CIGNA CORP
Form 10-Q
November 01, 2018
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

R QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2018

OR

O TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

for the transition period from _____ to _____

Commission file number 1-08323

Cigna Corporation

(Exact name of registrant as specified in its charter)

Delaware	**06-1059331**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*
900 Cottage Grove Road Bloomfield, Connecticut	**06002**

(Address of principal executive offices) *(Zip Code)*

(860) 226-6000

Registrant s telephone number, including area code

(860) 226-6741 or (215) 761-5511

Registrant s facsimile number, including area code

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark		**YES**		**NO**
• whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.		R		O
• whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).		R		O

• whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer R	Accelerated filer O	Non-accelerated filer O	Smaller Reporting Company O	Emerging growth company O

• If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. O

• whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).		O		R

As of October 19, 2018, 243,534,265 shares of the issuer s common stock were outstanding.

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Cigna Corporation

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As used herein, Cigna or the Company refers to one or more of Cigna Corporation and its consolidated subsidiaries.

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Part I. *FINANCIAL INFORMATION*

Item 1. *FINANCIAL STATEMENTS*

Cigna Corporation

Consolidated Statements of Income

Revenues				
Fees and other revenues	**1,361**	1,266	**4,087**	3,782
Mail order pharmacy revenues	**747**	733	**2,222**	2,200
Other-than-temporary impairments on fixed maturities	**(1)**	(6)	**(19)**	(15)
Net realized investment gains (losses)	**-**	117	**(36)**	214
Benefits and expenses				
Other benefit expenses	**1,443**	1,342	**4,322**	4,044
Other operating expenses	**2,971**	2,838	**8,666**	7,905
TOTAL BENEFITS AND EXPENSES	**10,424**	9,665	**30,961**	28,540
Income taxes				
Deferred	**11**	31	**17**	62

Net income		**774**		562		**2,499**	1,965
SHAREHOLDERS NET INCOME	**$**	**772**	$	560	**$**	**2,493**	$ 1,971
Basic	**$**	**3.18**	$	2.25	**$**	**10.28**	$ 7.79
Dividends declared per share	**$**	**-**	$	-	**$**	**0.04**	$ 0.04

The accompanying Notes to the Consolidated Financial Statements (unaudited) are an integral part of these statements.

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Cigna Corporation

Consolidated Statements of Comprehensive Income

(In millions)	Unaudited Three Months Ended September 30, 2018	2017	Unaudited Nine Months Ended September 30, 2018	2017
Shareholders net income	**$ 772**	$ 560	**$ 2,493**	$ 1,971
Shareholders other comprehensive income, net of tax				
Net unrealized (depreciation) appreciation, securities	**-**	(22)	**(420)**	52
Net unrealized appreciation (depreciation), derivatives	**2**	-	**(11)**	(3)
Net translation of foreign currencies	**(29)**	34	**(136)**	173
Postretirement benefits liability adjustment	**13**	10	**31**	36
Shareholders other comprehensive (loss) income, net of tax	**(14)**	22	**(536)**	258
Shareholders comprehensive income	**758**	582	**1,957**	2,229
Comprehensive income (loss) attributable to noncontrolling interests				
Net income (loss) attributable to redeemable noncontrolling interests	**2**	2	**6**	(1)
Net (loss) attributable to other noncontrolling interests	**-**	-	**-**	(5)
Other comprehensive (loss) attributable to redeemable noncontrolling interests	**(9)**	-	**(19)**	-
Total comprehensive (loss) income attributable to noncontrolling interests	**(7)**	2	**(13)**	(6)
TOTAL COMPREHENSIVE INCOME	**$ 751**	$ 584	**$ 1,944**	$ 2,223

The accompanying Notes to the Consolidated Financial Statements (unaudited) are an integral part of these statements.

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Cigna Corporation

Consolidated Balance Sheets

(In millions, except per share amounts)	Unaudited As of September 30, 2018	As of December 31, 2017
Assets		
Investments		
Fixed maturities, at fair value (amortized cost, $22,869; $21,867)	**$ 23,268**	$ 23,138
Equity securities	**579**	588
Commercial mortgage loans	**1,867**	1,761
Policy loans	**1,421**	1,415
Other long-term investments	**1,739**	1,518
Short-term investments	**102**	199
Total investments	**28,976**	28,619
Cash and cash equivalents	**24,032**	2,972
Premiums, accounts and notes receivable, net	**3,609**	3,380
Reinsurance recoverables	**5,780**	6,046
Deferred policy acquisition costs	**2,350**	2,237
Property and equipment	**1,559**	1,563
Deferred tax assets, net	**132**	39
Goodwill	**6,129**	6,164
Other assets, including other intangibles	**2,227**	2,316
Separate account assets	**8,162**	8,423
TOTAL ASSETS	**$ 82,956**	$ 61,759
Liabilities		
Contractholder deposit funds	**$ 8,069**	$ 8,196
Future policy benefits	**9,652**	10,040
Unpaid claims and claim expenses	**5,259**	5,168
Global Health Care medical costs payable	**2,955**	2,719
Unearned premiums	**683**	724
Total insurance and contractholder liabilities	**26,618**	26,847
Accounts payable, accrued expenses and other liabilities	**7,541**	7,290
Short-term debt	**9**	240
Long-term debt	**25,041**	5,199
Separate account liabilities	**8,162**	8,423
TOTAL LIABILITIES	**67,371**	47,999
Contingencies Note 16		
Redeemable noncontrolling interests	**30**	49
Shareholders Equity		
Common stock (par value per share, $0.25; shares issued, 296; authorized, 600)	**74**	74
Additional paid-in capital	**2,985**	2,940
Accumulated other comprehensive (loss)	**(1,857)**	(1,082)
Retained earnings	**18,474**	15,800
Less treasury stock, at cost	**(4,121)**	(4,021)
TOTAL SHAREHOLDERS EQUITY	**15,555**	13,711
Total liabilities and shareholders equity	**$ 82,956**	$ 61,759
SHAREHOLDERS EQUITY PER SHARE	**$ 63.88**	$ 56.20

The accompanying Notes to the Consolidated Financial Statements (unaudited) are an integral part of these statements.

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Cigna Corporation

Consolidated Statements of Changes in Total Equity

Unaudited

For the three months ended September 30, 2018 *(In millions)*	**Common Stock**	**Additional Paid-in Capital**	**Accumulated Other Comprehensive (Loss)**	**Retained Earnings**	**Treasury Stock**	**Shareholders Equity**	**Other Non-controlling Interests**	**Total Equity**	**Redeemable Non-controlling Interests**
Balance at June 30, 2018	**$ 74**	**$ 2,974**	**$ (1,843)**	**$ 17,722**	**$ (4,184)**	**$ 14,743**	**$ -**	**$ 14,743**	**$ 39**
Effect of issuing stock for employee benefit plans		**11**		**(20)**	**63**	**54**		**54**	
Other comprehensive (loss)			**(14)**			**(14)**		**(14)**	**(9)**
Net income				**772**		**772**		**772**	**2**
Other transactions impacting noncontrolling interests						**-**		**-**	**(2)**
BALANCE AT SEPTEMBER 30, 2018	**$ 74**	**$ 2,985**	**$ (1,857)**	**$ 18,474**	**$ (4,121)**	**$ 15,555**	**$ -**	**$ 15,555**	**$ 30**

For the three months ended September 30, 2017 *(In millions)*	**Common Stock**	**Additional Paid-in Capital**	**Accumulated Other Comprehensive (Loss)**	**Retained Earnings**	**Treasury Stock**	**Shareholders Equity**	**Other Non-controlling Interests**	**Total Equity**	**Redeemable Non-controlling Interests**
Balance at June 30, 2017 as reported	$ 74	$ 2,922	$ (1,146)	$ 15,102	$ (2,406)	$ 14,546	$ 1	$ 14,547	$ 58
Cumulative effect of accounting for revenue recognition (1)				(24)		(24)		(24)	
Balance at June 30, 2017 as retrospectively adjusted	74	2,922	(1,146)	15,078	(2,406)	14,522	1	14,523	58
Effect of issuing stock for employee benefit plans		7		(72)	128	63		63	
Other comprehensive income			22			22		22	
Net income				560		560		560	2
Repurchase of common stock					(1,046)	(1,046)		(1,046)	
Other transactions impacting noncontrolling interests						-	(1)	(1)	(8)
BALANCE AT SEPTEMBER 30, 2017	$ 74	$ 2,929	$ (1,124)	$ 15,566	$ (3,324)	$ 14,121	$ -	$ 14,121	$ 52

The accompanying Notes to the Consolidated Financial Statements (unaudited) are an integral part of these statements.

(1) See Note 2 for further information about adjustments resulting from the Company s adoption of new accounting standards in 2018.

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Cigna Corporation

Consolidated Statements of Changes in Total Equity

Unaudited **For the nine months ended September 30, 2018** *(In millions)*	**Common Stock**	**Additional Paid-in Capital**	**Accumulated Other Comprehensive (Loss)**	**Retained Earnings**	**Treasury Stock**	**Shareholders Equity**	**Other Non-controlling Interests**	**Total Equity**	**Redeemable Non-controlling Interests**
Balance at December 31, 2017 as retrospectively adjusted	$ **74**	$ **2,940**	$ **(1,082)**	$ **15,800**	$ **(4,021)**	$ **13,711**	$ **-**	$ **13,711**	$ **49**
Cumulative effect of accounting for financial instruments and hedging (1)			**(10)**	**68**		**58**		**58**	
Reclassification adjustment related to U.S. tax reform legislation (1)			**(229)**	**229**		**-**		**-**	
Effect of issuing stock for employee benefit plans		**45**		**(106)**	**175**	**114**		**114**	
Other comprehensive (loss)			**(536)**			**(536)**		**(536)**	**(19)**
Net income				**2,493**		**2,493**		**2,493**	**6**
Common dividends declared (per share: $0.04)				**(10)**		**(10)**		**(10)**	
Repurchase of common stock					**(275)**	**(275)**		**(275)**	
Other transactions impacting noncontrolling interests						**-**		**-**	**(6)**
BALANCE AT SEPTEMBER 30, 2018	**$ 74**	**$ 2,985**	**$ (1,857)**	**$ 18,474**	**$ (4,121)**	**$ 15,555**	**$ -**	**$ 15,555**	**$ 30**

For the nine months ended September 30, 2017 *(In millions)*	**Common Stock**	**Additional Paid-in Capital**	**Accumulated Other Comprehensive (Loss)**	**Retained Earnings**	**Treasury Stock**	**Shareholders Equity**	**Other non-controlling Interests**	**Total Equity**	**Redeemable Non-controlling Interests**
Balance at December 31, 2016 as reported	$ 74	$ 2,892	$ (1,382)	$ 13,855	$ (1,716)	$ 13,723	$ 4	$ 13,727	$ 58
Cumulative effect of accounting for revenue recognition (1)				(24)		(24)		(24)	
Balance at December 31, 2016 as retrospectively adjusted	74	2,892	(1,382)	13,831	(1,716)	13,699	4	13,703	58
Effect of issuing stock for employee benefit plans		40		(226)	380	194		194	
Other comprehensive income			258			258		258	-
Net income (loss)				1,971		1,971	(5)	1,966	(1)
Common dividends declared (per share: $0.04)				(10)		(10)		(10)	
Repurchase of common stock					(1,988)	(1,988)		(1,988)	
Other transactions impacting noncontrolling interests		(3)				(3)	1	(2)	(5)
BALANCE AT SEPTEMBER 30, 2017	$ 74	$ 2,929	$ (1,124)	$ 15,566	$ (3,324)	$ 14,121	$ -	$ 14,121	$ 52

The accompanying Notes to the Consolidated Financial Statements (unaudited) are an integral part of these statements.

(1) See Note 2 for further information about adjustments resulting from the Company s adoption of new accounting standards in 2018.

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Cigna Corporation

Consolidated Statements of Cash Flows

(In millions)	Unaudited Nine Months Ended September 30, 2018	2017
Cash Flows from Operating Activities		
Net income	**$ 2,499**	$ 1,965
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	**438**	425
Realized investment losses (gains)	**36**	(214)
Deferred income taxes	**17**	62
Net changes in assets and liabilities, net of non-operating effects:		
Premiums, accounts and notes receivable	**(243)**	(190)
Reinsurance recoverables	**100**	144
Deferred policy acquisition costs	**(195)**	(209)
Other assets	**339**	(156)
Insurance liabilities	**408**	988
Accounts payable, accrued expenses and other liabilities	**113**	221
Current income taxes	**73**	7
Debt extinguishment costs	**-**	321
Distributions from partnership investments	**128**	114
Other, net	**(69)**	33
NET CASH PROVIDED BY OPERATING ACTIVITIES	**3,644**	3,511
Cash Flows from Investing Activities		
Proceeds from investments sold:		
Fixed maturities and equity securities	**1,930**	1,376
Investment maturities and repayments:		
Fixed maturities and equity securities	**1,394**	1,444
Commercial mortgage loans	**181**	253
Other sales, maturities and repayments (primarily short-term and other long-term investments)	**588**	1,486
Investments purchased or originated:		
Fixed maturities and equity securities	**(4,461)**	(4,292)
Commercial mortgage loans	**(288)**	(272)
Other (primarily short-term and other long-term investments)	**(660)**	(722)
Property and equipment purchases	**(346)**	(340)
Acquisitions, net of cash acquired	**-**	(33)
Other	**(12)**	-
NET CASH (USED IN) INVESTING ACTIVITIES	**(1,674)**	(1,100)
Cash Flows from Financing Activities		
Deposits and interest credited to contractholder deposit funds	**816**	965
Withdrawals and benefit payments from contractholder deposit funds	**(872)**	(1,079)
Net change in short-term debt	**(109)**	(16)
Payments for debt extinguishment	**-**	(313)
Repayment of long-term debt	**(131)**	(1,250)
Net proceeds on issuance of long-term debt	**19,884**	1,584
Repurchase of common stock	**(310)**	(1,961)
Issuance of common stock	**41**	111
Other, net	**(204)**	(9)
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	**19,115**	(1,968)
Effect of foreign currency rate changes on cash and cash equivalents	**(25)**	28
Net increase in cash and cash equivalents	**21,060**	471
Cash and cash equivalents, January 1,	**2,972**	3,185
Cash and cash equivalents, September 30,	**$ 24,032**	$ 3,656
Supplemental Disclosure of Cash Information:		
Income taxes paid, net of refunds	**$ 767**	$ 812
Interest paid	**$ 167**	$ 197

The accompanying Notes to the Consolidated Financial Statements (unaudited) are an integral part of these statements.

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CIGNA CORPORATION

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

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Note 1 Description of Business

Cigna Corporation, together with its subsidiaries (either individually or collectively referred to as Cigna, the Company, we, our or us) is a g health services organization dedicated to a mission of helping individuals improve their health, well-being and sense of security. To execute on our mission, Cigna s evolved strategy is to Go Deeper , Go Local and Go Beyond with a differentiated set of medical, dental, disability, life and accident insurance and related products and services offered by our insurance and other subsidiaries. The majority of these products are offered through employers and other groups such as governmental and non-governmental organizations, unions and associations. Cigna also offers commercial health and dental insurance, Medicare and Medicaid products and health, life and accident insurance coverages to individuals in the United States and selected international markets. In addition to its ongoing operations described above, Cigna also has certain run-off operations.

The financial results of the Company s businesses are reported in the following segments:

Global Health Care aggregates the Commercial and Government operating segments due to their similar economic characteristics, products and services and regulatory environment:

- The ***Commercial*** operating segment (Commercial segment) encompasses both the U.S. commercial and certain international health care businesses serving employers and their employees, other groups and individuals. Products and services include medical, dental, behavioral health, vision, prescription drug benefit plans, health advocacy programs and other products and services to insured and self-insured customers.
- The ***Government*** operating segment (Government segment) offers Medicare Advantage and Medicare Part D plans to seniors. This segment also offers Medicaid plans in selected markets.

Global Supplemental Benefits includes supplemental health, life and accident insurance products offered primarily in selected international markets and in the United States.

Group Disability and Life provides group long-term and short-term disability and group life, accident and specialty insurance products and related services.

Other Operations consist of:

- corporate-owned life insurance (COLI);

- run-off reinsurance business that is predominantly comprised of guaranteed minimum death benefit (GMDB) and guaranteed minimum income benefit (GMIB) business effectively exited through reinsurance with Berkshire Hathaway Life Insurance Company of Nebraska (Berkshire) in 2013;

- deferred gains recognized from the 1998 sale of the individual life insurance and annuity business and the 2004 sale of the retirement benefits business; and

- run-off settlement annuity business.

Corporate reflects amounts not allocated to operating segments, such as net interest expense (defined as interest on corporate debt less net investment income on investments not supporting segment operations), interest on uncertain tax positions, intersegment eliminations, compensation cost for stock options and related excess tax benefits, expense associated with frozen pension plans and certain litigation matters and costs for corporate projects, including overhead.

Note 2 Significant Accounting Policies

Basis of Presentation

The Consolidated Financial Statements include the accounts of Cigna Corporation and its subsidiaries. Intercompany transactions and accounts have been eliminated in consolidation. These Consolidated Financial Statements were prepared in conformity with accounting principles generally accepted in the United States of America (GAAP). Amounts recorded in the Consolidated Financial Statements necessarily reflect management s estimates and assumptions about medical costs, investment valuation, interest rates and other factors. Significant estimates are discussed throughout these Notes; however, actual results could differ from those estimates. The impact of a change in estimate is generally included in earnings in the period of adjustment. Certain reclassifications have been made to prior year amounts to conform to the current presentation.

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These interim Consolidated Financial Statements are unaudited but include all adjustments (including normal recurring adjustments) necessary, in the opinion of management, for a fair statement of financial position and results of operations for the periods reported. The interim Consolidated Financial Statements and Notes should be read in conjunction with the Consolidated Financial Statements and Notes included in the Company s 2017 Annual Report on Form 10-K (2017 Form 10-K). The preparation of interim Consolidated Financial Statements necessarily relies heavily on estimates. This and certain other factors, including the seasonal nature of portions of the health care and related benefits business, as well as competitive and other market conditions, call for caution in estimating full-year results based on interim results of operations.

Recent Accounting Pronouncements

The Company s 2017 Form 10-K includes discussion of significant recent accounting pronouncements that either have impacted or may impact our financial statements in the future.

The following tables provide information about recently adopted and recently issued or changed accounting guidance (applicable to Cigna) that have occurred since the Company filed its 2017 Form 10-K.

Recently Adopted Accounting Guidance

Accounting Standard and Adoption Date	**Requirements and Effects of Adopting New Guidance**
Revenue from Contracts with Customers (Accounting Standards Update (ASU) 2014-09 and related amendments) Adopted as of January 1, 2018	Requires: • Revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services • Additional revenue-related disclosures Effects of adoption: • Applies to the Company s service and mail order pharmacy contracts with customers • Adopted through full retrospective restatement

	• Cumulative effect adjustment of $24 million after-tax was recorded, reducing the December 31, 2016 balance of retained earnings. Adjustment established a contract liability for service fee revenue billed that must be deferred and allocated to services performed after a customer contract terminates. Subsequent changes in the contract liability and the related impact to net income and per share amounts since adoption were immaterial. • Immaterial reclassifications were made to prior periods in the Consolidated Statements of Income to conform to the current presentation. The ASU and related interpretive guidance provide clarification on topics including whether all or a part of a contract is within its scope, and the definition of a customer. Companies are required to identify and evaluate distinct performance obligations within their contracts. These clarifications resulted in reclassifications within the Global Health Care segment affecting premiums, fees and other revenues, Global Health Care medical costs, and other operating expenses and had no impact on recognition patterns or net income. • Prior period balances in the Company s footnote disclosures have been updated to reflect adjustments resulting from the adoption of this ASU.

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Accounting Standard and Adoption Date	**Requirements and Effects of Adopting New Guidance**
Recognition and Measurement of Financial Assets and Financial Liabilities (ASU 2016-01 and related amendments) Adopted as of January 1, 2018	Requires entities to measure equity investments at fair value in net income if they are neither consolidated nor accounted for under the equity method Effects of adoption: • Certain limited partnership interests previously carried at cost of approximately $200 million were increased to fair value of approximately $275 million on January 1, 2018. Subsequent changes in fair value are reported in net investment income. • Changes in fair value for equity securities that have a readily determinable fair value that were previously reported in accumulated other comprehensive income are now reported in net realized investment gains. • Cumulative effect adjustment of $62 million after-tax was recorded, increasing the opening balance of retained earnings in 2018. • See Notes 9 and 10 for updated disclosures about equity securities.
Targeted Improvements to Accounting for Hedging Activities (ASU 2017-12) Early adopted as of January 1, 2018	Guidance: • Relaxes requirements for financial and nonfinancial hedging strategies to be eligible for hedge accounting and changes how companies assess effectiveness • Amends presentation and disclosure requirements to improve transparency about the uses and results of hedging programs Effects of adoption: • An immaterial amount of retained earnings was reclassified to accumulated other comprehensive income, decreasing the opening balance in 2018, for a portion of the hedging instruments that was previously excluded from the assessment of hedge effectiveness for fair value hedges. • See Note 11 for the Company s disclosures about derivatives.

Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income (ASU 2018-02) Early adopted as of January 1, 2018	Guidance: • Allows companies to reclassify the tax effects stranded in accumulated other comprehensive income to retained earnings as a result of H.R.1, An Act to Provide for Reconciliation Pursuant to Titles II and V of the Concurrent Resolution on the Budget for Fiscal Year 2018 (referred to throughout this Form 10-Q as U.S. tax reform or U.S. tax reform legislation) • Requires additional disclosures of the Company s accounting policy for releasing income tax effects from accumulated other comprehensive income • Allows companies to apply the guidance retrospectively or in the period of adoption Effects of adoption: Accumulated other comprehensive income of $229 million was reclassified to retained earnings, increasing the opening balance in 2018. See Note 13 for additional information including accounting policy disclosures.

