc. within a specified period, it will be required to make an offer to purchase all of the 2018 Notes and the 2044 Notes at a price equal to 101% of the principal amount of the 2018 Notes and the 2044 Notes, respectively, plus any accrued and unpaid interest to the date of repurchase.

The Underwriters and certain of their affiliates have provided from time to time, and may provide in the future, investment and commercial banking and financial advisory services to the Company and its affiliates in the ordinary course of business, for which they have received and may continue to receive customary fees and commissions. Certain affiliates of the Underwriters are participants in the Company's revolving credit agreement.

The foregoing description of the issuance and sale does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement, which is incorporated by reference hereto as Exhibit 1.1, and the Indenture, which is incorporated by reference hereto as Exhibit 4.1.

The computation of the Ratio of Earnings to Fixed Charges is attached as Exhibit 12.1 hereto.

Tender Offers

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On July 30, 2013, the Company issued a press release announcing that it had commenced tender offers (the "Tender Offers") to purchase for cash up to \$600 million aggregate principal amount of its outstanding notes, subject to increase (the "Tender Notes"). The Tender Offers are being conducted on the terms and conditions set forth in an offer to purchase, dated July 30, 2013, and a related letter of transmittal.

A copy of the July 30, 2013 press release related to the Tender Offers is attached as Exhibit 99.1 to this report and is hereby incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

The following exhibits are being filed herewith:

Exhibit No.	Exhibit
1.1	Underwriting Agreement, dated as of July 30, 2013, among WellPoint, Inc. and Morgan Stanley & Co. LLC and Citigroup Global Markets Inc.
4.1	Indenture, dated as of January 10, 2006, between WellPoint, Inc. and The Bank of New York Mellon Trust Company, N.A. (formerly The Bank of New York Trust Company, N.A.) (filed as Exhibit 4.1 to WellPoint, Inc.'s Form 8-K dated January 10, 2006, and incorporated herein by reference) (Commission file number 001-16751).
4.2	Form of the 2.300% Notes due 2018.
4.3	Form of the 5.100% Notes due 2044.
5.1	Opinion of Hogan Lovells US LLP.
5.2	Opinion of Faegre Baker Daniels LLP.
12.1	Computation of Ratio of Earnings to Fixed Charges.
99.1	Press Release of WellPoint, Inc. dated July 30, 2013 related to the Tender Offers.

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: July 31, 2013

WELLPOINT, INC.

By: /s/ KATHLEEN S. KIEFER

Name: Kathleen S. Kiefer

Title: Corporate Secretary

EXHIBIT INDEX

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