In addition to the standards listed above, the Company adopted the following guidance in first quarter 2018 with no material impact to our financial statements: Intra-Entity Transfers of Assets Other than Inventory (ASU 2016-16), Clarifying the Definition of a Business (ASU 2017-01), Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost (ASU 2017-07), Statement of Cash Flows: Restricted Cash (ASU 2016-18), Gains and Losses from the Derecognition of Nonfinancial Assets (ASU 2017-05) and Stock Compensation Scope of Modification Accounting (ASU 2017-09).

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Accounting Guidance Not Yet Adopted

Accounting Standard and Effective Date Applicable for Cigna	**Requirements and Expected Effects of Guidance Not Yet Adopted**
Leases (ASU 2016-02 and related amendments) Required as of January 1, 2019	Requires: • Balance sheet recognition of assets and liabilities arising from leases, including leases embedded in other contracts • Additional disclosures of the amount, timing and uncertainty of cash flows from leases • Modified retrospective approach for leases in effect as of and after the date of adoption with a cumulative-effect adjustment recorded in retained earnings Expected effects: • The Company is continuing to evaluate the impact this standard will have on its financial statements. • While we continue to refine the estimated impact of this standard, the Company currently expects an increase to assets and liabilities of approximately $500 million. The actual increase in assets and liabilities will depend on the volume, terms and discount rates of leases in place at the time of adoption. • The Company plans to elect the optional practical expedient to retain the current classification of leases, and therefore, does not anticipate a material impact to the Consolidated Statements of Income or Cash Flows. • The Company is implementing a new lease system and also expects that adoption of the new standard will require changes to internal control over financial reporting. • The Company intends to adopt this new guidance as of the adoption date and will not present comparative periods in the financial statements, as recently allowed.
Targeted Improvements to the Accounting for Long-Duration Contracts (ASU 2018-12)	Requires (for insurance entities that issue long-duration contracts):

Required as of January 1, 2021	• Cash flow assumptions used to measure the liability for future policy benefits for traditional and limited-pay contract to be reconsidered at least annually with any changes reflected in net income. • Discount rate assumptions to be reviewed quarterly (based on an upper-medium grade (low-credit-risk) fixed-income instrument yield that maximizes the use of observable market inputs) with any changes reflected in other comprehensive income. • Deferred policy acquisition costs to be amortized on a constant-level basis over the expected term of the related contract. • Fair value measurement of all market risk benefits. • Additional disclosures, including liability rollforwards and information about significant inputs, judgments, assumptions and methods used in measurement. • Transition methods at adoption vary. - Changes to the liability for future policy benefits will use a modified retrospective approach (applied to all contracts on the basis of their carrying amounts as of the beginning of the earliest period presented), with an option to elect a full retrospective transition under certain criteria. - Deferred policy acquisition costs are to be transitioned consistent with the method applied to the liability for future policyholder benefits. - Market risk benefits are required to transition using retrospective application. Expected effects: • The Company is evaluating the impact of this newly-issued guidance, but it is expected to have a significant impact on our processes, controls, systems and financial results. The new guidance will apply to insurance products predominantly sold in the Company s businesses other than the Global Health Care segment.

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Updates to Significant Accounting Policies

The Company s 2017 Form 10-K includes discussion of significant accounting policies in Note 2 or the applicable Notes to the Consolidated Financial Statements. Significant updates to these policies resulting from the adoption of new accounting guidance in 2018 are provided as follows:

- ASU 2016-01 (Recognition and Measurement of Financial Assets and Liabilities): see Notes 9 and 10
- ASU 2017-12 (Targeted Improvements to Accounting for Hedging Activities): see Note 11
- ASU 2014-09 (Revenue from Contracts with Customers), also referred to as Financial Accounting Standards Board s Accounting Standards Codification (ASC) 606, Revenue from Contracts with Customers and related guidance (ASC 606): see below

The majority of the Company s revenues are not subject to the guidance in ASC 606, including premiums from insurance contracts and fees for investment-related products accounted for under insurance guidance (ASC 944). ASC 606 applies to the Company s service and mail order pharmacy contracts with clients. See Note 17 for disaggregated revenue from external customers by segment and by major product or service identified with applicable accounting guidance (ASC 944 or ASC 606).

Accounting for Contracts with Customers Service and Mail Order Pharmacy Arrangements

Service Fees and Expenses

The majority of the Company s service fees are derived from administrative services only (ASO) arrangements that allow corporate clients to self-fund claims and assume the risk of medical or other benefit costs. Most of the Company s ASO arrangements are for Global Health Care medical and specialty services, including pharmacy benefits and, to a lesser extent, ASO services in its Group Disability and Life and Global Supplemental Benefits segments. Generally, the Company s ASO arrangements are short-term. Contract modifications typically occur on renewal and are prospective in nature.

In return for fees from these clients, the Company provides or makes available various services supporting benefit management and claims administration. In addition, Global Health Care s services include access to the Company s participating provider networks, disease management, utilization management, and cost containment services.

In general, the Company considers these services to be a combined performance obligation to provide cost effective administration of plan benefits over the contract period. Fees are billed, due and recognized monthly at contracted rates based on current membership or utilization. This recognition pattern aligns with the benefits from services provided to clients. These revenues are reported in fees and other revenues in the Consolidated Statements of Income.

For most ASO arrangements, the Company is required to perform services for a limited period after a client cancels. If these services will not be separately billed to the client as they are performed, the Company estimates and defers a portion of compensation attributable to this service obligation received in advance. Deferred revenue is recorded as a contract liability in accounts payable, accrued expenses and other liabilities and recognized when the related services are performed.

The Company may also provide performance guarantees that result in refunds to clients only if certain service standards, clinical outcomes or financial metrics are not met. If these standards, outcomes and metrics are not met, the Company may be financially at risk up to a stated percentage of the contracted fee or a stated dollar amount. The Company defers revenue by recording a liability for estimated payouts associated with these guarantees within accounts payable, accrued expenses and other liabilities. The amount of revenue deferred is estimated for each type of guarantee, using either a most likely amount or expected value method depending upon the nature of the guarantee and the information available to estimate refunds. Estimates are refined each reporting period as additional information on the Company s performance becomes available, and upon final reconciliation and settlement at the end of the guarantee period. Amounts accrued and paid for performance guarantees during the reporting periods were not material.

Service fees are recognized net of estimated pharmaceutical manufacturer rebates payable to ASO clients using our network of retail pharmacies. Net rebates retained by the Company from pharmaceutical manufacturers resulting from ASO client utilization at retail pharmacies represent compensation for pharmacy services and are reflected as fee revenue. Rebates generally represent a per script amount from the manufacturer and are determined based on scripts filled during the reporting period.

Expenses associated with administrative programs and services are recognized in other operating expenses as incurred.

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Mail Order Pharmacy Revenues and Costs

Mail order pharmacy revenues are due and recognized as each prescription is shipped. Mail order pharmacy revenues are presented net of estimated pharmaceutical manufacturer rebates payable to ASO clients that use our mail order business. Rebates are generally determined based on actual prescriptions filled during the reporting period.

Mail order pharmacy costs are recognized as each prescription is shipped and include the cost of prescriptions sold and other costs to operate this business (including supplies, shipping and handling), net of estimated pharmaceutical rebates from manufacturers for prescriptions filled through our mail order business.

Contract Balances

The following table provides information about receivables and contract liabilities from service and mail order pharmacy contracts with clients. The allowance for doubtful accounts for receivables and the Company s contract assets were not material as of the dates presented.

(In millions)	**September 30, 2018**	**December 31, 2017**
Receivables, net	**$ 898**	$ 885
Contract liabilities	**$ 50**	$ 54

Revenue recognized that was included in the contract liability balance at the beginning of the reporting period was not material for the three months and nine months ended September 30, 2018 and 2017.

The amount of revenue recognized from performance obligations satisfied in prior periods was not material for the three months and nine months ended September 30, 2018 and 2017.

The incremental costs of obtaining ASO and mail order pharmacy contracts (such as sales commissions) are expensed as incurred and the Company does not disclose information about remaining performance obligations for these contracts in accordance with elections made by the Company as they are generally short-term with original expected durations of one year or less.

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Note 3 Mergers and Acquisitions

Proposed Acquisition of Express Scripts

On March 8, 2018, the Company entered into an Agreement and Plan of Merger, as amended by Amendment No. 1, dated as of June 27, 2018 (as amended, the Merger Agreement) with Express Scripts Holding Company (Express Scripts), Halfmoon Parent, Inc., a direct wholly owned subsidiary of the Company (New Cigna), Halfmoon I, Inc., a direct wholly owned subsidiary of New Cigna (Cigna Merger Sub), and Halfmoon II, Inc., a direct wholly owned subsidiary of New Cigna (Express Scripts Merger Sub). Subject to the terms and conditions of the Merger Agreement, the Company will acquire Express Scripts in a cash and stock transaction through (1) the merger of Cigna Merger Sub with and into the Company, with the Company surviving as a direct wholly owned subsidiary of New Cigna and (2) the merger of Express Scripts Merger Sub with and into Express Scripts, with Express Scripts surviving as a direct wholly owned subsidiary of New Cigna (collectively, the Merger). New Cigna will be renamed Cigna Corporation immediately after the Merger.

Upon completion of the Merger, Cigna stockholders will receive one share of New Cigna common stock in exchange for each share of Cigna common stock held immediately prior to the Merger, and Express Scripts stockholders will receive (1) 0.2434 of a share of New Cigna common stock and (2) the right to receive $48.75 in cash, without interest, subject to applicable withholding taxes (the Merger Consideration), in exchange for each share of Express Scripts common stock held immediately prior to the Merger. Upon completion of the Merger, shares of New Cigna common stock are expected to be listed for trading on the New York Stock Exchange.

In August 2018, the stockholders of each of Cigna and Express Scripts gave the requisite stockholder approvals for the Merger. In September 2018, the Antitrust Division of the U.S. Department of Justice (DOJ) cleared the Merger, terminating the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976. Completion of the Merger remains subject to certain state regulatory approvals and filings required in connection with the transaction, including clearances from certain departments of insurance, and the satisfaction or valid waiver of all closing conditions. The Merger is not subject to a financing condition. The Company intends to fund the cash portion of the Merger Consideration through a combination of cash on hand, assumed Express Scripts debt and new debt issuance. See Note 5 for additional information about the financing of the Merger. The Merger is expected to be completed by December 31, 2018.

The Merger Agreement provides for certain termination rights and fees for both the Company and Express Scripts. If the Merger Agreement is terminated under certain circumstances and within 12 months after the date of such termination the Company enters into an agreement regarding a sale of a majority of the Company s assets or equity or consummates such a sale, then the Company will be required to pay a $1.6 billion termination fee to Express Scripts prior to or contemporaneously with such a transaction. Express Scripts has reciprocal obligations under specified circumstances to pay a $1.6 billion termination fee to the Company.

Additionally, in the event that the Merger Agreement is terminated by either the Company or Express Scripts due to (1) a legal restraint relating to a regulatory law prohibiting consummation of the Merger having become final and non-appealable or (2) the Merger not having been consummated on or prior to December 8, 2018 (subject to an extension to June 8, 2019 if extended by the Company or Express Scripts under certain circumstances); and, in the case of clause (2), at the time of such termination, all of the conditions to the Company s obligation to consummate the Merger have been satisfied or waived other than those that relate to the absence of a legal restraint relating to a regulatory law or the receipt of a regulatory approval, the Company may be required to pay Express Scripts a reverse termination fee of $2.1 billion.

Other transactions

In May 2018, the Company announced an agreement to acquire OnePath Life NZ Limited from ANZ Bank New Zealand Limited, a part of Australia and New Zealand Banking Group Limited, for NZ$700 million (approximately $460 million as of September 30, 2018). The Company expects that the transaction will be completed no later than the first quarter of 2019, subject to final regulatory approval.

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Transaction-related costs

The Company has incurred costs detailed in the table below in connection with the proposed acquisition of Express Scripts, the terminated merger with Anthem, Inc. (Anthem) and other transactions. These costs consisted primarily of fees for legal, advisory and other professional services, amortization of the Bridge Facility fees in 2018 and interest expense on the debt issued to fund the Express Scripts merger net of investment income earned on the proceeds of the debt issuance.

	Three Months Ended			
	September 30, 2018		**September 30, 2017**	
(In millions)	**Before-tax**	**After-tax**	**Before-tax**	**After-tax**
Interest expense on newly issued debt	**$ 33**	**$ 26**	$ -	$ -
Net investment income on debt proceeds	**(13)**	**(10)**	-	-
All other transaction-related costs	**108**	**92**	9	6
Transaction-related costs, net	**$ 128**	**$ 108**	$ 9	$ 6

	Nine Months Ended			
	September 30, 2018		**September 30, 2017**	
(In millions)	**Before-tax**	**After-tax**	**Before-tax**	**After-tax**
Interest expense on newly issued debt	**$ 33**	**$ 26**	$ -	$ -
Net investment income on debt proceeds	**(13)**	**(10)**	-	-
All other transaction-related costs	**298**	**251**	88	67
Tax (benefit) - previously non-deductible costs	**-**	**-**	-	(59)
Transaction-related costs, net	**$ 318**	**$ 267**	$ 88	$ 8

In the second quarter of 2017, the Company recognized an incremental tax benefit of $59 million for costs that became deductible upon the termination of its merger agreement with Anthem. When the Express Scripts acquisition is consummated, a portion of the costs related to that acquisition will not be deductible for federal income tax purposes, as is currently reflected in the Company s financial results.

Note 4 Earnings Per Share

Basic and diluted earnings per share (EPS) were computed as follows:

	Three Months Ended					
	September 30, 2018			**September 30, 2017**		
(Shares in thousands, dollars in millions, except per share amounts)	**Basic**	**Effect of Dilution**	**Diluted**	**Basic**	**Effect of Dilution**	**Diluted**
Shareholders net income	**$ 772**		**$ 772**	$ 560		$ 560
Shares						
Weighted average	**242,577**		**242,577**	249,242		249,242
Common stock equivalents		**3,535**	**3,535**		4,168	4,168
Total shares	**242,577**	**3,535**	**246,112**	249,242	4,168	253,410

EPS	**$ 3.18**	**$ (0.04)**	**$ 3.14**	$ 2.25	$ (0.04)	$ 2.21		

	Nine Months Ended					
	September 30, 2018			September 30, 2017		
(Shares in thousands, dollars in millions, except per share amounts)	**Basic**	**Effect of Dilution**	**Diluted**	**Basic**	**Effect of Dilution**	**Diluted**
Shareholders net income	**$ 2,493**		**$ 2,493**	$ 1,971		$ 1,971
Shares						
Weighted average	**242,404**		**242,404**	252,980		252,980
Common stock equivalents		**3,343**	**3,343**		4,078	4,078
Total shares	**242,404**	**3,343**	**245,747**	252,980	4,078	257,058
EPS	**$ 10.28**	**$ (0.14)**	**$ 10.14**	$ 7.79	$ (0.12)	$ 7.67

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The following outstanding employee stock options were not included in the computation of diluted earnings per share for the three months and nine months ended September 30, 2018 and 2017 because their effect was anti-dilutive.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions)	**2018**	**2017**	**2018**	**2017**
Anti-dilutive options	**0.9**	-	**0.9**	1.2

The Company held approximately 52.6 million shares of common stock in Treasury as of September 30, 2018, and 48.6 million shares as of September 30, 2017.

Note 5 Debt

The outstanding amounts of debt and capital leases were as follows:

(In millions)	**September 30, 2018**	**December 31, 2017**
Short-term		
Commercial paper	**$ -**	$ 100
Current maturities of long-term debt	**-**	131
Other, including capital leases	**9**	9
Total short-term debt	**$ 9**	$ 240
Long-term		
$250 million, 4.375% Notes due 2020	**$ 247**	$ 249
$300 million, 5.125% Notes due 2020	**298**	299
$1,000 million, Floating Rate Notes due 2020	**996**	-
$1,750 million, 3.2% Notes due 2020	**1,741**	-
$78 million, 6.37% Notes due 2021	**78**	78
$300 million, 4.5% Notes due 2021	**296**	299
$1,000 million, Floating Rate Notes due 2021	**995**	-
$1,250 million, 3.4% Notes due 2021	**1,244**	-
$750 million, 4% Notes due 2022	**746**	745
$100 million, 7.65% Notes due 2023	**100**	100
$17 million, 8.3% Notes due 2023	**17**	17
$700 million, Floating Rate Notes due 2023	**696**	-
$3,100 million, 3.75% Notes due 2023	**3,082**	-
$900 million, 3.25% Notes due 2025	**895**	894
$2,200 million, 4.125% Notes due 2025	**2,185**	-
$600 million, 3.05% Notes due 2027	**594**	594
$259 million, 7.875% Debentures due 2027	**259**	258
$3,800 million, 4.375% Notes due 2028	**3,771**	-
$45 million, 8.3% Step Down Notes due 2033	**45**	45
$191 million, 6.15% Notes due 2036	**190**	190
$2,200 million, 4.8% Notes due 2038	**2,176**	-

$121 million, 5.875% Notes due 2041		**119**		119
$317 million, 5.375% Notes due 2042		**315**		315
$1,000 million, 3.875% Notes due 2047		**988**		988
$3,000 million, 4.9% Notes due 2048		**2,961**		-
Other, including capital leases		**7**		9
Total long-term debt	**$**	**25,041**	$	5,199

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Notes. In September 2018, New Cigna issued $20.0 billion of senior unsecured notes at maturities ranging from 18 months to 30 years (the Notes). The various tranches of the Notes are included in the table above and can be identified as those having no balance at December 31, 2017. Of the Notes issued, the Company would be required to redeem $17 billion at a redemption price equal to 101% of the principal amount plus accrued interest if the Merger does not close. The proceeds of these mandatory redeemable notes and a portion of the proceeds of the notes due 2048, both of which reported in cash and cash equivalents, are restricted in order to redeem the debt if necessary. The proceeds of all the notes are intended to be used to pay a portion of the cash consideration for the Merger, to repay certain indebtedness of Express Scripts and its subsidiaries and/or to pay related fees and expenses. Proceeds not required for these purposes may be used by New Cigna for general corporate purposes. Interest is payable semi-annually in the case of the fixed rate notes and quarterly in the case of the floating rate notes. Following closing of the Merger, the notes will be guaranteed by the Company and Express Scripts Holding Company (collectively the Guarantors), and guarantees will terminate when certain conditions are met, primarily when the debt issued by the Guarantors is collectively less than 20% of the debt issued by New Cigna and its subsidiaries in the aggregate.

Bridge Facility. In March 2018, in connection with the proposed Merger, the Company and New Cigna entered into a commitment letter (the Commitment Letter) with Morgan Stanley Senior Funding, Inc., The Bank of Tokyo-Mitsubishi UFJ, Ltd and 21 additional banks, to provide a $26.7 billion 364-day senior unsecured bridge facility (the Bridge Facility). The Bridge Facility commitment has been reduced to $3.9 billion as of September 30, 2018 after issuing the Notes in the third quarter of 2018 (described above) and entering into the Term Loan Credit Agreement (described below). The Bridge Facility commitment may be used to finance the Merger, repay certain existing Express Scripts debt or pay related fees and expenses.

The Bridge Facility contains customary covenants and restrictions, including a financial covenant that the Company or New Cigna may not permit its leverage ratio which is the ratio of total consolidated debt to total consolidated capitalization to be greater than 60%. These covenants and restrictions will apply only if New Cigna draws upon the Bridge Facility at closing. The Bridge Facility expires at the Merger closing if not drawn upon.

The Company accrued approximately $140 million in fees upon entering into the Commitment Letter. The Company paid $111 million during the nine months ended September 30, 2018 and expects to pay the remainder of the fees over the balance of 2018. The fees were capitalized in other assets and are being amortized to operating expenses over the period the Bridge Facility is outstanding. The Company recorded amortization of the Bridge Facility fees of $50 million during the three months and $135 million during the nine months ended September 30, 2018.

Revolving Credit Agreement. On April 6, 2018, in connection with the proposed Merger, the Company and New Cigna entered into the Revolving Credit and Letter of Credit Agreement (the Revolving Credit Agreement) that matures on April 6, 2023 and is diversified among 23 banks.

Prior to the Merger, the Company can borrow up to $1.5 billion for general corporate purposes, of which up to $500 million is available for the issuance of letters of credit. On and after the Merger, New Cigna can borrow up to $3.25 billion for general corporate purposes, of which up to $500 million is available for the issuance of letters of credit. The Revolving Credit Agreement also includes an option to increase the facility

amount by up to $500 million and an option to extend the termination date for additional one year periods, subject to the consent of the banks.

The Revolving Credit Agreement contains customary covenants and restrictions, including a financial covenant that the Company or New Cigna may not permit its leverage ratio to be greater than 50% prior to the Merger or 60% after the Merger. Prior to the Merger, the debt issued in the third quarter of 2018 is excluded from determining the leverage ratio.

Term Loan Credit Agreement. On April 6, 2018, the Company and New Cigna entered into a Term Loan Credit Agreement (the Term Loan Credit Agreement) that is diversified among 26 banks. The Term Loan Credit Agreement provides for a three-year unsecured term loan facility in aggregate principal amount of $3.0 billion, which will be available to finance the Merger, repay certain existing indebtedness of Express Scripts, and pay fees and expenses in connection with the Merger.

The Term Loan Credit Agreement contains customary covenants and restrictions, including a financial covenant that the Company or, after the Merger, New Cigna may not permit its leverage ratio to be greater than 60%.

Prior to the Merger, the Company is the borrower under the Bridge Facility, the Revolving Credit Agreement and the Term Loan Credit Agreement. On and after the Merger, New Cigna will be the borrower under each of these agreements. In certain circumstances, certain subsidiaries of the Company or, after the Merger, New Cigna will be required to guarantee each other s obligations under the Bridge Facility, the Term Loan Credit Agreement and the Revolving Credit Agreement.

The Company was in compliance with its debt covenants as of September 30, 2018.

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In the third quarter of 2017, the Company completed a cash tender offer to purchase $1.0 billion of aggregate principal amount of certain of its outstanding debt securities. The Company recorded a pre-tax loss of $321 million ($209 million after-tax), consisting primarily of premium payments on the tender.

Note 6 Global Health Care Medical Costs Payable

Medical costs payable for the Global Health Care segment reflects estimates of the ultimate cost of claims that have been incurred but not reported, including expected development on reported claims, those that have been reported but not yet paid (reported claims in process), and other medical care expenses and services payable that are primarily comprised of accruals for incentives and other amounts payable to health care professionals and facilities. See Note 7 to the Consolidated Financial Statements in the Company s 2017 Form 10-K for further information about the assumptions and estimates used to establish this liability.

Activity in medical costs payable was as follows:

	Nine Months Ended	
(In millions)	**September 30, 2018**	**September 30, 2017**
Beginning balance	**$ 2,719**	$ 2,532
Less: Reinsurance and other amounts recoverable	**265**	275
Beginning balance, net	**2,454**	2,257
Incurred costs related to:		
Current year	**16,287**	14,952
Prior years	**(189)**	(268)
Total incurred	**16,098**	14,684
Paid costs related to:		
Current year	**13,915**	12,689
Prior years	**1,925**	1,730
Total paid	**15,840**	14,419
Ending balance, net	**2,712**	2,522
Add: Reinsurance and other amounts recoverable	**243**	261
Ending balance	**$ 2,955**	$ 2,783

Reinsurance and other amounts recoverable in the above table includes amounts due from reinsurers and policyholders to cover incurred but not reported and pending claims for certain business for which the Company administers the plan benefits but the right of offset does not exist. See Note 8 for additional information on reinsurance.

The total of incurred but not reported liabilities plus expected development on reported claims, including reported claims in process, was $ 2.8 billion at September 30, 2018 and $ 2.6 billion at September 30, 2017. The remaining balance in both periods reflects amounts due for physician incentives and other medical care expenses and services payable.

For the periods ended September 30, incurred costs related to prior years were attributable to the following factors:

	Nine Months Ended					
(Dollars in millions)	**September 30, 2018**			**September 30, 2017**		
	$	**%(1)**		**$**	**%(2)**	
Actual completion factors	**$ 114**	**0.6**	**%**	$ 128	0.7	%
Medical cost trend	**66**	**0.3**		131	0.7	
Other	**9**	**-**		9	-	
Total favorable (unfavorable) variance	**$ 189**	**0.9**	**%**	$ 268	1.4	%

(1) Percentage of current year incurred costs as reported for the year ended December 31, 2017.

(2) Percentage of current year incurred costs as reported for the year ended December 31, 2016.

Incurred costs related to prior years in the table above, although adjusted through shareholders net income, do not directly correspond to an increase or decrease to shareholders net income. The primary reason for this difference is that decreases to prior year incurred costs pertaining to the portion of the liability established for moderately adverse conditions are not considered as impacting shareholders net income if they are offset by increases in the current year provision for moderately adverse conditions.

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Favorable prior year development increased shareholders net income by $85 million for the nine months ended September 30, 2018 compared with $116 million for the nine months ended September 30, 2017. This development was attributed to both medical cost trend and completion factors resulting from lower than expected utilization of medical services in both periods.

Note 7 Liabilities for Unpaid Claims and Claim Expenses

The following information relates to unpaid claims and claim expense liabilities for short-duration insurance contracts other than those sold by the Global Health Care segment. See Note 8 to the Consolidated Financial Statements in the Company s 2017 Form 10-K for further information about the assumptions and estimates used to establish this liability.

The liability for unpaid claims and claim expenses by segment as of September 30 is as follows:

(In millions)	**September 30, 2018**	**September 30, 2017**
Group Disability and Life	**$ 4,584**	$ 4,442
Global Supplemental Benefits	**496**	453
Other Operations	**179**	182
Unpaid claims and claim expenses	**$ 5,259**	$ 5,077

Activity in the Group Disability and Life and the Global Supplemental Benefits segments liabilities for unpaid claims and claim expenses is presented in the following table. Liabilities associated with Other Operations are excluded because they pertain to obligations for long-duration insurance contracts or, if short-duration, the liabilities have been fully reinsured.

	Nine Months Ended	
(In millions)	**September 30, 2018**	**September 30, 2017**
Beginning balance	**$ 4,975**	$ 4,726
Less: Reinsurance	**137**	121
Beginning balance, net	**4,838**	4,605
Incurred claims related to:		
Current year	**3,590**	3,290
Prior years:		
Interest accretion	**115**	119
All other incurred	**(130)**	(59)
Total incurred	**3,575**	3,350
Paid claims related to:		
Current year	**2,060**	1,880
Prior years	**1,390**	1,327
Total paid	**3,450**	3,207
Foreign currency	**(16)**	13
Ending balance, net	**4,947**	4,761
Add: Reinsurance	**133**	134
Ending balance	**$ 5,080**	$ 4,895

Reinsurance in the table above reflects amounts due from reinsurers related to unpaid claims liabilities. The Company s insurance subsidiaries enter into agreements with other companies primarily to limit losses from large exposures and to permit recovery of a portion of incurred losses. See Note 8 for additional information on reinsurance.

The majority of the liability for unpaid claims and claim expenses is related to disability claims with long-tailed payouts. Interest earned on assets backing these liabilities is an integral part of pricing and reserving. Therefore, interest accreted on prior year balances is shown as a separate component of prior year incurred claims. This interest is calculated by applying the average discount rate used in determining the liability balance to the average liability balance over the period. The remaining prior year incurred claims amount primarily reflects updates to the Company s liability estimates and variances between actual experience during the period relative to the assumptions and expectations reflected in determining the liability. Assumptions reflect the Company s expectations over the life of the book of business and will vary from actual experience in any period, both favorably and unfavorably, with variation in resolution rates being the most significant driver for the long-term disability business and variations in mortality and morbidity being the most significant factors for other business. Favorable prior year incurred claims reported for the nine months ended September 30, 2018 largely reflect favorable long-term disability loss ratio experience relative to expectations. Favorable prior year incurred claims reported for the nine months ended September 30, 2017 largely reflect improved long-term disability resolution rate experience relative to expectations.

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Note 8 Reinsurance

The Company s insurance subsidiaries enter into agreements with other insurance companies to assume and cede reinsurance. Reinsurance is ceded primarily to limit losses from large exposures and to permit recovery of a portion of direct or assumed losses. Reinsurance is also used in acquisition and disposition transactions when the underwriting company is not being acquired. Because reinsurance does not relieve the originating insurer of liability, such liabilities must continue to be reported along with the related reinsurance recoverables. The Company regularly evaluates the financial condition of its reinsurers and monitors concentrations of its credit risk.

Reinsurance Recoverables

The majority of the Company s reinsurance recoverables resulted from acquisition and disposition transactions in which the underwriting company was not acquired. Components of the Company s reinsurance recoverables are presented below:

(In millions)

Line of Business	Reinsurer(s)	September 30, 2018	December 31, 2017	Collateral and Other Terms at September 30, 2018
Ongoing operations				
Global Health Care, Global Supplemental Benefits, Group Disability and Life, COLI	Various	**$ 439**	$ 454	Recoverables from approximately 80 reinsurers, used in the ordinary course of business. Current balances range from less than $1 million up to $70 million. Over 70% of the balance is from companies rated as investment grade by Standard & Poor s, and 13% is secured by assets in trusts or letters of credit.
Total recoverables related to ongoing operations		**439**	454	
Acquisition, disposition or runoff activities				
Individual Life and Annuity (sold in 1998)	Lincoln National Life and Lincoln Life & Annuity of New York	**3,319**	3,436	Both companies ratings are sufficient to avoid triggering a contractual obligation to fully secure the outstanding balance.
GMDB	Berkshire	**864**	928	100% secured by assets in a trust.
	Other	**31**	34	100% secured by assets in a trust or letters of credit.
Retirement Benefits Business (sold in 2004)	Prudential Retirement Insurance and Annuity	**806**	850	100% secured by assets in a trust.

Supplemental Benefits Business (2012 acquisition)	Great American Life	**265**	283	100% secured by assets in a trust.
Other run-off reinsurance	Various	**56**	61	100% secured by assets in trusts.
Total recoverables related to acquisition, disposition or runoff activities		**5,341**	5,592	
Total reinsurance recoverables		**$ 5,780**	$ 6,046	

The Company bears the risk of loss if its reinsurers and retrocessionaires do not meet or are unable to meet their reinsurance obligations to the Company. The Company reviews its reinsurance arrangements and establishes reserves against the recoverables if recovery is not considered probable.

Effects of Reinsurance

In the Company s Consolidated Statements of Income, premiums were reported net of amounts ceded to reinsurers and Global Health Care medical costs and other benefit expenses were reported net of reinsurance recoveries in the following amounts:

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	Three Months Ended		Nine Months Ended	
(In millions)	**September 30, 2018**	**September 30, 2017**	**September 30, 2018**	**September 30, 2017**
Ceded premiums				
Individual life insurance and annuity business sold	**$ 32**	$ 33	**$ 103**	$ 105
Other	**81**	70	**277**	205
Total ceded premiums	**$ 113**	$ 103	**$ 380**	$ 310
Reinsurance recoveries				
Individual life insurance and annuity business sold	**$ 70**	$ 62	**$ 183**	$ 198
Other	**70**	33	**117**	79
Total reinsurance recoveries	**$ 140**	$ 95	**$ 300**	$ 277

Effective Exit of GMDB and GMIB Business

In 2013, the Company entered into an agreement with Berkshire to effectively exit the GMDB and GMIB business via a reinsurance transaction. Berkshire reinsured 100% of the Company s future claim payments of this business, net of other reinsurance arrangements existing at that time. The Berkshire reinsurance agreement is subject to an overall limit with approximately $3.4 billion remaining as of September 30, 2018.

GMDB is accounted for as reinsurance and GMIB assets and liabilities are reported as derivatives at fair value as discussed below. GMIB assets are reported in other assets, including intangibles, and GMIB liabilities are reported in accounts payable, accrued expenses and other liabilities.

GMDB

The Company estimates the gross liability and reinsurance recoverable with an internal model based on the Company s experience and future expectations over an extended period, consistent with the long-term nature of this product. As a result of the reinsurance transaction, reserve increases have a corresponding increase in the recorded reinsurance recoverable, provided the increased recoverable remains within the overall Berkshire limit (including the GMIB asset presented below).

The following table presents the account value, net amount at risk and number of underlying contractholders for guarantees assumed by the Company in the event of death. The net amount at risk is the amount that the Company would have to pay if all contractholders died as of the specified date. Unless the Berkshire reinsurance limit is exceeded, the Company should be reimbursed in full for these payments.

(Dollars in millions, excludes impact of reinsurance ceded)	**September 30, 2018**	**December 31, 2017**
Account value	**$ 9,666**	$ 10,109
Net amount at risk	**$ 1,962**	$ 2,112
Number of contractholders	**225,000**	245,000

GMIB

In this business, the Company reinsured contracts with issuers of GMIB products. The Company s exposure represents the excess of a contractually guaranteed amount over the level of variable annuity account values. Payment by the Company depends on the actual account value in the underlying mutual funds and the level of interest rates when the contractholders elect to receive minimum income payments that must occur within 30 days of a policy anniversary after the appropriate waiting period. The Company has purchased retrocessional coverage (GMIB assets) for these contracts.

The Company reports GMIB liabilities and assets as derivatives at fair value because the cash flows of these liabilities and assets are affected by equity markets and interest rates, but are without significant life insurance risk and are settled in lump sum payments.

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As of September 30, 2018 and December 31, 2017, there were three reinsurers for GMIB as follows:

(In millions)

Line of Business		Reinsurer	September 30, 2018	December 31, 2017	Collateral and Other Terms at September 30, 2018
GMIB		Berkshire	**$ 299**	$ 359	100% secured by assets in a trust.
		Liberty Re (Bermuda) Ltd.	**160**	197	100% secured by assets in a trust.
Total GMIB recoverables reported in other assets			**$ 636**	$ 777	

Assumptions used in fair value measurement. GMIB assets and liabilities are established using capital market assumptions (including market returns, interest rates and market volatilities of the underlying equity and bond mutual fund investments) and assumptions related to future annuitant behavior (including mortality, lapse, and annuity election rates). As assumptions related to future annuitant behavior are largely unobservable, the Company classifies GMIB assets and liabilities in Level 3 in the fair value hierarchy presented in Note 9.

The only assumption expected to impact the Company s future shareholders net income is non-performance risk. The non-performance risk adjustment reflects a market participant s view of nonpayment risk by adding an additional spread to the discount rate in the fair value calculation of both (a) the GMIB liabilities to be paid by the Company, and (b) the GMIB assets to be paid by the reinsurers, after considering collateral.

The Company regularly evaluates each of the assumptions used in establishing these assets and liabilities. Significant decreases in assumed lapse rates or spreads used to calculate non-performance risk of the Company, or significant increases in assumed annuity election rates or spreads used to calculate the non-performance risk of the reinsurers, would result in higher fair value measurements. A change in one of these assumptions is not necessarily accompanied by a change in another assumption.

GMIB guarantees. Future payments are not fixed and determinable under the terms of these contracts. Accordingly, the Company calculated the exposure, without considering any reinsurance coverage, using the following hypothetical assumptions:

- no annuitants surrendered their accounts;

- all annuitants lived to elect their benefit;

- all annuitants elected to receive their benefit on the next available date (2018 through 2022); and

- all underlying mutual fund investment values remained at the September 30, 2018 value of $786 million with no future returns.

The Company has reinsurance coverage in place that covers the exposures on these contracts. Using these hypothetical assumptions, the GMIB exposure of $514 million is lower than the recorded liability for GMIB calculated using fair value assumptions.

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Note 9 Fair Value Measurements

The Company carries certain financial instruments at fair value in the financial statements including fixed maturities, certain equity securities, short-term investments and derivatives. Other financial instruments are measured at fair value only under certain conditions, such as when impaired.

Fair value is defined as the price at which an asset could be exchanged in an orderly transaction between market participants at the balance sheet date. A liability s fair value is defined as the amount that would be paid to transfer the liability to a market participant, not the amount that would be paid to settle the liability with the creditor.

The Company s financial assets and liabilities carried at fair value have been classified based upon a hierarchy defined by GAAP. The hierarchy gives the highest ranking to fair values determined using unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest ranking to fair values determined using methodologies and models with unobservable inputs (Level 3). An asset s or a liability s classification is based on the lowest level of input that is significant to its measurement. For example, a financial asset or liability carried at fair value would be classified in Level 3 if unobservable inputs were significant to the instrument s fair value, even though the measurement may be derived using inputs that are both observable (Levels 1 and 2) and unobservable (Level 3).

The Company estimates fair values using prices from third parties or internal pricing methods. Fair value estimates received from third-party pricing services are based on reported trade activity and quoted market prices when available, and other market information that a market participant may use to estimate fair value. The internal pricing methods are performed by the Company s investment professionals and generally involve using discounted cash flow analyses, incorporating current market inputs for similar financial instruments with comparable terms and credit quality, as well as other qualitative factors. In instances where there is little or no market activity for the same or similar instruments, fair value is estimated using methods, models and assumptions that the Company believes a hypothetical market participant would use to determine a current transaction price. These valuation techniques involve some level of estimation and judgment that becomes significant with increasingly complex instruments or pricing models.

The Company is responsible for determining fair value, as well as for assigning the appropriate level within the fair value hierarchy, based on the significance of unobservable inputs. The Company reviews methodologies, processes and controls of third-party pricing services and compares prices on a test basis to those obtained from other external pricing sources or internal estimates. The Company performs ongoing analyses of both prices received from third-party pricing services and those developed internally to determine that they represent appropriate estimates of fair value. The controls executed by the Company include evaluating changes in prices and monitoring for potentially stale valuations. The Company also performs sample testing of sales values to confirm the accuracy of prior fair value estimates. The minimal exceptions identified during these processes indicate that adjustments to prices are infrequent and do not significantly impact valuations. Annually, we conduct an on-site visit of the most significant pricing service to review their processes, methodologies and controls. This on-site review includes a walk-through of inputs for a sample of securities held across various asset types to validate the documented pricing process.

Financial Assets and Financial Liabilities Carried at Fair Value

The following table provides information as of September 30, 2018 and December 31, 2017 about the Company s financial assets and liabilities carried at fair value. Separate account assets that are also recorded at fair value on the Company s Consolidated Balance Sheets are reported separately in the Separate Accounts section as gains and losses related to these assets generally accrue directly to policyholders.

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(In millions)	Quoted Prices in Active Markets for Identical Assets (Level 1) As of September 30, 2018	Quoted Prices in Active Markets for Identical Assets (Level 1) As of December 31, 2017	Significant Other Observable Inputs (Level 2) As of September 30, 2018	Significant Other Observable Inputs (Level 2) As of December 31, 2017	Significant Unobservable Inputs (Level 3) As of September 30, 2018	Significant Unobservable Inputs (Level 3) As of December 31, 2017	Total As of September 30, 2018	Total As of December 31, 2017
Financial assets at fair value								
Fixed maturities								
Federal government and agency	**$ 246**	$ 253	**$ 501**	$ 526	**$ -**	$ -	**$ 747**	$ 779
State and local government	**-**	-	**990**	1,287	**-**	-	**990**	1,287
Foreign government	**-**	-	**2,485**	2,442	**6**	45	**2,491**	2,487
Corporate	**-**	-	**18,214**	17,658	**288**	430	**18,502**	18,088
Mortgage and other asset-backed	**-**	-	**397**	343	**141**	154	**538**	497
Total fixed maturities	**246**	253	**22,587**	22,256	**435**	629	**23,268**	23,138
Equity securities (1)	**392**	412	**66**	73	**33**	103	**491**	588
Subtotal	**638**	665	**22,653**	22,329	**468**	732	**23,759**	23,726
Short-term investments	**-**	-	**102**	199	**-**	-	**102**	199
GMIB assets	**-**	-	**-**	-	**636**	777	**636**	777
Other derivative assets	**-**	-	**24**	2	**-**	-	**24**	2
Total financial assets at fair value, excluding separate accounts and real estate funds	**$ 638**	$ 665	**$ 22,779**	$ 22,530	**$ 1,104**	$ 1,509	**$ 24,521**	$ 24,704
Real estate funds priced at NAV as a practical expedient (2)							**244**	N/A
Financial liabilities at fair value								
GMIB liabilities	**$ -**	$ -	**$ -**	$ -	**$ 613**	$ 762	**$ 613**	$ 762
Other derivative liabilities	**-**	-	**21**	25	**-**	-	**21**	25
Total financial liabilities at fair value, excluding separate accounts	**$ -**	$ -	**$ 21**	$ 25	**$ 613**	$ 762	**$ 634**	$ 787

(1) Beginning in 2018, certain private equity securities are no longer carried at fair value under the policy election of ASU 2016-01 (Recognition and Measurement of Financial Assets and Financial Liabilities). As of December 31, 2017, private equity securities of $70 million were included in the Level 3 amount. See Note 10 for additional information on this accounting policy change.

(2) Beginning in 2018 upon adopting ASU 2016-01, certain real estate funds are carried at fair value (previously carried at cost) based on the Company s ownership share of the equity of the investee (Net Asset Value (NAV) as a practical expedient) including changes in the fair value of its underlying investments. The funds have a quarterly redemption frequency, a 45-90 day redemption notice period and $68 million in unfunded commitments as of September 30, 2018. See Note 10 for additional information on this accounting policy change. Prior periods are designated as not applicable (N/A) in this table.

Level 1 Financial Assets

Inputs for instruments classified in Level 1 include unadjusted quoted prices for identical assets in active markets accessible at the measurement date. Active markets provide pricing data for trades occurring at least weekly and include exchanges and dealer markets.

Assets in Level 1 include actively-traded U.S. government bonds and exchange-listed equity securities. Given the narrow definition of Level 1 and the Company s investment asset strategy to maximize investment returns, a relatively small portion of the Company s investment assets are classified in this category.

Level 2 Financial Assets and Financial Liabilities

Inputs for instruments classified in Level 2 include quoted prices for similar assets or liabilities in active markets, quoted prices from those willing to trade in markets that are not active, or other inputs that are market observable or can be corroborated by market data for the term of the instrument. Such other inputs include market interest rates and volatilities, spreads and yield curves. An instrument is classified in Level 2 if the Company determines that unobservable inputs are insignificant.

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Fixed maturities and equity securities. Approximately 95% of the Company s investments in fixed maturities and equity securities are classified in Level 2 including most public and private corporate debt and hybrid equity securities, federal agency and municipal bonds, non-government mortgage-backed securities and preferred stocks. Because many fixed maturities do not trade daily, third-party pricing services and internal valuation methods often use recent trades of securities with similar features and characteristics. When recent trades are not available, pricing models are used to determine these prices. These models calculate fair values by discounting future cash flows at estimated market interest rates. Such market rates are derived by calculating the appropriate spreads over comparable U.S. Treasury securities, based on the credit quality, industry and structure of the asset. Typical inputs and assumptions to pricing models include, but are not limited to, a combination of benchmark yields, reported trades, issuer spreads, liquidity, benchmark securities, bids, offers, reference data, and industry and economic events. For mortgage-backed securities, inputs and assumptions may also include characteristics of the issuer, collateral attributes, prepayment speeds and credit rating.

Nearly all of these instruments are valued using recent trades or pricing models. Less than 1% of the fair value of investments classified in Level 2 represents foreign bonds that are valued using a single unadjusted market-observable input derived by averaging multiple broker-dealer quotes, consistent with local market practice.

Short-term investments are carried at fair value which approximates cost. On a regular basis, the Company compares market prices for these securities to recorded amounts to validate that current carrying amounts approximate exit prices. The short-term nature of the investments and corroboration of the reported amounts over the holding period support their classification in Level 2.

Other derivatives classified in Level 2 represent over-the-counter instruments such as interest rate and foreign currency swap contracts. Fair values for these instruments are determined using market observable inputs including forward currency and interest rate curves and widely published market observable indices. Credit risk related to the counterparty and the Company is considered when estimating the fair values of these derivatives. However, the Company is largely protected by collateral arrangements with counterparties and determined that no adjustment for credit risk was required as of September 30, 2018 or December 31, 2017. The nature and use of these other derivatives are described in Note 11.

Level 3 Financial Assets and Financial Liabilities

Certain inputs for instruments classified in Level 3 are unobservable (supported by little or no market activity) and significant to their resulting fair value measurement. Unobservable inputs reflect the Company s best estimate of what hypothetical market participants would use to determine a transaction price for the asset or liability at the reporting date.

The Company classifies certain newly issued, privately-placed, complex or illiquid securities, as well as assets and liabilities relating to GMIB, in Level 3. Approximately 2% of fixed maturities and equity securities are priced using significant unobservable inputs and classified in this

category.

Fair values of mortgage and other asset-backed securities, corporate and government fixed maturities are primarily determined using pricing models that incorporate the specific characteristics of each asset and related assumptions including the investment type and structure, credit quality, industry and maturity date in comparison to current market indices, spreads and liquidity of assets with similar characteristics. For mortgage and other asset-backed securities, inputs and assumptions for pricing may also include collateral attributes and prepayment speeds. Recent trades in the subject security or similar securities are assessed when available, and the Company may also review published research in its evaluation, as well as the issuer s financial statements.

Quantitative Information about Unobservable Inputs

The following table summarizes the fair value and significant unobservable inputs used in pricing the following securities that were developed directly by the Company as of September 30, 2018 and December 31, 2017. The range and weighted average basis point amounts (bps) for liquidity and credit spreads (adjustment to discount rates) and price-to-earnings multiples for equity investments reflect the Company s best estimates of the unobservable adjustments a market participant would make to calculate these fair values.

Mortgage and other asset-backed securities. The significant unobservable inputs used to value the following mortgage and other asset-backed securities are liquidity and weighting of credit spreads. When there is limited trading activity for the security, an adjustment for liquidity is made as of the measurement date that considers current market conditions, issuer circumstances and complexity of the security structure. An adjustment to weight credit spreads is needed to value a more complex bond structure with multiple underlying collateral and no standard market valuation technique. The weighting of credit spreads is primarily based on the underlying collateral s characteristics and their proportional cash flows supporting the bond obligations.

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Corporate and government fixed maturities. The significant unobservable input used to value the following corporate and government fixed maturities is an adjustment for liquidity. When there is limited trading activity for the security, an adjustment is needed to reflect current market conditions and issuer circumstances.

Private equity securities. The significant unobservable input used to value the following private equity securities is a multiple of earnings before interest, taxes, depreciation and amortization (EBITDA). These securities are comprised of private equity investments with limited trading activity and therefore a ratio of EBITDA is used to estimate value based on company circumstances and relative risk characteristics.

Hybrid equity securities. The significant unobservable input used to value the following hybrid equity securities is an adjustment for liquidity due to limited trading activity. These cumulative preferred shares are deemed likely to exercise certain call options and the Company estimates an adjustment used to discount cash flows based on current market conditions and issuer circumstances.

	Fair Value as of		Unobservable	Unobservable Adjustment Range (Weighted Average) as of	
(Fair value in millions)	**September 30, 2018**	**December 31, 2017**	**Input**	**September 30, 2018**	**December 31, 2017**
Fixed maturities					
Mortgage and other asset-backed securities	**$ 141**	$ 154	**Liquidity**	**60 - 370 (80) bps**	60 - 370 (90) bps
			Weighting of credit spreads	**180 - 310 (240) bps**	180 - 290 (230) bps
Corporate and government fixed maturities	**275**	446	**Liquidity**	**70 - 930 (250) bps**	70 - 1,650 (300) bps
Total fixed maturities	**416**	600			
Equity securities					
Private equity securities (1)	**N/A**	70	**Price-to-EBITDA multiples**	**N/A**	5.0 - 12.0 (8.9)
Hybrid equity securities	**33**	33	**Liquidity**	**240 bps (3)**	270 bps (3)
Total equity securities	**33**	103			
Subtotal	**449**	703			
Securities not priced by the Company (2)	**19**	29			
Total Level 3 securities	**$ 468**	$ 732			

(1) Beginning in 2018, private equity securities are no longer carried at fair value under the policy election of ASU 2016-01 (Recognition and Measurement of Financial Assets and Financial Liabilities). Current periods are designated as N/A in this table.

(2) The fair values for these securities use single, unadjusted non-binding broker quotes not developed directly by the Company.

(3) The range and weighted average is equivalent for this security type.

Significant increases in liquidity or credit spreads would result in lower fair value measurements while decreases in these inputs would result in higher fair value measurements. Significant decreases in equity price-to-EBITDA multiples would result in lower fair value measurements while increases in these inputs would result in higher fair value measurements. Generally, the unobservable inputs are not interrelated and a change in the assumption used for one unobservable input is not accompanied by a change in the other unobservable input.

GMIB contracts. See discussion in Note 8.

Changes in Level 3 Financial Assets and Financial Liabilities Carried at Fair Value

The following table summarizes the changes in financial assets and financial liabilities classified in Level 3 for the three months and nine months ended September 30, 2018 and 2017. Separate account asset changes are reported separately in the Separate Accounts section as the changes in fair values of these assets generally accrue directly to the policyholders. Gains and losses reported in these tables may include net changes in fair value that are attributable to both observable and unobservable inputs.

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For the Three Months Ended September 30,	Fixed Maturities & Equity Securities		GMIB Assets		GMIB Liabilities	
(In millions)	**2018**	**2017**	**2018**	**2017**	**2018**	**2017**
Balance at July 1,	**$ 528**	$ 751	**$ 684**	$ 777	**$ (653)**	$ (764)
Gains (losses) included in shareholders net income						
GMIB fair value gain/(loss)	**-**	-	**(39)**	40	**39**	(40)
Other	**-**	(2)	**2**	(1)	**(10)**	6
Total gains (losses) included in shareholders net income	**-**	(2)	**(37)**	39	**29**	(34)
Gains (losses) included in other comprehensive income	**2**	(9)	**-**	-	**-**	-
Losses required to adjust future policy benefits for settlement annuities (1)	**(2)**	(2)	**-**	-	**-**	-
Purchases, sales, settlements						
Purchases	**3**	37	**-**	-	**-**	-
Sales	**-**	(3)	**-**	-	**-**	-
Settlements	**(14)**	(30)	**(11)**	(18)	**11**	18
Total purchases, sales and settlements	**(11)**	4	**(11)**	(18)	**11**	18
Transfers into/(out of) Level 3						
Transfers into Level 3	**24**	178	**-**	-	**-**	-
Transfers out of Level 3	**(73)**	(116)	**-**	-	**-**	-
Total transfers into/(out of) Level 3	**(49)**	62	**-**	-	**-**	-
Balance at September 30,	**$ 468**	$ 804	**$ 636**	$ 798	**$ (613)**	$ (780)
Total gains (losses) included in shareholders net income attributable to instruments held at the reporting date	**$ (1)**	**$** 1	**$ (37)**	**$** 39	**$ 29**	**$** (34)

For the Nine Months Ended September 30,	Fixed Maturities & Equity Securities		GMIB Assets		GMIB Liabilities	
(In millions)	**2018**	**2017**	**2018**	**2017**	**2018**	**2017**
Balance at January 1,	**$ 732**	$ 776	**$ 777**	$ 799	**$ (762)**	$ (780)
Gains (losses) included in shareholders net income						
GMIB fair value gain (loss)	**-**	-	**(106)**	44	**108**	(44)
Other	**(21)**	22	**-**	-	**1**	(1)
Total gains (losses) included in shareholders net income	**(21)**	22	**(106)**	44	**109**	(45)
Losses included in other comprehensive income	**(8)**	(12)	**-**	-	**-**	-
Gains (losses) required to adjust future policy benefits for settlement annuities (1)	**(8)**	7	**-**	-	**-**	-
Purchases, sales, settlements						
Purchases	**19**	127	**-**	-	**-**	-
Sales	**(11)**	(73)	**-**	-	**-**	-
Settlements	**(29)**	(69)	**(35)**	(45)	**40**	45
Total purchases, sales and settlements	**(21)**	(15)	**(35)**	(45)	**40**	45
Transfers into/(out of) Level 3						
Transfers into Level 3	**44**	254	**-**	-	**-**	-
Transfers out of Level 3 (2)	**(250)**	(228)	**-**	-	**-**	-
Total transfers into/(out of) Level 3	**(206)**	26	**-**	-	**-**	-
Balance at September 30,	**$ 468**	$ 804	**$ 636**	$ 798	**$ (613)**	$ (780)
Total gains (losses) included in shareholders net income attributable to instruments held at the reporting date	**$ (9)**	$ -	**$ (106)**	$ 44	**$ 109**	$ (45)

(1) Amounts do not accrue to shareholders.

(2) Beginning in 2018, certain private equity securities are no longer carried at fair value under the policy election of ASU 2016-01 (Recognition and Measurement of Financial Assets and Financial Liabilities). Private equity securities of $70 million as of December 31, 2017 are included in the September 30, 2018 Transfers out of Level 3 amount.

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As noted in the preceding tables, total gains and losses included in shareholders net income are reflected in the following captions in the Consolidated Statements of Income:

- Realized investment gains (losses) and net investment income for amounts related to fixed maturities and equity securities and realized investment gains (losses) for the impact of changes in non-performance risk related to GMIB assets and liabilities; and

- Other operating expenses for amounts related to GMIB assets and liabilities (GMIB fair value gain/loss), except for the impact of changes in non-performance risk.

In the tables above, gains and losses included in other comprehensive income are reflected in net unrealized appreciation (depreciation) on securities in the Consolidated Statements of Comprehensive Income.

Transfers into or out of the Level 3 category occur when unobservable inputs, such as the Company s best estimate of what a market participant would use to determine a current transaction price, become more or less significant to the fair value measurement. During 2018 and 2017, transfers between Level 2 and Level 3 primarily reflected changes in liquidity and credit risk estimates for certain private placement issuers across several sectors including foreign government, capital goods, consumer products, electric, energy, metals, mining, and transportation. As noted above, transfers out of Level 3 during 2018 also include $70 million of private equity securities that are no longer carried at fair value.

Separate Accounts

Fair values and changes in the fair values of separate account assets generally accrue directly to the policyholders and are excluded from the Company s revenues and expenses. See Note 10 to the Consolidated Financial Statements contained in the Company s 2017 Form 10-K for additional policy information related to separate accounts.

As of September 30, 2018 and December 31, 2017, separate account assets were as follows:

	Quoted Prices in Active Markets for Identical Assets (Level 1)		**Significant Other Observable Inputs (Level 2)**		**Significant Unobservable Inputs (Level 3)**		**Total**	
(In millions)	**September 30, 2018**	**December 31, 2017**	**September 30, 2018**	**December 31, 2017**	**September 30, 2018**	**December 31, 2017**	**September 30, 2018**	**December 31, 2017**
Guaranteed separate accounts (see Note 16)	**$ 206**	$ 215	**$ 276**	$ 308	**$ -**	$ -	**$ 482**	$ 523
Non-guaranteed separate accounts (1)	**1,335**	1,536	**5,353**	5,298	**257**	292	**6,945**	7,126

Subtotal	**$ 1,541**	$ 1,751	**$ 5,629**	$ 5,606	**$ 257**	$ 292	**7,427**	7,649
Non-guaranteed separate accounts priced at NAV as a practical expedient (1)							**735**	774
Total separate account assets							**$ 8,162**	$ 8,423

(1) Non-guaranteed separate accounts included $3.9 billion in assets supporting the Company s pension plans as of September 30, 2018 and December 31, 2017, including $0.2 billion classified in Level 3 as of September 30, 2018 and $0.3 billion classified in Level 3 as of December 31, 2017.

Separate account assets in Level 1 primarily include exchange-listed equity securities. Level 2 assets primarily include:

- corporate and structured bonds valued using recent trades of similar securities or pricing models that discount future cash flows at estimated market interest rates as described above; and

- actively-traded institutional and retail mutual fund investments.

Separate account assets classified in Level 3 primarily support Cigna s pension plans, and include certain newly issued, privately-placed, complex, or illiquid securities that are priced using methods discussed above, as well as commercial mortgage loans. The following tables summarize the changes in separate account assets reported in Level 3 for the periods ending September 30.

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(In millions)	Three Months Ended September 30, 2018	2017	Nine Months Ended September 30, 2018	2017
Balance, beginning of period	**$ 256**	$ 316	**$ 292**	$ 331
Policyholder (losses) gains	**(1)**	(1)	**42**	36
Purchases, sales and settlements				
Purchases	**8**	9	**20**	26
Sales	**(1)**	-	**(73)**	(52)
Settlements	**(9)**	(12)	**(21)**	(13)
Total purchases, sales and settlements	**(2)**	(3)	**(74)**	(39)
Transfers into (out of) Level 3				
Transfers into Level 3	**12**	4	**12**	5
Transfers out of Level 3	**(8)**	(16)	**(15)**	(33)
Total transfers into (out of) Level 3	**4**	(12)	**(3)**	(28)
Balance, end of period	**$ 257**	$ 300	**$ 257**	$ 300

Separate account investments in securities partnerships, real estate, and hedge funds are generally valued based on the separate account s ownership share of the equity of the investee (NAV as a practical expedient) including changes in the fair values of its underlying investments. Substantially all of these assets support the Cigna Pension Plans. The table below provides additional information on these investments.

(In millions)	Fair Value as of September 30, 2018	Fair Value as of December 31, 2017	Unfunded Commitments as of September 30, 2018	Redemption Frequency (if currently eligible)	Redemption Notice Period
Securities Partnerships	**$ 472**	$ 458	$ 302	Not applicable	Not applicable
Real Estate Funds	**244**	239	-	Quarterly	30-90 days
Hedge Funds	**19**	77	-	Up to Annually, varying by fund	30-90 days
Total	**$ 735**	$ 774	$ 302		

Assets and Liabilities Measured at Fair Value under Certain Conditions

Some financial assets and liabilities are not carried at fair value each reporting period, but may be measured using fair value only under certain conditions, such as investments when they become impaired including real estate, partnership entities, commercial mortgage loans, and certain equity securities with no readily determinable fair value. There were no such impaired investments written down to fair value during the nine months ended September 30, 2018. Impaired values for these asset types representing less than 1% of total investments, were written down to their fair values, resulting in immaterial realized losses during the nine months ended September 30, 2017.

Fair Value Disclosures for Financial Instruments Not Carried at Fair Value

The following table includes the Company s financial instruments not recorded at fair value that are subject to fair value disclosure requirements at September 30, 2018 and December 31, 2017. In addition to universal life products and capital leases, financial instruments that are carried in the Company s Consolidated Financial Statements at amounts that approximate fair value are excluded from the following table.

(In millions)	Classification in the Fair Value Hierarchy	September 30, 2018 Fair Value	September 30, 2018 Carrying Value	December 31, 2017 Fair Value	December 31, 2017 Carrying Value
Commercial mortgage loans	Level 3	**$ 1,819**	**$ 1,867**	$ 1,766	$ 1,761
Long-term debt, including current maturities, excluding capital leases	Level 2	**$ 25,153**	**$ 25,034**	$ 5,730	$ 5,321

Fair values of off-balance sheet financial instruments were not material as of September 30, 2018 and December 31, 2017.

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Note 10 Investments

Cigna s investment portfolio consists of a broad range of investments including fixed maturities and equity securities, commercial mortgage loans, other long-term investments and short-term investments. The sections below provide more detail regarding our investment balances, net investment income and realized investment gains and losses. See Note 9 for information about the valuation of the Company s investment portfolio. See Note 11 to the Consolidated Financial Statements contained in the Company s 2017 Form 10-K for accounting policies for each investment type. Updates to these policies resulting from the adoption of new accounting guidance in 2018 are provided below.

A. Investment Portfolio

Fixed Maturities

The amortized cost and fair value by contractual maturity periods for fixed maturities were as follows at September 30, 2018:

(In millions)	Amortized Cost	Fair Value
Due in one year or less	$ 1,650	$ 1,656
Due after one year through five years	6,364	6,446
Due after five years through ten years	10,363	10,154
Due after ten years	3,960	4,474
Mortgage and other asset-backed securities	532	538
Total fixed maturities	$ 22,869	$ 23,268

Actual maturities of these securities could differ from their contractual maturities used in the table above. This could occur because issuers may have the right to call or prepay obligations, with or without penalties.

Gross unrealized appreciation (depreciation) on fixed maturities by type of issuer is shown below.

(In millions)	Amortized Cost	Gross Unrealized Appreciation	Gross Unrealized Depreciation	Fair Value
As of September 30, 2018				
Federal government and agency	$ 558	$ 194	$ (5)	$ 747
State and local government	934	59	(3)	990
Foreign government	2,369	136	(14)	2,491
Corporate	18,476	421	(395)	18,502
Mortgage and other asset-backed	532	16	(10)	538

Total fixed maturities	**$ 22,869**	**$ 826**	**$ (427)**	**$ 23,268**
Investments supporting liabilities of the Company s run-off settlement annuity business (included in above total) (1)	**$ 2,266**	**$ 471**	**$ (27)**	**$ 2,710**
As of December 31, 2017				
Federal government and agency	$ 541	$ 239	$ (1)	$ 779
State and local government	1,196	93	(2)	1,287
Foreign government	2,360	142	(15)	2,487
Corporate	17,301	868	(81)	18,088
Mortgage and other asset-backed	469	29	(1)	497
Total fixed maturities	$ 21,867	$ 1,371	$ (100)	$ 23,138
Investments supporting liabilities of the Company s run-off settlement annuity business (included in above total) (1)	$ 2,200	$ 681	$ (2)	$ 2,879

(1) Net unrealized appreciation for these investments is excluded from accumulated other comprehensive income.

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Review of declines in fair value. Management reviews fixed maturities with a decline in fair value from cost for impairment based on criteria that include:

- length of time and severity of decline;
- financial health and specific near term prospects of the issuer;
- changes in the regulatory, economic or general market environment of the issuer s industry or geographic region; and
- the Company s intent to sell or the likelihood of a required sale prior to expected recovery.

Based on this review, management believes the unrealized depreciation below to be temporary, and therefore has not impaired these amounts. The table below summarizes fixed maturities in an unrealized loss position at September 30, 2018 and December 31, 2017 by the length of time these securities have been in an unrealized loss position. These fixed maturities were primarily corporate securities with a decline in fair value that reflects an increase in market yields since purchase.

	September 30, 2018				**December 31, 2017**			
(Dollars in millions)	**Fair Value**	**Amortized Cost**	**Unrealized Depreciation**	**Number of Issues**	**Fair Value**	**Amortized Cost**	**Unrealized Depreciation**	**Number of Issues**
One year or less								
Investment grade	**$ 9,018**	**$ 9,281**	**$ (263)**	**1,936**	$ 3,272	$ 3,309	$ (37)	797
Below investment grade	**$ 878**	**$ 900**	**$ (22)**	**959**	$ 543	$ 553	$ (10)	643
More than one year								
Investment grade	**$ 2,365**	**$ 2,496**	**$ (131)**	**630**	$ 1,503	$ 1,549	$ (46)	373
Below investment grade	**$ 185**	**$ 196**	**$ (11)**	**122**	$ 155	$ 162	$ (7)	42

Equity Securities

Accounting policy. Beginning in 2018, upon adopting ASU 2016-01 changes in the fair values of equity securities that have a readily determinable fair value (primarily exchange-traded funds) are reported in other realized investment gains (losses). As of September 30, 2018, the fair values of these securities were $443 million and cost was $452 million. Also beginning in 2018, private equity securities of $88 million as of September 30, 2018, that do not have a readily determinable fair value are carried at cost minus impairment, if any, plus or minus changes resulting from observable price changes. The amount of impairments or value changes resulting from observable price changes was not material.

Equity securities also include hybrid investments consisting of preferred stock with call features that are carried at fair value with changes in fair value reported in other realized investment gains (losses) and dividends reported in net investment income. As of September 30, 2018, fair values of these securities were $48 million and cost was $63 million, compared with fair value of $49 million and cost of $61 million as of December 31, 2017.

Commercial Mortgage Loans

Mortgage loans held by the Company are made exclusively to commercial borrowers and are diversified by property type, location and borrower. Loans are generally issued at a fixed rate of interest and are secured by high quality, primarily completed and substantially leased operating properties.

Credit quality. The Company regularly evaluates and monitors credit risk, beginning with the initial underwriting of a mortgage loan and continuing throughout the investment holding period. Mortgage origination professionals employ an internal credit quality rating system designed to evaluate the relative risk of the transaction at origination that is then updated each year as part of the annual portfolio loan review. The Company evaluates and monitors credit quality on an ongoing basis, classifying each loan as a loan in good standing, potential problem loan or problem loan.

Quality ratings are based on our evaluation of a number of key inputs related to the loan including real estate market-related factors such as rental rates and vacancies, and property-specific inputs such as growth rate assumptions and lease rollover statistics. However, the two most significant contributors to the credit quality rating are the debt service coverage and loan-to-value ratios. The debt service coverage ratio measures the amount of property cash flow available to meet annual interest and principal payments on the debt, with a ratio below 1.0 indicating that there is not enough cash flow to cover the required loan payments. The loan-to-value ratio, commonly expressed as a percentage, compares the amount of the loan to the fair value of the underlying property collateralizing the loan.

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The following table summarizes the credit risk profile of the Company s commercial mortgage loan portfolio based on loan-to-value and debt service coverage ratios, as of September 30, 2018 and December 31, 2017:

(Dollars in millions)	As of September 30, 2018			As of December 31, 2017		
Loan-to-Value Ratio	**Carrying Value**	**Average Debt Service Coverage Ratio**	**Average Loan-to-Value Ratio**	**Carrying Value**	**Average Debt Service Coverage Ratio**	**Average Loan-to-Value Ratio**
Below 60%	**$ 1,141**	**2.12**		$ 1,109	2.03	
60% to 79%	**650**	**1.93**		652	2.24	
80% to 100%	**76**	**1.49**		-	-	
Total	**$ 1,867**	**2.03**	**58%**	$ 1,761	2.11	57%

The Company s annual in-depth review of its commercial mortgage loan investments is the primary mechanism for identifying emerging risks in the portfolio. The most recent review was completed by the Company s investment professionals in the second quarter of 2018 and included an analysis of each underlying property s December 31, 2017 annual financial statements, rent rolls, operating plans and budgets for 2018, a physical inspection of the property and other pertinent factors. Based on historical results, current leases, lease expirations and rental conditions in each market, the Company estimates the current year and future stabilized property income and fair value for each loan. Based on property values and cash flows estimated as part of this review, and considering updates for loans where material changes were subsequently identified, the average loan to value ratio at September 30, 2018 is generally consistent with last year and remains very strong. The portfolio s average debt service coverage ratio decreased slightly at September 30, 2018 compared with December 31, 2017 due to loans transitioning from interest only to amortizing payments.

The Company will reevaluate a loan s credit quality between annual reviews if new property information is received or an event such as delinquency or a borrower s request for restructure causes management to believe that the Company s estimate of financial performance, fair value or the risk profile of the underlying property has been impacted.

Impaired commercial mortgage loans. A commercial mortgage loan is considered impaired when it is probable that the Company will not collect all amounts due according to the terms of the original loan agreement. These loans are included in either problem or potential problem loans. The Company monitors credit risk and assesses the impairment of loans individually and on a consistent basis for all loans in the portfolio. Impaired loans are carried at the lower of unpaid principal balance or the fair value of the underlying real estate. Certain commercial mortgage loans without valuation reserves are considered impaired because the Company will not collect all interest due according to the terms of the original agreements; however, the Company expects to recover the unpaid principal because it is less than the fair value of the underlying real estate. The Company recognizes interest income on impaired mortgage loans only when payment is actually received.

As of September 30, 2018 and December 31, 2017, there were no impaired commercial mortgage loans.

Other Long-Term Investments

Accounting policy. Other long-term investments include investments in unconsolidated entities. These entities include certain limited partnerships and limited liability companies holding real estate, securities or loans. These investments are carried at cost plus the Company s ownership percentage of reported income or loss in cases where the Company has significant influence. Upon adopting ASU 2016-01 beginning in 2018, the investments are carried at fair value using NAV as a practical expedient in cases when the Company does not have significant influence.

Short-Term Investments and Cash Equivalents

A significant portion of the $19.9 billion of proceeds from the recent debt issuance referred to in Note 5 is included in cash equivalents. Credit quality or maturity date restrictions were placed on the investment of this portion of the proceeds as required by the debt issuance. In compliance with these restrictions, $16 billion was invested in cash equivalents including money market funds and Federal government securities as of September 30, 2018. The remaining proceeds are invested in interest-bearing cash accounts. Total short-term investments and cash equivalents included the following types of issuers:

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(In millions)	September 30, 2018	December 31, 2017
Corporate securities	**$ 2,621**	$ 1,143
Federal government securities	**$ 6,495**	$ 604
Foreign government securities	**$ 98**	$ 159
Money market funds	**$ 10,015**	$ 12

B. Realized Investment Gains and Losses

Realized investment gains and losses are based on specifically identified assets and result from sales, investment asset write-downs, changes in the fair values of certain derivatives and equity securities and changes in valuation reserves on commercial mortgage loans. The following realized gains and (losses) on investments exclude amounts required to adjust future policy benefits for the run-off settlement annuity business.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions)	**2018**	**2017**	**2018**	**2017**
Fixed maturities	**$ 1**	$ 20	**$ (45)**	$ 36
Equity securities	**-**	6	**(26)**	40
Commercial mortgage loans	**-**	-	**-**	(1)
Other investments, including derivatives	**(1)**	91	**35**	139
Realized investment gains (losses) before income taxes	**-**	117	**(36)**	214
Less income tax (benefit) expense	**(2)**	42	**(13)**	74
Net realized investment gains (losses)	**$ 2**	$ 75	**$ (23)**	$ 140

Included in the realized investment gains and losses in the above table were pre-tax asset write-downs on debt securities and other asset write-downs of $23 million for the nine months ended September 30, 2018 and $19 million for the nine months ended September 30, 2017. Realized losses on equity securities still held at September 30, 2018 were $2 million for the three months and $28 million for the nine months ended September 30, 2018.

The following table presents sales information for available-for-sale securities (fixed maturities in 2018, and fixed maturities and equity securities in 2017). Gross gains on sales and gross losses on sales exclude amounts required to adjust future policy benefits for the run-off settlement annuity business.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions)	**2018**	**2017**	**2018**	**2017**
Proceeds from sales	**$ 657**	$ 446	**$ 1,930**	$ 1,376
Gross gains on sales	**$ 5**	$ 26	**$ 23**	$ 85
Gross losses on sales	**$ (4)**	$ (3)	**$ (33)**	$ (7)

Note 11 Derivative Financial Instruments

The Company uses derivative financial instruments to manage the characteristics of investment assets (such as duration, yield, currency and liquidity) to meet the varying demands of the related insurance and contractholder liabilities (such as paying claims, investment returns and withdrawals). The Company also uses derivative financial instruments to hedge the risk of changes in the net assets of certain of its foreign subsidiaries due to changes in foreign currency exchange rates, and to hedge the interest rate risk of its long-term debt. The Company has written and purchased GMIB reinsurance contracts in its run-off reinsurance business that are accounted for as freestanding derivatives and discussed further in Note 8. Derivatives in the Company s separate accounts are excluded from the following discussion because associated gains and losses generally accrue directly to separate account policyholders.

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Accounting policy. During the first quarter of 2018, the Company early adopted ASU 2017-12 (Targeted Improvements to Accounting for Hedging Activities) with no material impact to its financial statements. The Company applies hedge accounting when derivatives are designated, qualified and highly effective as hedges. Under hedge accounting, the changes in fair value of the derivative and the hedged risk are generally recognized together and offset each other when reported in shareholders net income. Effectiveness is formally assessed and documented at inception and each period throughout the life of a hedge using various qualitative or quantitative methods appropriate for each hedge. The Company excludes certain components of derivative instruments changes in fair value from the assessment of hedge effectiveness. Derivatives are recorded on our balance sheet at fair value, see Note 9 for further information on our policies for determining fair value. Derivative cash flows are generally reported in operating activities.

Swaption contracts used to hedge the benchmark interest rate on debt issued in 2018 expired during the third quarter of 2018 with no material impact to the Company s financial statements. In addition, during the first quarter of 2018, the Company terminated its Fair Value Hedge of Long-Term Corporate Debt (notional value of $750 million as of December 31, 2017) with no material impact to the Company s financial statements. The following tables provide information on the Company s other specific applications of derivative financial instruments as of September 30, 2018 and December 31, 2017.

Fair Value Hedges of Fixed Maturity Bonds	**Notional Value (in millions)**	
	September 30, 2018	**December 31, 2017**
Type of instrument. Foreign currency swap contracts	$ **478**	$ 318
Purpose. To hedge the foreign exchange-related changes in fair values of certain fixed maturity foreign-denominated bonds.		
Terms of derivative instruments. The Company periodically exchanges cash flows between two currencies for both principal and interest. Foreign currency swaps are Euros, British pounds and Australian dollars, and have terms for periods of up to thirty years. The notional value of these derivatives matches the amortized cost of the hedged bonds.		
Accounting. Using fair value hedge accounting, swap fair values are reported in other long-term investments or in accounts payable, accrued expenses and other liabilities. Changes in fair values attributable to foreign exchange risk of the swap contracts and the hedged bonds are reported in other realized investment gains and losses. The portion of the swap contracts changes in fair value excluded from the assessment of hedge effectiveness is recorded in accumulated other comprehensive income and recognized in net investment income as swap coupon payments are accrued, offsetting the foreign denominated coupons received on the designated bonds. Prior to adopting ASU 2017-12, changes in fair value of excluded components of the swap contracts were recognized immediately in realized investment gains and losses.		

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Net Investment Hedge of Certain International Subsidiaries	Notional Value (in millions)	
	September 30, 2018	December 31, 2017
Type of instrument. Foreign currency swap contracts	$ 439	$ -

Purpose. During the first quarter of 2018, the Company entered into fixed-for-fixed currency swaps to reduce the risk of changes in net assets due to changes in foreign currency spot exchange rates for certain foreign subsidiaries that conduct their business principally in Euros.

Terms of derivative instruments. The Company receives fixed rate U.S. dollar coupon and principal payments, and pays fixed rate coupon and principal payments denominated in the functional currency of the hedged foreign subsidiary. The notional value of hedging instruments matches the hedged amount of subsidiary net assets. Foreign currency swaps are denominated in Euros.

Accounting. As a net investment hedge, the fair values of the swap contracts are reported in other assets, including other intangibles, or in accounts payable, accrued expenses, and other liabilities. The changes in fair values of these instruments are reported in other comprehensive income, specifically in translation of foreign currencies. The portion of the change in swap fair values relating to foreign exchange spot rates will be recognized in earnings upon deconsolidation of the hedged foreign subsidiaries. The remaining changes in swap fair value are excluded from the effectiveness assessment and recognized in other operating expenses as swap coupon payments are accrued.

Economic Hedges of a Fixed Maturity Bond Portfolio	Notional Value (in millions)	
	September 30, 2018	December 31, 2017
Type of instrument. Foreign currency forward contracts	$ 509	$ 255

Purpose. To hedge the foreign exchange related changes in fair values of a U.S. dollar-denominated fixed maturity bond portfolio to reflect the local currency for the Company s foreign subsidiary in South Korea.

Terms of derivative instruments. The Company agrees to purchase South Korean won in exchange for U.S. dollars at a future date, generally within three months from the contracts trade dates. The notional value of hedging instruments generally aligns with the fair value of the hedged bond portfolio.

Accounting. As these arrangements were not designated as accounting hedges, fair values are reported in short-term investments or accounts payable, accrued expenses, and other liabilities, and changes in fair values are reported in other realized investment gains and losses.

Gross fair values of our derivative financial instruments are presented in Note 9. As of September 30, 2018 and December 31, 2017, and for the three months and nine months ended September 30, 2018 and 2017, the effects of these derivative instruments on the Consolidated Financial Statements were not material, including amounts excluded from the assessment of hedge effectiveness, as well as associated gains or losses reclassified from accumulated other comprehensive income into shareholders net income.

Collateral and termination features. The Company routinely monitors exposure to credit risk associated with derivatives and diversifies the portfolio among approved dealers of high credit quality to minimize this risk. Certain of the Company s over-the-counter derivative instruments contain provisions requiring either the Company or the counterparty to post collateral or demand immediate payment depending on the amount of the net liability position and predefined financial strength or credit rating thresholds. Collateral posting requirements vary by counterparty. The net asset or liability positions of these derivatives were not material as of September 30, 2018 or December 31, 2017.

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Note 12 Variable Interest Entities

When the Company becomes involved with a variable interest entity, as well as when there is a change in the Company s involvement with an entity, the Company must determine if it is the primary beneficiary and must consolidate the entity. The Company would be considered the primary beneficiary if it has the power to direct the entity s most significant economic activities or has the right to receive benefits or obligation to absorb losses that could be significant to the entity. The Company evaluates the following criteria:

- the structure and purpose of the entity;
- the risks and rewards created by and shared through the entity; and
- the Company s ability to direct its activities, receive its benefits and absorb its losses relative to the other parties involved with the entity including its sponsors, equity holders, guarantors, creditors and servicers.

The Company determined it was not a primary beneficiary in any material variable interest entities as of September 30, 2018 or December 31, 2017. The Company s involvement in variable interest entities where it is not the primary beneficiary is described below.

Securities limited partnerships and real estate limited partnerships. The Company owns interests in securities limited partnerships and real estate limited partnerships defined as variable interest entities that invest in the equity or mezzanine debt of privately held companies and real estate properties. General partners unaffiliated with the Company control decisions that most significantly impact these partnerships operations and the limited partners do not have substantive kick-out or participating rights. The Company s maximum exposure to these entities of $2.7 billion across approximately 130 limited partnerships as of September 30, 2018 includes $1.4 billion reported in other long-term investments and commitments to contribute an additional $1.3 billion. The Company s non-controlling interest in each of these limited partnerships is generally less than 10% of the partnership ownership interests.

Other asset-backed and corporate securities. In the normal course of its investing activities, the Company also makes passive investments in certain asset-backed and corporate securities that are issued by variable interest entities whose sponsors or issuers are unaffiliated with the Company. The Company receives fixed-rate cash flows from these investments and the maximum potential exposure to loss is limited to its carrying amount of $0.6 billion as of September 30, 2018, that is reported in fixed maturities. The Company s combined ownership interests are insignificant relative to the total principal amounts issued by these entities.

The Company is also involved in real estate joint ventures, independent physician associations (IPAs) and a joint venture in India that are variable interest entities. The carrying values and maximum exposures associated with these arrangements are immaterial.

The Company has not provided, and does not intend to provide, financial support to any of the above entities that it is not contractually required to provide. The Company performs ongoing qualitative analyses of its involvement with these variable interest entities to determine if consolidation is required.

Note 13 Accumulated Other Comprehensive Income (Loss) (AOCI)

AOCI includes the Company s share from entities accounted for using the equity method. AOCI excludes amounts required to adjust future policy benefits for the run-off settlement annuity business and a portion of deferred acquisition costs associated with the corporate-owned life insurance business. Generally, tax effects in AOCI are established at the currently enacted tax rate and reclassified to net income in the same period that the related pre-tax AOCI reclassifications are recognized. As discussed in Note 2, the Company early adopted ASU 2018-02 effective January 1, 2018 and $229 million of stranded tax effects resulting from U.S. tax reform legislation enacted in 2017 were reclassified from AOCI to retained earnings. Changes in the components of AOCI, including the reclassification of the stranded tax effects, were as follows:

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(In millions)	Three Months Ended September 30, 2018	2017	Nine Months Ended September 30, 2018	2017
Securities				
Beginning balance	**$ (31)**	$ 436	**$ 328**	$ 362
Reclassification adjustment to retained earnings related to U.S. tax reform legislation(1)	**-**	-	**65**	-
Reclassification adjustment to retained earnings related to new financial instruments guidance(1)	**-**	-	**(4)**	-
Adjusted beginning balance	**(31)**	436	**389**	362
Appreciation (depreciation) on securities	**2**	(5)	**(553)**	163
Tax (expense) benefit	**(1)**	-	**112**	(62)
Net appreciation (depreciation) on securities	**1**	(5)	**(441)**	101
Reclassification adjustment for (gains) losses included in shareholders net income (net realized investment gains)	**(1)**	(26)	**27**	(76)
Tax benefit (expense)	**-**	9	**(6)**	27
Net (gains) losses reclassified from AOCI to net income	**(1)**	(17)	**21**	(49)
Other comprehensive (loss) income, net of tax	**-**	(22)	**(420)**	52
Ending balance	**$ (31)**	$ 414	**$ (31)**	$ 414
Derivatives				
Beginning balance	**$ (19)**	$ -	**$ -**	$ 3
Reclassification adjustment from retained earnings related to new hedging guidance(1)	**-**	-	**(6)**	-
Adjusted beginning balance	**(19)**	-	**(6)**	3
Appreciation (depreciation) on derivatives	**2**	(1)	**(14)**	(1)
Tax benefit	**-**	-	**3**	-
Net appreciation (depreciation) on derivatives	**2**	(1)	**(11)**	(1)
Reclassification adjustment for losses (gains) included in shareholders net income (net realized investment gains)	**-**	1	**-**	(3)
Tax benefit	**-**	-	**-**	1
Net losses (gains) reclassified from AOCI to net income	**-**	1	**-**	(2)
Other comprehensive income (loss), net of tax	**2**	-	**(11)**	(3)
Ending balance	**$ (17)**	$ -	**$ (17)**	$ -
Translation of foreign currencies				
Beginning balance	**$ (176)**	$ (230)	**$ (65)**	$ (369)
Reclassification adjustment to retained earnings related to U.S. tax reform legislation(1)	**-**	-	**(4)**	-
Adjusted beginning balance	**(176)**	(230)	**(69)**	(369)
Translation of foreign currencies	**(31)**	38	**(136)**	179
Tax (expense) benefit	**2**	(4)	**-**	(6)
Net translation of foreign currencies	**(29)**	34	**(136)**	173
Ending balance	**$ (205)**	$ (196)	**$ (205)**	$ (196)

(1) See Note 2 for further information about adjustments resulting from the Company s adoption of new accounting standards in 2018.

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(In millions)	Three Months Ended September 30, 2018	2017	Nine Months Ended September 30, 2018	2017
Postretirement benefits liability				
Beginning balance	**$ (1,617)**	$ (1,352)	**$ (1,345)**	$ (1,378)
Reclassification adjustment to retained earnings related to U.S. tax reform legislation(1)	**-**	-	**(290)**	-
Adjusted beginning balance	**(1,617)**	(1,352)	**(1,635)**	(1,378)
Reclassification adjustment for amortization of net losses from past experience and prior service costs (other operating expenses)	**19**	16	**53**	48
Reclassification adjustment for settlement (other operating expenses)	**-**	-	-	6
Tax (expense)	**(6)**	(6)	**(13)**	(20)
Net adjustments reclassified from AOCI to net income	**13**	10	**40**	34
Valuation update	**-**	-	**(12)**	2
Tax benefit (expense)	**-**	-	**3**	-
Net change due to valuation update	**-**	-	**(9)**	2
Other comprehensive income, net of tax	**13**	10	**31**	36
Ending balance	**$ (1,604)**	$ (1,342)	**$ (1,604)**	$ (1,342)

(1) See Note 2 for further information about adjustments resulting from the Company s adoption of new accounting standards in 2018.

Note 14 Pension and Other Postretirement Benefit Plans

The Company and certain of its subsidiaries provide pension, health care and life insurance defined benefits to eligible retired employees, spouses and other eligible dependents through various domestic and foreign plans. The effect of its foreign pension and other postretirement benefit plans is immaterial to the Company s results of operations, liquidity and financial position. The Company froze its defined benefit postretirement medical plan in 2013 and its primary domestic pension plans in 2009.

As further discussed in Note 16, Cigna Corporation and the Cigna Pension Plan are defendants in a class action lawsuit related to the Plan s conversion of certain employees from an annuity to a cash balance benefit in 1998. When the required plan amendment related to this litigation is adopted, the pension benefit obligation will be updated to reflect benefits resulting from this litigation.

Pension and Other Postretirement Benefits. Components of net pension and net other postretirement benefit costs were as follows:

	Pension Benefits				Other Postretirement Benefits			
	Three Months Ended September 30,		Nine Months Ended September 30,		Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions)	2018	2017	2018	2017	2018	2017	2018	2017
Service cost	**$ -**	$ -	**$ 1**	$ 1	**$ -**	$ -	**$ -**	$ -
Interest cost	**42**	47	**126**	140	**2**	2	**6**	7
	(64)	(66)	**(192)**	(195)	**-**	-	**-**	-

Expected long-term return on plan assets														
Amortization of:														
Net loss from past experience		**19**		16		**54**		49		**1**		-		**1**		-
Prior service cost		**-**		-		**-**		-		**(1)**		-		**(2)**		(1)
Settlement loss		**-**		-		**-**		6		**-**		-		**-**		-
Net (benefit) cost	**$**	**(3)**	$	(3)	**$**	**(11)**	$	1	**$**	**2**	$	2	**$**	**5**	$	6

All components of pension and other postretirement benefit costs are reported in operating expenses. The Company funds its domestic qualified pension plans at least at the minimum amount required by the Employee Retirement Income Security Act of 1974 and the Pension Protection Act of 2006. The Company did not make any pension contributions during the nine months ended September 30, 2018, and does not expect to make any pension contributions for the remainder of 2018.

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Note 15 Income Taxes

A. Income Tax Expense

The consolidated effective tax rate decreased to 25.5% for the nine months ended September 30, 2018 compared with 31.0% for the nine months ended September 30, 2017. The significantly lower effective tax rate for 2018 was attributable to a lower U.S. tax rate effective January 1, 2018 resulting from U.S. tax reform legislation enacted in 2017. This favorable effect was partially offset by the reinstatement of the non-deductible health insurance industry tax in 2018 and the absence of an incremental tax benefit recognized in the second quarter of 2017 associated with merger-related costs (see Note 3). During the third quarter of 2018, the Company updated its accounting for the provisional amounts first recognized in fourth quarter 2017 as a result of U.S. tax reform legislation by recording a tax benefit of $7 million.

The Company is subject to the global intangible low-taxed income (GILTI) provisions of U.S. tax reform that became effective January 1, 2018. Unlike the rate change and the tax on unremitted foreign earnings, the GILTI rules did not trigger any provisional accounting in 2017. However, they are effective prospectively beginning in 2018. Based on our current understanding of these rules, the GILTI tax impact was immaterial for the nine months ended September 30, 2018. Given the complexity of these provisions, further guidance is expected to be released in the fourth quarter of 2018. The Company will evaluate the new guidance upon its release and make a determination of the impact. It is the Company s policy to recognize any GILTI taxes as period costs when incurred.

The Company s foreign operations continue to maintain a significant portion of their earnings overseas. These undistributed earnings are deployed outside of the United States predominantly in support of the liquidity and regulatory capital requirements of our foreign operations as well as to support growth initiatives overseas. The Company does not intend to repatriate these earnings to the United States. If the Company had intended to repatriate these foreign earnings to the United States, the Company would have recorded additional deferred tax liabilities of approximately $148 million for foreign withholding taxes as of September 30, 2018. A portion of these taxes may be eligible for credit against the Company s U.S. tax liability.

B. Unrecognized Tax Benefits

Changes in unrecognized tax benefits were immaterial for the nine months ended September 30, 2018.

Note 16 Contingencies and Other Matters

The Company, through its subsidiaries, is contingently liable for various guarantees provided in the ordinary course of business.

A. Financial Guarantees: Retiree and Life Insurance Benefits

Separate account assets are contractholder funds maintained in accounts with specific investment objectives. The Company records separate account liabilities equal to separate account assets. In certain cases, the Company guarantees a minimum level of benefits for retirement and insurance contracts written in separate accounts and establishes an additional liability if management believes that the Company will be required to make a payment under these guarantees.

The Company guarantees that separate account assets will be sufficient to pay certain life insurance or retiree benefits. The sponsoring employers are primarily responsible for ensuring that assets are sufficient to pay these benefits and are required to maintain assets that exceed a certain percentage of benefit obligations. If employers fail to do so, the Company or an affiliate of the buyer of the retirement benefits business (Prudential Retirement Insurance and Annuity Company or Prudential) has the right to redirect the management of the related assets to provide for benefit payments. As of September 30, 2018 employers maintained assets that exceeded the benefit obligations under these arrangements of approximately $460 million. Approximately 11% of these are reinsured by Prudential. The remaining guarantees are provided by the Company with minimal reinsurance from third parties. There were no additional liabilities required for these guarantees as of September 30, 2018. Separate account assets supporting these guarantees are classified in Levels 1 and 2 of the GAAP fair value hierarchy (see Note 9).

The Company does not expect that these financial guarantees will have a material effect on the Company s consolidated results of operations, liquidity or financial condition.

B. GMIB Contracts

See Note 8 for discussion.

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C. Certain Other Guarantees

The Company had indemnification obligations to a lender of approximately $89 million as of September 30, 2018, related to a borrowing by a certain real estate joint venture that the Company records as an investment. This borrowing (a nonrecourse obligation of the Company) matures in 2021 and is secured by the joint venture s real estate property with a fair value in excess of the loan amount as of September 30, 2018. The Company s indemnification obligation would require payment to the lender for any actual damages resulting from certain acts such as unauthorized ownership transfers, misappropriation of rental payments by others or environmental damages. Based on initial and ongoing reviews of property management and operations, the Company does not expect that payments will be required under this indemnification obligation. Any payment that might be required could be recovered through a refinancing or sale of the assets. The Company also has recourse to the partner for their proportionate share of amounts paid. There were no liabilities required for this indemnification obligation as of September 30, 2018.

D. Guaranty Fund Assessments

The Company operates in a regulatory environment that may require its participation in assessments under state insurance guaranty association laws. The Company s exposure to assessments for certain obligations of insolvent insurance companies to policyholders and claimants is based on its share of business written in the relevant jurisdictions.

In first quarter 2017, the Commonwealth Court of Pennsylvania entered an order of liquidation of Penn Treaty Network America Insurance Company, together with its subsidiary American Network Insurance Company (collectively Penn Treaty , a long-term care insurance carrier), triggering guaranty fund coverage and a charge of approximately $130 million before-tax ($85 million after-tax). As of September 30, 2018, the recorded liability for this assessment was approximately $42 million. Updates to the amount of the Penn Treaty assessment were not material in 2018. A portion of this assessment is expected to be offset in the future by premium tax credits that will be recognized in the period received.

E. Legal and Regulatory Matters

The Company is routinely involved in numerous claims, lawsuits, regulatory audits, investigations and other legal matters arising, for the most part, in the ordinary course of managing a global health services business. Except for the specific matters noted below, the Company believes that the legal actions, regulatory matters, proceedings and investigations currently pending against it should not have a material adverse effect on the Company s results of operations, financial condition or liquidity based upon our current knowledge and taking into consideration current accruals. Disputed tax matters arising from audits by the Internal Revenue Service (IRS) or other state and foreign jurisdictions, including those resulting in litigation, are accounted for under GAAP guidance for uncertain tax positions. Further information on income tax matters can be found in Note 15.

Pending litigation and legal or regulatory matters that the Company has identified with a reasonably possible material loss are described below. When litigation and regulatory matters present loss contingencies that are both probable and estimable, the Company accrues the estimated loss by a charge to shareholders net income. The estimated loss is the Company s best estimate of the probable loss at the time or an amount within a

range of estimated losses reflecting the most likely outcome or the minimum amount of the range (if no amount is better than any other estimated amount in the range). For material pending litigation and legal or regulatory matters discussed below, the Company provides disclosure in the aggregate of accruals and range of loss, or a statement that such information cannot be estimated. The Company had pre-tax accruals as of September 30, 2018 of $240 million ($190 million after-tax) for the matter discussed below under Litigation Matter as well as litigation related to certain of the Company s claim operating practices and disputes around reimbursement rates to providers. Due to numerous uncertain factors presented in these cases, it is not possible to estimate an aggregate range of loss (if any) for these matters at this time. In light of the uncertainties involved in these matters, there is no assurance that their ultimate resolution will not exceed the amounts currently accrued by the Company. An adverse outcome in one or more of these matters could be material to the Company s results of operations, financial condition or liquidity for any particular period.

Litigation Matter

Amara cash balance pension plan litigation. In December 2001, Janice Amara filed a class action lawsuit in the U.S. District Court for the District of Connecticut against Cigna Corporation and the Cigna Pension Plan (the Plan) on behalf of herself and other similarly situated Plan participants affected by the 1998 conversion to a cash balance formula. The plaintiffs allege various violations of the Employee Retirement Income Security Act of 1974 (ERISA), including that the Plan s cash balance formula discriminates against older employees; that the conversion resulted in a wear-away period (when the pre-conversion accrued benefit exceeded the post-conversion benefit); and that the Plan communications contained inaccurate or inadequate disclosures about these conditions.

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In 2008, the District Court (1) affirmed the Company s right to convert to a cash balance plan prospectively beginning in 1998; (2) found for plaintiffs on the disclosure claim only; and (3) required the Company to pay pre-1998 benefits under the pre-conversion traditional annuity formula and post-1997 benefits under the post-conversion cash balance formula. From 2008 through 2015, this case has undergone a series of court proceedings that resulted in the original District Court order being largely upheld. In 2015, the Company submitted to the District Court its proposed method for calculating the additional pension benefits due to class members and plaintiffs responded.

In January 2016, the District Court ordered the method of calculating the additional pension benefits due to class members. The court order left several aspects of the calculation of additional plan benefits open to interpretation. From that time through July 25, 2018, both parties have disputed various aspects of the Court s interpretation and the Court has attempted to clarify. On July 14, 2017, the Court issued a ruling clarifying certain aspects of the January 2016 order. The Plaintiffs filed a motion for reconsideration of the July 14, 2017 ruling that was denied by the Court on November 7, 2017. On July 25, 2018, the Court issued a preliminary oral ruling indicating that the Plan should be amended promptly and remedy benefits should begin to be paid as soon as practicable thereafter. However, a final written ruling was not issued. After additional disputes were raised by the parties following the oral ruling, the Court ordered additional briefing, which was completed on September 6, 2018. On October 17, 2018, the Court made an interim ruling on two issues relating only to the calculation of attorneys fees that increased the amount of the fees immediately payable as compared to previous guidance. Based on preliminary analysis, management believes that the Company s reserve for this litigation remains adequate.

Regulatory Matters

Civil Investigative Demand. The DOJ is conducting an industry review of Medicare Advantage organizations risk adjustment practices under Medicare Parts C and D, including medical chart reviews and health exams. The Company is currently responding to information requests (civil investigative demands) received from the DOJ (U.S. Attorney s Offices for the Eastern District of Pennsylvania and the Southern District of New York). We will continue to cooperate with the DOJ s investigation.

Disability claims regulatory matter. During the second quarter of 2013, the Company finalized an agreement with the Departments of Insurance for Maine, Massachusetts, Pennsylvania, Connecticut and California (together, the monitoring states) related to the Company s long-term disability claims handling practices. The agreement requires primarily: (1) enhanced procedures related to documentation and disposition and (2) a two-year monitoring period followed by a re-examination. Management believes the Company has addressed the requirements of the agreement. If the monitoring states find material non-compliance with the agreement upon re-examination, the Company may be subject to additional costs and penalties or requests to change its business practices that could negatively impact future earnings for this business.

Other Legal Matters

Litigation related to the Merger. Following announcement of the Company s Merger Agreement with Express Scripts as discussed in Note 3, putative class action complaints (collectively the complaints) have been filed against Express

Scripts and the Express Scripts board of directors. Certain of these complaints also include Cigna, New Cigna, Cigna Merger Sub and Express Scripts Merger Sub as defendants. The complaints allege that the registration statement filed in connection with the Merger (and certain amendments thereto) omitted material information in violation of Sections 14(a) and 20(a) of the Exchange Act, rendering the registration statement false and misleading. Among other remedies, the complaints seek to enjoin the Express Scripts special meeting and the closing of the Merger, as well as damages, costs and attorneys fees. The defendants believe that the lawsuits are without merit.

Litigation with Anthem. In February 2017, the Company delivered a notice to Anthem terminating the 2015 merger agreement, and notifying Anthem that it must pay the Company the $1.85 billion reverse termination fee pursuant to the terms of the merger agreement. Also in February 2017, the Company filed suit against Anthem in the Delaware Court of Chancery (the Chancery Court) seeking declaratory judgments that the Company s termination of the merger agreement was valid and that Anthem was not permitted to extend the termination date. The complaint also sought payment of the reverse termination fee and additional damages in an amount exceeding $13 billion, including the lost premium value to the Company s shareholders caused by Anthem s willful breaches of the merger agreement.

Also in February 2017, Anthem filed a lawsuit in the Chancery Court against the Company seeking (i) a temporary restraining order to enjoin Cigna from terminating and taking any action contrary to the terms of the merger agreement, (ii) specific performance compelling Cigna to comply with the merger agreement and (iii) damages.

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On February 15, 2017, the Chancery Court granted Anthem s motion for a temporary restraining order and temporarily enjoined the Company from terminating the merger agreement. In May 2017, the Chancery Court denied Anthem s motion for a preliminary injunction to enjoin Cigna from terminating the merger agreement but stayed its ruling pending Anthem s determination as to whether to seek an appeal. Anthem subsequently notified Cigna and the Chancery Court that it did not intend to appeal the Chancery Court s decision. As a result, the merger agreement was terminated.

The litigation between the parties remains pending. Trial is scheduled for February 2019. We believe in the merits of our claims and dispute Anthem s claims, and we intend to vigorously defend ourselves and pursue our claims. The outcomes of lawsuits are inherently unpredictable, and we may be unsuccessful in the ongoing litigation or any future claims or litigation.

Note 17 Segment Information

See Note 1 for a description of the Company s reporting segments.

In the Company s segment disclosures, we present operating revenues, defined as total revenues excluding realized investment results and certain net investment income described in special items below. Beginning in 2018, certain realized investment results from the Company s equity method joint ventures in the Global Supplemental Benefits segment are also excluded due to the potential increased volatility in investment results after adopting ASU 2016-01. Investment gains or losses are managed based on factors largely unrelated to the underlying business purpose of each segment and are not indicative of the underlying performance of the Company s core business operations, so they are excluded from operating revenues.

The Company uses adjusted income (loss) from operations as its principal financial measure of segment operating performance because management believes it best reflects the underlying results of core business operations and permits analysis of trends in underlying revenue, expenses and profitability. Adjusted income from operations is defined as shareholders net income (loss) excluding after-adjustments for realized investment gains and losses, amortization of other acquired intangible assets and special items. Income or expense amounts that are excluded from adjusted income from operations because they are not indicative of underlying performance or the responsibility of operating segment management include:

- Realized investment results, including changes in market values of financial instruments between balance sheet dates, as well as gains and losses associated with invested asset sales. As discussed above, beginning in 2018, certain realized investment results from the Company s equity method joint ventures in the Global Supplemental Benefits segment are also excluded.

- Amortization of other intangible assets related to costs incurred for acquisitions

- Special items, if any, that management believes are not representative of the underlying results of operations due to the nature or size of these matters. Further context about these items is provided in the footnotes listed in the following tables.

	Three Months Ended			
	September 30, 2018		September 30, 2017	
(In millions)	**Before-tax**	**After-tax**	**Before-tax**	**After-tax**
Transaction-related costs				
- Net investment income - see Note 3	**$ (13)**	**$ (10)**	$ -	$ -
- Other operating expenses - see Note 3	**141**	**118**	9	6
Total transaction-related costs	**128**	**108**	9	6
Charges associated with litigation matters - see Note 16	**45**	**35**	-	-
Charges associated with U.S. tax reform				
- Other operating expenses - see Note 15	**2**	**2**	-	-
- Tax (benefit) - see Note 15	**-**	**(7)**	-	-
Total charges (benefits) associated with U.S. tax reform	**2**	**(5)**	-	-
Debt extinguishment costs - See Note 5	**-**	**-**	321	209
Total impact from special items	**$ 175**	**$ 138**	$ 330	$ 215

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	Nine Months Ended			
	September 30, 2018		September 30, 2017	
(In millions)	Before-tax	After-tax	Before-tax	After-tax
Transaction-related costs				
- Net investment income - see Note 3	**$ (13)**	**$ (10)**	$ -	$ -
- Other operating expenses - see Note 3	**331**	**277**	88	8
Total transaction-related costs	**318**	**267**	88	8
Charges associated with litigation matters - see Note 16	**45**	**35**	-	-
Charges associated with U.S. tax reform				
- Other operating expenses - see Note 15	**2**	**2**	-	-
- Tax (benefit) - see Note 15	**-**	**(7)**	-	-
Total charges (benefits) associated with U.S. tax reform	**2**	**(5)**	-	-
Debt extinguishment costs - See Note 5	**-**	**-**	321	209
Long-term care guaranty fund assessment - see Note 16(D)	**-**	**-**	129	83
Total impact from special items	**$ 365**	**$ 297**	$ 538	$ 300

Summarized segment financial information was as follows:

(In millions)	Global Health Care	Global Supplemental Benefits	Group Disability and Life	Other Operations	Corporate	Total
Three Months Ended September 30, 2018						
Premiums, fees and other revenues and mail order pharmacy revenues (1)	**$ 8,995**	**$ 1,055**	**$ 1,032**	**$ 33**	**$ (13)**	**$ 11,102**
Net investment income	**122**	**37**	**89**	**87**	**20**	**355**
Less net realized investment (losses) from equity method subsidiaries (2)	**-**	**(1)**	**-**	**-**	**-**	**(1)**
Less special item (transaction-related costs)	**-**	**-**	**-**	**-**	**13**	**13**
Operating revenues	**$ 9,117**	**$ 1,093**	**$ 1,121**	**$ 120**	**$ (6)**	**$ 11,445**
Total revenues	**$ 9,121**	**$ 1,093**	**$ 1,124**	**$ 112**	**$ 7**	**$ 11,457**
Shareholders net income (loss)	**$ 750**	**$ 80**	**$ 106**	**$ 9**	**$ (173)**	**$ 772**
After-tax adjustments to reconcile to adjusted income from operations						
Net realized investment (gains) losses (2)	**(4)**	**-**	**(4)**	**8**	**(1)**	**(1)**
Amortization of other acquired intangible assets, net	**32**	**4**	**-**	**-**	**-**	**36**
Special items						
Transaction-related costs	**-**	**-**	**-**	**-**	**108**	**108**
Charges associated with litigation matters	**35**	**-**	**-**	**-**	**-**	**35**
U.S. tax reform	**(9)**	**9**	**(2)**	**(1)**	**(2)**	**(5)**
Total special items	**26**	**9**	**(2)**	**(1)**	**106**	**138**
Adjusted income (loss) from operations	**$ 804**	**$ 93**	**$ 100**	**$ 16**	**$ (68)**	**$ 945**
Three Months Ended September 30, 2017						
Premiums, fees and other revenues and mail order pharmacy revenues (1)	$ 8,087	$ 954	$ 1,015	$ 29	$ (11)	$ 10,074
Net investment income	89	31	84	86	8	298

Operating revenues	$	8,176	$	985	$	1,099	$	115	$	(3)	$	10,372
Total revenues	$	8,251	$	985	$	1,136	$	120	$	(3)	$	10,489
Shareholders net income (loss)	$	610	$	105	$	97	$	18	$	(270)	$	560
After-tax adjustments to reconcile to adjusted income from operations												
Net realized investment (gains)		(47)		-		(24)		(4)		-		(75)
Amortization of other acquired intangible assets, net		12		4		-		-		-		16
Special items												
Transaction-related costs		-		-		-		-		6		6
Debt extinguishment costs		-		-		-		-		209		209
Total special items		-		-		-		-		215		215
Adjusted income (loss) from operations	$	575	$	109	$	73	$	14	$	(55)	$	716

(1) Includes the Company s share of the earnings of its joint ventures in China and India in the Global Supplemental Benefits segment.

(2) Beginning in 2018, the Company s share of certain realized investment results of equity method joint ventures in the Global Supplemental Benefits segment (reported in fees and other revenues) is excluded from operating revenues and adjusted income from operations.

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(In millions)	Global Health Care	Global Supplemental Benefits	Group Disability and Life	Other Operations	Corporate	Total
Nine Months Ended September 30, 2018						
Premiums, fees and other revenues and mail order pharmacy revenues (1)	**$ 26,994**	**$ 3,171**	**$ 3,089**	**$ 97**	**$ (37)**	**$ 33,314**
Net investment income including special items	**362**	**107**	**275**	**260**	**32**	**1,036**
Less net realized investment (losses) on equity method subsidiaries (2)	**-**	**(23)**	**-**	**-**	**-**	**(23)**
Less special item (transaction related costs)	**-**	**-**	**-**	**-**	**13**	**13**
Operating revenues	**$ 27,356**	**$ 3,301**	**$ 3,364**	**$ 357**	**$ (18)**	**$ 34,360**
Total revenues	**$ 27,345**	**$ 3,268**	**$ 3,356**	**$ 351**	**$ (6)**	**$ 34,314**
Shareholders net income (loss)	**$ 2,372**	**$ 271**	**$ 267**	**$ 57**	**$ (474)**	**$ 2,493**
After-tax adjustments to reconcile to adjusted income from operations						
Net realized investment losses (2)	**7**	**28**	**5**	**5**	**1**	**46**
Amortization of other acquired intangible assets	**59**	**15**	**-**	**-**	**-**	**74**
Special items						
Transaction-related costs	**-**	**-**	**-**	**-**	**267**	**267**
Charges associated with litigation matters	**35**	**-**	**-**	**-**	**-**	**35**
U.S. tax reform	**(9)**	**9**	**(2)**	**(1)**	**(2)**	**(5)**
Total special items	**26**	**9**	**(2)**	**(1)**	**265**	**297**
Adjusted income (loss) from operations	**$ 2,464**	**$ 323**	**$ 270**	**$ 61**	**$ (208)**	**$ 2,910**
Nine Months Ended September 30, 2017						
Premiums, fees and other revenues and mail order pharmacy revenues (1)	$ 24,382	$ 2,759	$ 3,070	$ 89	$ (35)	$ 30,265
Net investment income	273	90	262	260	24	909
Operating revenues	$ 24,655	$ 2,849	$ 3,332	$ 349	$ (11)	$ 31,174
Total revenues	$ 24,788	$ 2,861	$ 3,399	$ 351	$ (11)	$ 31,388
Shareholders net income (loss)	$ 1,753	$ 283	$ 253	$ 55	$ (373)	$ 1,971
After-tax adjustments to reconcile to adjusted income from operations						
Net realized investment (gains)	(85)	(9)	(44)	(2)	-	(140)
Amortization of other acquired intangible assets	40	14	-	-	-	54
Special items						
Transaction-related costs	-	-	-	-	8	8
Debt extinguishment costs	-	-	-	-	209	209
Long-term care guaranty fund assessment	68	-	15	-	-	83
Total special items	68	-	15	-	217	300
Adjusted income (loss) from operations	$ 1,776	$ 288	$ 224	$ 53	$ (156)	$ 2,185

(1) Includes the Company s share of the earnings of its joint ventures in China and India in the Global Supplemental Benefits segment.

(2) Beginning in 2018, the Company s share of certain realized investment results of equity method joint ventures in the Global Supplemental Benefits segment (reported in fees and other revenues) is excluded from operating revenues and adjusted income from operations.

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Revenue from external customers includes premiums, fees and other revenues and mail order pharmacy revenues. The following table presents these revenues by product type for the periods ended September 30:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions)	**2018**	**2017**	**2018**	**2017**
Premiums by product (ASC 944 - insurance activities)				
Global Health Care				
Commercial				
Guaranteed cost	$ **2,080**	$ 1,591	$ **6,125**	$ 4,656
Experience-rated	**711**	737	**2,186**	2,191
Stop loss	**1,010**	874	**2,983**	2,582
International health care	**513**	484	**1,541**	1,438
Dental	**486**	452	**1,447**	1,334
Other	**260**	247	**777**	736
Government				
Medicare	**1,455**	1,324	**4,414**	4,174
Medicaid	**247**	253	**725**	806
Medicare Part D	**157**	169	**574**	601
Total Global Health Care	**6,919**	6,131	**20,772**	18,518
Disability	**507**	493	**1,522**	1,485
Life, Accident and Supplemental Health	**1,539**	1,428	**4,629**	4,208
Total premiums from ongoing operations	**8,965**	8,052	**26,923**	24,211
Fees (ASC 606 - service activities)				
Global Health Care	**1,325**	1,219	**3,984**	3,652
Global Supplemental Benefits	**7**	6	**22**	18
Group Disability and Life	**24**	25	**74**	77
Total fees from ongoing operations	**1,356**	1,250	**4,080**	3,747
Mail order pharmacy (ASC 606 - service activities)	**747**	733	**2,222**	2,200
Other	**34**	39	**89**	107
Total revenues from external customers	$ **11,102**	$ 10,074	$ **33,314**	$ 30,265

Premiums from the Centers for Medicare and Medicaid Services (CMS) were 18% of consolidated revenues for the nine months ended September 30, 2018 and 17% for the nine months ended September 30, 2017. These amounts were reported in the Global Health Care segment.

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

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Management s Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is intended to provide information to assist you in better understanding and evaluating our financial condition as of September 30, 2018 compared with December 31, 2017 and our results of operations for the three months and nine months ended September 30, 2018 compared with the same periods last year. We encourage you to read this MD&A in conjunction with our Consolidated Financial Statements included in Part I, Item 1 of this Form 10-Q and our Annual Report on Form 10-K for the year ended December 31, 2017 (2017 Form 10-K), in particular the Risk Factors contained in Part I, Item 1A of that form.

Unless otherwise indicated, financial information in the MD&A is presented in accordance with accounting principles generally accepted in the United States of America (GAAP). See Note 2 to the Consolidated Financial Statements in our 2017 Form 10-K for additional information regarding our significant accounting policies and Note 2 to the Consolidated Financial Statements in this Form 10-Q for updates to those accounting policies resulting from adopting new accounting guidance. The preparation of interim consolidated financial statements necessarily relies heavily on estimates. This and certain other factors, such as the seasonal nature of portions of the health care and related benefits business, as well as competitive and other market conditions, call for caution in estimating full-year results based on interim results of operations. In some of our financial tables in this MD&A, we present percentage changes or N/M when those changes are so large as to become not meaningful. Changes in percentages are expressed in basis points (bps).

In this MD&A, our consolidated measures operating revenues and adjusted income from operations are not determined in accordance with GAAP and should not be viewed as substitutes for the most directly comparable GAAP measures total revenues and shareholders net income.

We define operating revenues as total revenues excluding realized investment results and special items. Beginning in 2018, certain realized investment results from our equity method joint ventures in the Global Supplemental Benefits segment are also excluded from operating revenues due to the potential increased volatility in investment results after adopting Accounting Standards Update (ASU) 2016-01. Investment

gains or losses are managed based on factors largely unrelated to the underlying business purpose of each segment and are not indicative of the underlying performance of our core business operations, so they are excluded from operating revenues.

We use adjusted income (loss) from operations as our principal financial measure of operating performance because management believes it best reflects the underlying results of our business operations and permits analysis of trends in underlying revenue, expenses and profitability. We define adjusted income from operations as shareholders net income (loss) excluding after-tax adjustments for realized investment gains and losses, amortization of other acquired intangible assets and special items. Income or expense amounts that are excluded from adjusted income from operations because they are not indicative of underlying performance or the responsibility of operating segment management include:

- *Realized investment results, including changes in market values of financial instruments between balance sheet dates as well as gains and losses associated with invested asset sales. As discussed above, beginning in 2018, certain realized investment results from our equity method joint ventures in the Global Supplemental Benefits segment are also excluded.*

- *Amortization of other intangible assets related to costs incurred for acquisitions*

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- *Special items, if any, that management believes are not representative of the underlying results of operations. See Note 17 to the Consolidated Financial Statements for descriptions of special items.*

Cautionary Note Regarding Forward-Looking Statements

This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on Cigna s current expectations and projections about future trends, events and uncertainties. These statements are not historical facts. Forward-looking statements may include, among others, statements concerning future financial or operating performance, including our ability to deliver personalized and innovative solutions for our customers and clients; future growth, business strategy, strategic or operational initiatives; economic, regulatory or competitive environments, particularly with respect to the pace and extent of change in these areas; financing or capital deployment plans and amounts available for future deployment; our prospects for growth in the coming years; the proposed merger with Express Scripts (the Merger), and other statements regarding Cigna s or Express Script s future beliefs, expectations, plans, intentions, financial condition or performance. You may identify forward-looking statements by the use of words such as believe, expect, plan, intend, anticipate, estimate, predict, potential, may, should, will or other words or expressions of similar meaning, although not all forward-looking statements contain such terms.

Forward-looking statements are subject to risks and uncertainties, both known and unknown, that could cause actual results to differ materially from those expressed or implied in forward-looking statements. Such risks and uncertainties include, but are not limited to: our ability to achieve our financial, strategic and operational plans or initiatives; our ability to predict and manage medical costs and price effectively and develop and maintain good relationships with physicians, hospitals and other health care providers; the impact of modifications to our operations and processes; our ability to identify potential strategic acquisitions or transactions and realize the expected benefits of such transactions, including with respect to the Merger; the substantial level of government regulation over our business and the potential effects of new laws or regulations or changes in existing laws or regulations; the outcome of litigation, regulatory audits, investigations, actions and/or guaranty fund assessments; uncertainties surrounding participation in government-sponsored programs such as Medicare; the effectiveness and security of our information technology and other business systems; unfavorable industry, economic or political conditions, including foreign currency movements; acts of war, terrorism, natural disasters or pandemics; our ability to obtain regulatory approvals required for the Merger or the requirement to accept conditions that could reduce the anticipated benefits of the Merger as a condition to obtaining regulatory approvals; the possibility that the anticipated benefits from the Merger (including anticipated synergies) cannot be realized in full or at all or may take longer to realize than expected; a longer time than anticipated to consummate the proposed Merger; problems regarding the successful integration of the businesses of Express Scripts and Cigna; unexpected costs regarding the proposed Merger; diversion of management s attention from ongoing business operations and opportunities during the pendency of the Merger; potential litigation associated with the proposed Merger; the ability to retain key personnel; the availability of financing, including relating to the proposed Merger; effects on the businesses as a result of uncertainty surrounding the proposed Merger; as well as more specific risks and uncertainties discussed in Part I, Item 1A Risk Factors and Part II, Item 7 Management s Discussion and Analysis of Financial Condition and Results of Operations of our 2017 Form 10-K, Part II, Item 1A of this Quarterly Report on Form 10-Q and as described from time to time in our future reports filed with the Securities and Exchange Commission (the SEC) as well as the risks and uncertainties described in Express Scripts most recent report on Form 10-K and subsequent reports filed with the SEC.

You should not place undue reliance on forward-looking statements that speak only as of the date they are made, are not guarantees of future performance or results, and are subject to risks, uncertainties and assumptions that are difficult to predict or quantify. Cigna undertakes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as may be required by law.

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EXECUTIVE OVERVIEW

Cigna Corporation, together with its subsidiaries (either individually or collectively referred to as Cigna, the Company, we, our or us) is a g health services organization dedicated to a mission of helping individuals improve their health, well-being and sense of security. To execute on our mission, our evolved strategy is to Go Deeper , Go Local and Go Beyond with a differentiated set of medical, dental, disability, life and accident insurance and related products and services offered by our subsidiaries. In addition to our ongoing operations, we also have certain run-off operations.

For further information on our business and strategy, please see Part I, Item 1, Business in our 2017 Form 10-K.

Summarized below are key measures of our performance by reporting segment for the three months and the nine months ended September 30, 2018 and 2017:

Financial highlights by segment

	Three Months Ended September 30,			Nine Months Ended September 30,		
(Dollars in millions, except per share amounts)	**2018**	**2017**	**% Change**	**2018**	**2017**	**% Change**
Total revenues (1)	**$ 11,457**	$ 10,489	9%	**$ 34,314**	$ 31,388	9%
Operating revenues (1)						
Global Health Care	**$ 9,117**	$ 8,176	12%	**$ 27,356**	$ 24,655	11%
Global Supplemental Benefits	**1,093**	985	11	**3,301**	2,849	16
Group Disability and Life	**1,121**	1,099	2	**3,364**	3,332	1
Other Operations	**120**	115	4	**357**	349	2
Corporate	**(6)**	(3)	(100)	**(18)**	(11)	(64)
Consolidated operating revenues	**$ 11,445**	$ 10,372	10%	**$ 34,360**	$ 31,174	10%
Shareholders net income (1)	**$ 772**	$ 560	38%	**$ 2,493**	$ 1,971	26%
Adjusted income (loss) from operations (1)						
Global Health Care	**$ 804**	$ 575	40%	**$ 2,464**	$ 1,776	39%
Global Supplemental Benefits	**93**	109	(15)	**323**	288	12
Group Disability and Life	**100**	73	37	**270**	224	21
Other Operations	**16**	14	14	**61**	53	15
Corporate	**(68)**	(55)	(24)	**(208)**	(156)	(33)
Total adjusted income from operations	**$ 945**	$ 716	32%	**$ 2,910**	$ 2,185	33%
Earnings per share (diluted)						
Shareholders net income (1)	**$ 3.14**	$ 2.21	42%	**$ 10.14**	$ 7.67	32%
Adjusted income from operations (1)	**$ 3.84**	$ 2.83	36%	**$ 11.84**	$ 8.50	39%

	As of September 30,		
	2018	**2017**	
Global medical customers (in thousands)	**16,270**	15,816	3%

(1) See page 49 for reconciliations of consolidated operating revenues to consolidated total revenues and adjusted income from operations to shareholders net income.

See Note 1 to the Consolidated Financial Statements for a description of our reporting segments. For further analysis and explanation of individual segment results, see the Segment Reporting section of this MD&A beginning on page 57.

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Consolidated results of operations (GAAP basis)

(In millions)	Three Months Ended September 30, 2018	2017	% Change	Nine Months Ended September 30, 2018	2017	% Change
Premiums	**$ 8,994**	$ 8,075	11%	**$ 27,005**	$ 24,283	11%
Fees and other revenues	**1,361**	1,266	8	**4,087**	3,782	8
Net investment income including special items	**355**	298	19	**1,036**	909	14
Mail order pharmacy revenues	**747**	733	2	**2,222**	2,200	1
Net realized investment gains (losses)	**-**	117	(100)	**(36)**	214	(117)
Total revenues	**11,457**	10,489	9	**34,314**	31,388	9
Less: net realized investment gains (losses)	**-**	117	(100)	**(36)**	214	(117)
Less: net realized investment (losses) from equity method subsidiaries (1)	**(1)**	-	N/M	**(23)**	-	N/M
Less: special item (transaction-related costs, see Note 3)	**13**	-	N/M	**13**	-	N/M
Consolidated operating revenues	**11,445**	10,372	10	**34,360**	31,174	10
Global Health Care medical costs	**5,360**	4,845	11	**16,098**	14,684	10
Other benefit expenses	**1,443**	1,342	8	**4,322**	4,044	7
Mail order pharmacy costs	**602**	612	(2)	**1,776**	1,819	(2)
Operating expenses	**2,971**	2,838	5	**8,666**	7,905	10
Amortization of other acquired intangible assets	**48**	28	71	**99**	88	13
Total benefits and expenses	**10,424**	9,665	8	**30,961**	28,540	8
Income before income taxes	**1,033**	824	25	**3,353**	2,848	18
Income taxes	**259**	262	(1)	**854**	883	(3)
Net income	**774**	562	38	**2,499**	1,965	27
Less: net income (losses) attributable to noncontrolling interests	**2**	2	-	**6**	(6)	200
Shareholders net income	**$ 772**	$ 560	38%	**$ 2,493**	$ 1,971	26%

Reconciliation of shareholders net income to adjusted income from operations

(In millions)	Three Months Ended September 30, 2018	2017	Change Favorable (Unfavorable)	Nine Months Ended September 30, 2018	2017	Change Favorable (Unfavorable)
Shareholders net income	**$ 772**	$ 560	38%	**$ 2,493**	$ 1,971	26%
After-tax adjustments required to reconcile to adjusted income from operations						
Net realized investment (gains) losses (1)	**(1)**	(75)		**46**	(140)	
Amortization of other acquired intangible assets	**36**	16		**74**	54	
Special items						
Transaction-related costs	**108**	6		**267**	8	
Charges associated with litigation matters	**35**	-		**35**	-	
U.S. tax reform	**(5)**	-		**(5)**	-	
Debt extinguishment costs	**-**	209		**-**	209	
Long-term care guaranty fund assessment	**-**	-		**-**	83	
Total special items	**138**	215		**297**	300	
Adjusted income from operations	**$ 945**	$ 716	32%	**$ 2,910**	$ 2,185	33%

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Other key consolidated financial data

(In millions)	Three Months Ended September 30, 2018	2017	Change Favorable (Unfavorable)	Nine Months Ended September 30, 2018	2017	Change Favorable (Unfavorable)
Earnings per share (diluted)						
Shareholders net income	**$ 3.14**	$ 2.21	42%	**$ 10.14**	$ 7.67	32%
After-tax adjustments required to reconcile to adjusted income from operations						
Net realized investment (gains) losses (1)	**-**	(0.29)		**0.19**	(0.54)	
Amortization of other acquired intangible assets	**0.15**	0.06		**0.30**	0.21	
Special items						
Transaction-related costs	**0.43**	0.03		**1.09**	0.03	
Charges associated with litigation matters	**0.14**	-		**0.14**	-	
U.S. tax reform	**(0.02)**	-		**(0.02)**	-	
Debt extinguishment costs	**-**	0.82		**-**	0.81	
Long-term care guaranty fund assessment	**-**	-		**-**	0.32	
Adjusted income from operations	**$ 3.84**	$ 2.83	36%	**$ 11.84**	$ 8.50	39%
Effective tax rate	**25.1%**	31.8%	670bps	**25.5%**	31.0%	550bps

(1) Beginning in 2018, our share of certain realized investment results of equity method joint ventures in the Global Supplemental Benefits segment (reported in fees and other revenues) is excluded from operating revenues and adjusted income from operations.

Earnings, Revenue and Medical Customer Commentary

Shareholders net income increased for the three months and nine months ended September 30, 2018 compared with the same periods in 2017, primarily due to higher adjusted income from operations as discussed further below.

Adjusted income from operations increased for the three months and nine months ended September 30, 2018 compared with the same periods in 2017, primarily due to the impact of a lower U.S. tax rate effective January 1, 2018. Customer growth and increased contributions from specialty products in our Global Health Care segment also contributed meaningfully to the increases.

Revenues for the three months and nine months ended September 30, 2018 increased compared with the same periods in 2017, primarily resulting from business growth in our Global Health Care and Global Supplemental Benefits segments. Components of the revenue increases were as follows:

- ***Premiums*** increased, primarily reflecting customer growth in the Commercial segment including contributions from specialty products as well as growth in the Global Supplemental Benefits segment. Also contributing to the increases were higher rates in our Commercial segment reflecting: 1) underlying medical cost trend; 2) suspension of the government s cost share reduction subsidies; and 3) resumption of the health insurance industry tax.

- ***Fees and other revenues*** also increased, primarily due to growth in our specialty businesses and an increased customer base for our administrative services only (ASO) business.

- ***Net investment income*** was higher, reflecting growth in average assets and higher yields, largely driven by increased partnership income. For the three months and nine months ended September 30, 2018, net investment income also included $13 million earned from proceeds on the debt issued in September 2018 that is reported as a special item. These proceeds are classified as cash and cash equivalents in the Consolidated Balance Sheet. See Note 5 to the Consolidated Financial Statements for additional information.

- ***Realized investment results*** declined for the three months and nine months ended September 30, 2018 reflecting lower gains on sales of alternative, partnership and fixed maturity investments as well as mark-to-market losses on equity securities reported in net income as required by ASU 2016-01 beginning in 2018.

Global medical customers. Our medical customer base increased as of September 30, 2018 compared with September 30, 2017, reflecting growth primarily in our select and middle market segments.

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Commentary on Other Components of Consolidated Results of Operations

- ***Global Health Care medical costs*** increased for the three months and nine months ended September 30, 2018 compared with the same periods in 2017, primarily due to customer growth in the Commercial segment and medical cost trend.

- ***Other benefit expenses*** increased for the three months and nine months ended September 30, 2018 compared with the same periods in 2017, driven by customer growth in the Global Supplemental Benefits segment.

- ***Operating expenses*** increased for the three months and nine months ended September 30, 2018 compared with the same periods in 2017 driven by the resumption of the health insurance industry tax in 2018, volume-based expenses reflecting business growth, spending on business initiatives and increased transaction-related costs. These increases were partially offset by the absence of the third quarter 2017 debt extinguishment costs. The absence of the long-term care guaranty fund assessment recognized in the first quarter of 2017 also partially offset the increase for the nine months ended September 30, 2018.

- ***Effective tax rates*** decreased for the three months and nine months ended September 30, 2018 compared with the same periods in 2017, primarily due to a lower U.S. tax rate effective January 1, 2018. This favorable effect was partially offset by resumption of the non-deductible health insurance industry tax in 2018 and, for the nine months, the absence of the incremental tax benefit recognized in the second quarter of 2017 associated with certain transaction costs of the terminated merger with Anthem, Inc.

Key Transactions and Developments

Proposed Acquisition of Express Scripts

On March 8, 2018, the Company entered into an Agreement and Plan of Merger (the Merger Agreement) with Express Scripts Holding Company (Express Scripts), Halfmoon Parent, Inc., a direct wholly owned subsidiary of the Company (New Cigna), Halfmoon I, Inc., a direct wholly owned subsidiary of New Cigna (Cigna Merger Sub), and Halfmoon II, Inc., a direct wholly owned subsidiary of New Cigna (Express Scripts Merger Sub). See Note 3 to the Consolidated Financial Statements for additional details of our proposed acquisition of Express Scripts (the Merger). We have incurred material costs related to this proposed acquisition and we expect these costs to continue to be significant for the remainder of 2018. These costs are being labeled as transaction-related costs, reported as a special item and excluded from adjusted income from operations. See the Liquidity and Capital Resources section of the MD&A for further discussion of the financing for the proposed acquisition.

U.S. Tax Reform Legislation

Major U.S. tax reform legislation was enacted in December 2017. The legislation was highlighted by a reduction in the corporate income tax rate to 21% effective January 1, 2018. Our effective tax rate declined significantly for the three months and nine months ended September 30, 2018 compared with the same periods in 2017, contributing to a material increase in shareholders net income. During the third quarter of 2018, the Company updated its accounting for the provisional amounts first recognized in 2017 as a result of U.S. tax reform legislation by recording a net tax benefit of $7 million. See Note 15 to the Consolidated Financial Statements, for further information on the impacts of this legislation.

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Health Care Industry Developments and Other Matters Affecting Our Global Health Care Segment

Our 2017 Form 10-K provides a detailed description of The Patient Protection and Affordable Care Act (the ACA) provisions and other legislative initiatives that impact our health care business, including regulations issued by the Centers for Medicare & Medicaid Services (CMS) and the Departments of the Treasury and Health and Human Services (HHS). The table presented below provides an update of the impact of these items and other matters affecting our Global Health Care segment as of September 30, 2018.

Item	Description
Medicare Advantage (MA)	**Medicare Star Quality Ratings (Star Ratings):** Medicare Advantage plans must have a Star Rating of four Stars or greater to qualify for bonus payments. Approximately 60% of our Medicare Advantage customers were in a four Star or greater plan with bonus payments received in 2018. We now expect that 72% and 76% of our Medicare Advantage customers will be in four Star or greater plans with bonus payments expected to be received in 2019 and 2020, respectively. **2019 MA Rates:** Final MA reimbursement rates for 2019 were published by CMS in April 2018. We do not expect the new rates to have a material impact on our consolidated results of operations in 2019.
Health Care Reform Act Taxes and Fees	**Health Insurance Industry Tax:** Federal legislation imposed a moratorium on the health insurance industry tax for 2017 and 2019. The industry tax is being assessed in 2018 and, under current law, will be imposed in 2020. The industry tax for Cigna in 2018 is approximately $370 million ($250 million for Commercial and $120 million for Government). We recorded $94 million for the three months and $279 million for the nine months ended September 30, 2018 for the industry tax. For our Commercial business, the tax is reflected in our 2018 premium rates, and did not have a material effect on shareholders net income for the nine months ended September 30, 2018. For our Medicare business, the earnings impact in 2018 resulting from this renewed tax was somewhat offset with benefit and pricing changes. Because this tax is not deductible for federal income tax purposes, it negatively impacted our effective tax rate for the nine months ended September 30, 2018, and we expect this negative effect to continue through the fourth quarter of 2018.
Public Health Exchanges	**Market Participation:** For 2018, we offer individual coverage on six public health insurance exchanges in the following states: Colorado, Illinois, Missouri, North Carolina, Tennessee and Virginia. For 2019, we plan to expand our individual coverage to Arizona while continuing to offer coverage on all of the exchanges where we were represented in 2018.

	Cost Sharing Reduction Subsidies: The ACA provides for cost sharing reductions that offset the amount that qualifying customers pay for deductibles, copayments and coinsurance. The federal government provided funding for the cost sharing reduction subsidies to the qualifying customer s insurer until October 2017 when these payments were stopped. The attorneys general of 18 states and the District of Columbia sued the Trump administration, seeking to require the administration to continue paying these subsidies. In October 2017, the court denied the request of the attorneys general for an injunction, allowing the government to cease providing the cost sharing reduction payments to insurers during the pendency of the matter. In July 2018, the court granted a motion by the states to dismiss the lawsuit without prejudice, meaning the states may refile a lawsuit at a later time. Certain insurers have sued the federal government for failure to pay cost sharing reduction subsidies as well, and a judge in two of those actions has ruled in favor of the insurers. The government is expected to appeal those decisions. The U.S. Congress discussed the potential funding of these subsidies earlier this year and could revisit the issue in the future. We will continue to monitor developments. Our premium rates for the 2018 plan year reflect the government s decision to cease paying these subsidies.

Risk Mitigation Programs

See the MD&A in our 2017 Form 10-K for a description of the allowance for the balance of our risk corridor receivable. In June 2018, the U.S. Federal Circuit court ruled that health insurers are not entitled to receive amounts due under the risk corridor program that have been withheld by Congress. The plaintiffs have asked the full Federal Circuit court to review this unfavorable decision. As of September 30, 2018, we continue to carry this allowance based on the current status of court decisions.

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In February 2018, a federal judge issued a decision invalidating the use of statewide average premium for risk adjustment purposes. In response, on July 7th, CMS temporarily suspended collections and payments under the program. On July 24th, CMS issued a final rule clarifying the 2017 program methodology and addressing issues raised in the ruling by the federal judge. This rule clears the way for CMS to resume risk adjustment collections and payments for the 2017 program year. Despite the issuance of a final rule, the resolution of the legal matter remains uncertain. As of September 30, 2018, our financial statements reflect the risk adjustment balances for the 2018 and 2017 plan years under the rules currently in effect for the program.

The following table presents our balances associated with the risk adjustment program as of September 30, 2018 and December 31, 2017.

	Receivable (Payable) Balance	
(In millions)	**September 30, 2018**	**December 31, 2017**
Risk Adjustment		
Receivables (1)	**$ 90**	$ 69
Payables (2)	**(167)**	(250)
Net risk adjustment	**$ (77)**	$ (181)

(1) Receivables, net of allowances, are reported in premiums, accounts and notes receivable in the Consolidated Balance Sheets.

(2) Payables are reported in accounts payable, accrued expenses and other liabilities in the Consolidated Balance Sheets.

After-tax charges for the risk adjustment program were $38 million for the three months and $113 million for the nine months ended September 30, 2018 compared with $21 million and $72 million for the same periods in 2017.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity

We maintain liquidity at two levels: the subsidiary level and the parent company level.

Liquidity requirements at the subsidiary level generally consist of:

- medical costs and benefit payments to policyholders;

- expense requirements, primarily for employee compensation and benefits, information technology and facilities costs; and

- income taxes.

Our subsidiaries normally meet their operating requirements by:

- maintaining appropriate levels of cash, cash equivalents and short-term investments;

- using cash flows from operating activities;

- selling investments;

- matching investment durations to those estimated for the related insurance and contractholder liabilities; and

- borrowing from affiliates, subject to applicable regulatory limits.

Liquidity requirements at the parent company level generally consist of:

- debt service and dividend payments to shareholders;

- pension plan funding; and

- repurchases of common stock.

The parent company normally meets its liquidity requirements by:

- maintaining appropriate levels of cash and various types of marketable investments;

- collecting dividends from its subsidiaries;

- using proceeds from issuance of debt and equity securities; and

- borrowing from its subsidiaries, subject to applicable regulatory limits.

Cash flows for the nine months ended September 30, were as follows:

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(In millions)	2018	2017
Operating activities	**$ 3,644**	$ 3,511
Investing activities		
	$ (1,674)	$ (1,100)
Financing activities		
	$ 19,115	$ (1,968)

Operating activities

Cash flows from operating activities consist of cash receipts and disbursements for premiums, fees and other revenues, mail order pharmacy, investment income, taxes and benefits and expenses. Because certain income and expense transactions do not generate cash, and because cash transactions related to revenues and expenses may occur in periods different from when those revenues and expenses are recognized in shareholders net income, cash flows from operating activities can significantly differ from shareholders net income.

Cash provided by operating activities increased for the nine months ended September 30, 2018 compared with the same period in 2017, primarily driven by higher net income largely offset by the absence of an early receipt of October payments from CMS of approximately $710 million in 2017.

Investing activities

Cash flows from investing activities generally consist of net investment purchases or sales and net purchases of property and equipment including capitalized internal-use software, as well as cash used to acquire businesses.

Cash used in investing activities increased for the nine months ended September 30, 2018 compared with the same period in 2017, primarily due to higher net investment purchases.

Financing activities

Cash flows from financing activities are generally comprised of issuances and repayment of debt, proceeds on the issuance of common stock resulting from stock option exercises, and stock repurchases. In addition, the subsidiaries report net deposits and withdrawals to and from contractholder deposit fund liabilities (that include universal life insurance liabilities) because such liabilities are considered financing activities with policyholders.

Cash provided by financing activities increased significantly for the nine months ended September 30, 2018 compared with the same period in 2017, primarily due to proceeds from issuing debt in the third quarter of 2018 to finance the Express Scripts transaction. Lower stock repurchases and repayments of long-term debt also contributed to the increase.

We maintain a share repurchase program, authorized by our Board of Directors. Under this program, we may repurchase shares from time to time, depending on market conditions and alternate uses of capital. The timing and actual number of shares repurchased will depend on a variety of factors, including price, general business and market conditions, and alternate uses of capital. The share repurchase program may be effected through open market purchases or privately negotiated transactions in compliance with Rule 10b-18 under the Securities Exchange Act of 1934, as amended, including through Rule 10b5-1 trading plans. The program may be suspended or discontinued at any time.

Year to date through October 31, 2018, we repurchased 1.3 million shares for approximately $275 million. We paid $310 million for share repurchases in 2018, including payment of unsettled share repurchases at December 31, 2017 of $35 million. We do not expect to conduct additional share repurchases prior to closing the Express Scripts acquisition.

Interest Expense

Interest expense on long-term debt, short-term debt and capital leases was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions)	**2018**	**2017**	**2018**	**2017**
Interest expense				
	$ 91	$ 61	**$ 219**	$ 183

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Interest expense for the three months and nine months ended September 30, 2017 does not include debt extinguishment costs. The increase reflects an additional $33 million of interest expense attributable to issuing $20 billion of long-term debt in September 2018 to fund the Express Scripts acquisition.

Capital Resources

Our capital resources (primarily retained earnings and the proceeds from issuing debt and equity securities) provide protection for policyholders, furnish the financial strength to underwrite insurance risks and facilitate continued business growth.

Management, guided by regulatory requirements and rating agency capital guidelines, determines the amount of capital resources that we maintain. Management allocates resources to new long-term business commitments when returns, considering the risks, look promising and when the resources available to support existing business are adequate.

We prioritize our use of capital resources to:

- provide the capital necessary to support growth and maintain or improve the financial strength ratings of subsidiaries;

- consider acquisitions that are strategically and economically advantageous; and

- return capital to investors through share repurchase.

The availability of capital resources will be impacted by equity and credit market conditions. Extreme volatility in credit or equity market conditions may reduce our ability to issue debt or equity securities.

Liquidity and Capital Resources Outlook

The availability of resources at the parent company level is partially dependent on dividends from our subsidiaries, most of which are subject to regulatory restrictions and rating agency capital guidelines, and partially dependent on the availability of liquidity from the issuance of debt or equity securities.

At September 30, 2018, there was $21.2 billion in cash and marketable investments available at the parent company level. This large increase in cash and investments reflects $19.9 billion of proceeds from notes issued in September 2018. As discussed in Note 5 to the Consolidated Financial Statements, these proceeds are intended to be used to pay a portion of the cash consideration for the Express Scripts merger, to repay certain indebtedness of Express Scripts and its subsidiaries or to pay related fees and expenses. Proceeds not required for these purposes are intended to be used by New Cigna for general corporate purposes. For the remainder of 2018, excluding the requirements for the Merger financing, the parent company s cash obligations are approximately $125 million, primarily for interest payments and incurred but unpaid bridge financing fees. Following the closing of the Merger, New Cigna will also make an incremental investment of $200 million to its charitable foundation and to support the communities in which it operates, with a continued focus on improving societal health. The contribution is expected to be made in early 2019.

We expect to have sufficient liquidity to meet the obligations discussed above, based on the parent company s current cash position and current projections for subsidiary dividends. In addition, we expect to have sufficient liquidity to meet cash requirements for consummating the merger with Express Scripts that we currently estimate at approximately $27.5 billion, using additional parent cash from subsidiary dividends and:

- $3.0 billion from the 3-year Term Loan Credit Agreement that we established earlier in the year;
- $3.9 billion of the amount remaining from the Bridge Facility, if necessary; and
- borrowings of up to the limit of the Revolving Credit Agreement, if necessary.

See Note 5 to the Consolidated Financial Statements for further information on the Term Loan Credit Agreement, the Revolving Credit Agreement and the Bridge Facility. We had $10 million of letters of credit outstanding as of September 30, 2018.

Our cash projections may not be realized and the demand for funds could exceed available cash if our ongoing businesses experience unexpected shortfalls in earnings, or we experience material adverse effects from one or more risks or uncertainties described more fully in the Risk Factors section of the 2017 Form 10-K and in Part II, Item 1 of this Form 10-Q. In those cases, we expect to have the flexibility to satisfy liquidity needs through a variety of measures including intercompany borrowings. The parent company may borrow up to $1.3 billion from its insurance subsidiaries without additional state approval. We have additional liquidity available through short-term commercial paper borrowing capacity.

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Management believes we have adequate sources of liquidity to meet our operating requirements and requirements in connection with the pending Merger. However, disruption or volatility in the capital and credit markets could affect our ability to access those markets for additional borrowings or could increase costs associated with borrowing funds.

We expect to finance the non-cash portion of the Merger as follows:

- ***Stock.*** Express Scripts stockholders will receive 0.2434 of a share of common stock of New Cigna for every one share of Express Scripts common stock. Based on the number of Express Scripts shares outstanding at the date of the Merger Agreement, we expect to issue approximately 137 million additional shares to Express Scripts stockholders. Cigna stockholders will receive one share of New Cigna common stock for each share of Cigna common stock.

- ***Assumption of Express Scripts debt.*** This debt will be paid upon its scheduled maturities in the normal course of business.

Upon closing the transaction, we expect that our debt-to-capitalization ratio will be approximately 49%. We expect to deleverage to the upper 30 s within 18 to 24 months after the closing. Based on interest rates on the debt issued in the third quarter of 2018 and that we anticipate incurring at closing, the additional debt financing is expected to increase annual interest payments by approximately $950 million in 2019, excluding interest on debt assumed from Express Scripts.

Overseas earnings. We continue to maintain a capital management strategy to retain overseas a significant portion of the earnings from our foreign operations. These undistributed earnings are deployed outside of the United States predominantly in support of the liquidity and regulatory capital requirements of our foreign operations as well as to support growth initiatives overseas. This strategy does not materially limit our ability to meet our liquidity and capital needs in the United States.

Guarantees and Contractual Obligations

We are contingently liable for various contractual obligations entered into during the ordinary course of business. See Note 16 to the Consolidated Financial Statements for additional information.

Contractual obligations. We have updated certain obligations previously provided in our 2017 Form 10-K for the following items:

- Long-term debt: As discussed further in Note 5 to the Consolidated Financial Statements, the Company issued $20.0 billion of debt to finance the Express Scripts transaction.

- Investment commitments: the Company has entered into new commitments to invest in security partnerships and to purchase investments.

(In millions, on an undiscounted basis)	Total	Less than 1 year	1-3 years	4-5 years	After 5 years
On-Balance Sheet					
Long-term debt					
	$ 37,949	**$ 91**	**$ 5,384**	**$ 5,113**	**$ 27,361**
Off-Balance Sheet					
Purchase obligations					
	$ 2,073	**$ 691**	**$ 892**	**$ 390**	**$ 100**

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CRITICAL ACCOUNTING ESTIMATES

The preparation of Consolidated Financial Statements in accordance with GAAP requires management to make estimates and assumptions that affect reported amounts and related disclosures in the Consolidated Financial Statements. We consider an accounting estimate to be critical if:

- it requires assumptions to be made that were uncertain at the time the estimate was made; and

- changes in the estimate or different estimates that could have been selected could have a material effect on our consolidated results of operations or financial condition.

We have discussed the development and selection of our critical accounting estimates and reviewed the disclosures presented in our 2017 Form 10-K with the Audit Committee of our Board of Directors. We regularly evaluate items that may impact critical accounting estimates. Our most critical accounting estimates, as well as the effects of hypothetical changes in material assumptions used to develop each estimate, are described in the 2017 Form 10-K. As of September 30, 2018, there were no significant changes to the critical accounting estimates from what was reported in our 2017 Form 10-K.

Goodwill

Our annual evaluations of goodwill for impairments were completed during the third quarter of 2018. These evaluations were performed at the reporting unit level, based on discounted cash flow analyses or market data. The estimated fair value of each of our reporting units exceeded their carrying values by adequate margins.

Management believes the current assumptions used to estimate amounts reflected in our Consolidated Financial Statements are appropriate. However, if actual experience differs from the assumptions used in estimating amounts reflected in our Consolidated Financial Statements, the resulting changes could have a material adverse effect on our consolidated results of operations, and in certain situations, could have a material adverse effect on liquidity and our financial condition.

SEGMENT REPORTING

The following section of this MD&A discusses the results of each of our reporting segments. In these segment discussions, we present operating revenues, defined as total revenues excluding realized investment results and adjusted income from operations, defined as shareholders net income (loss) excluding after-tax adjustments for realized investment results,

amortization of other acquired intangible assets and special items. Ratios presented in this segment discussion exclude the same items as adjusted income from operations. See Note 17 to the Consolidated Financial Statements for additional discussion of these metrics.

In these segment discussions, we also present adjusted margin, defined as adjusted income from operations divided by operating revenues.

See the MD&A Executive Overview beginning on page 48 for summarized financial results of each of our reporting segments.

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Global Health Care Segment

As described in the Segment Reporting introduction above, the performance of the Global Health Care segment is measured using adjusted income from operations as presented in the table below. The key factors affecting adjusted income from operations for this segment are:

- customer growth;
- sales of specialty products;
- medical costs as a percentage of premiums (medical care ratio or MCR) for our Commercial and Government businesses; and
- operating expenses as a percentage of operating revenues (operating expense ratio)

Effective January 1, 2018, we adopted amended accounting guidance for revenue recognition. For the Global Health Care segment, prior year operating revenues along with adjusted margin and both the medical care and operating expense ratios have been retrospectively adjusted to conform to this new basis of accounting. See Note 2 to the Consolidated Financial Statements for additional information.

Results of Operations

Global Health Care segment financial summary	**Three Months Ended September 30,**		**Change Favorable**	**Nine Months Ended September 30,**		**Change Favorable**
(In millions)	**2018**	**2017**	**(Unfavorable)**	**2018**	**2017**	**(Unfavorable)**
Operating revenues	**$ 9,117**	$ 8,176	12%	**$ 27,356**	$ 24,655	11%
Adjusted income from operations	**$ 804**	$ 575	40%	**$ 2,464**	$ 1,776	39%
Adjusted margin	**8.8%**	7.0%	180bps	**9.0%**	7.2%	180bps
Medical Care Ratios						
Commercial	**76.3%**	77.1%	80bps	**75.4%**	76.7%	130bps
Government	**80.7%**	84.0%	330bps	**83.0%**	85.4%	240bps
Consolidated Global Health Care	**77.5%**	79.0%	150bps	**77.5%**	79.3%	180bps
Operating expense ratio	**23.0%**	22.5%	(50)bps	**22.8%**	21.9%	(90)bps

	As of September 30,		
(In thousands)	**2018**	**2017**	**% Change**

Customers			
Total Commercial risk	**3,152**	2,940	7%
Total Government	**485**	484	-
Total risk	**3,637**	3,424	6
Service	**12,633**	12,392	2
Total medical customers	**16,270**	15,816	3%

	As of		
(In millions)	**September 30, 2018**	**December 31, 2017**	**% Change**
Global Health Care medical costs payable	**$ 2,955**	$ 2,719	9%

Operating revenues. The increases for the three months and nine months ended September 30, 2018 compared with the same periods in 2017 were primarily due to customer growth in our Commercial segment including contributions from specialty products. Also contributing to the increases were higher rates in our Commercial segment reflecting: 1) underlying medical cost trend; 2) suspension of the government s cost share reduction subsidies; and 3) resumption of the health insurance industry tax.

Adjusted income from operations increased for the three months and nine months ended September 30, 2018 compared with the same periods in 2017 reflecting the favorable effect of a lower U.S. tax rate in 2018 and strong ongoing performance in our Commercial business, including increased contributions from specialty products and improved margins in our U.S. individual business.

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Medical care ratios. The Commercial medical care ratios decreased for the three months and nine months ended September 30, 2018 compared with the same periods in 2017, primarily reflecting the pricing impact of resumption of the health insurance industry tax.

The Government medical care ratio decreased for the three months ended September 30, 2018 compared with the same period in 2017, primarily reflecting higher premiums. For the nine months ended September 30, 2018 compared with the same period in 2017, the Government medical care ratio decreased, reflecting higher premiums and lower medical costs in our Medicare business, partially offset by less favorable prior year reserve development.

Operating expense ratios. The operating expense ratio increased for the three months ended September 30, 2018, compared to the same period in 2017, primarily reflecting the return of the health insurance tax, ongoing investments in growth and innovation, partially offset by continued effective expense management. The operating expense ratio increased for the nine months ended September 30, 2018, compared to the same period in 2017, primarily reflecting the return of the health insurance tax.

Other Items Affecting Health Care Results

Medical Customers

A medical customer is defined as a person meeting any one of the following criteria:

- is covered under a medical insurance policy, managed care arrangement, or service agreement issued by us;
- has access to our provider network for covered services under their medical plan; or
- has medical claims and services that are administered by us.

Our medical customer base was higher at September 30, 2018 compared to the same period in 2017, primarily reflecting growth in our middle market and select market segments.

Global Health Care Medical Costs Payable

Medical costs payable was higher at September 30, 2018 compared to December 31, 2017, primarily due to seasonality in our stop loss products, as well as customer growth. See Note 6 to the Consolidated Financial Statements for additional information.

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Global Supplemental Benefits Segment

As described in the Segment Reporting introduction on page 57, the performance of the Global Supplemental Benefits segment is measured using adjusted income from operations. The key factors affecting adjusted income from operations for this segment are:

- premium growth, including new business and customer retention;
- benefit expenses as a percentage of premiums (loss ratio);
- operating expenses and acquisition expenses as a percentage of operating revenues (expense ratio and acquisition cost ratio); and
- the impact of foreign currency movements.

Throughout this discussion and in the table presented below, prior period currency adjusted income from operations and operating revenues are calculated by applying the current period s exchange rates to reported results in the prior period. A strengthening U.S. dollar against foreign currencies decreases these measures, while a weakening U.S. dollar produces the opposite effect.

Results of Operations

Global Supplemental Benefits segment financial summary	**Three Months Ended September 30,**			**Nine Months Ended September 30,**		
(In millions)	**2018**	**2017**	**Change Favorable (Unfavorable)**	**2018**	**2017**	**Change Favorable (Unfavorable)**
Operating revenues	**$ 1,093**	$ 985	11%	**$ 3,301**	$ 2,849	16%
Adjusted income from operations	**$ 93**	$ 109	(15)%	**$ 323**	$ 288	12%
Operating revenues, using 2018 currency exchange rates	**$ 1,093**	$ 976	12%	**$ 3,301**	$ 2,908	14%
Adjusted income from operations, using 2018 currency exchange rates	**$ 93**	$ 108	(14)%	**$ 323**	$ 300	8%
Adjusted margin	**8.5%**	11.1%	(260)bps	**9.8%**	10.1%	(30)bps
Loss ratio	**57.6%**	54.4%	(320)bps	**56.4%**	55.6%	(80)bps
Acquisition cost ratio	**16.4%**	16.9%	50bps	**16.5%**	17.0%	50bps
Expense ratio (excluding acquisition costs)	**16.3%**	16.8%	50bps	**15.5%**	17.0%	150bps

Operating revenues increased for the three months and nine months ended September 30, 2018 compared with the same periods in 2017, primarily due to business growth, particularly in the United States and South Korea.

Adjusted income from operations decreased for the three months ended September 30, 2018 compared with the same period in 2017, reflecting unfavorable claims experience in the United States and higher taxes, partially offset by business growth, primarily in South Korea and China. For the nine months ended September 30, 2018 adjusted income from operations increased compared with the same period in 2017, reflecting business growth, primarily in South Korea and China, and lower acquisition cost and operating expense ratios, partially offset by a higher loss ratio and higher taxes.

The segment s ***loss ratios*** increased for the three months and nine months ended September 30, 2018 compared with the same periods in 2017, primarily due to higher claims in the United States and a shift in business mix to higher loss ratio products, partially offset by favorable claims experience in South Korea.

The ***acquisition cost ratios*** decreased for the three months and nine months ended September 30, 2018 compared with the same periods in 2017 due to a shift toward higher premium products with lower acquisition costs, primarily in the United States.

Operating expense ratio. The operating expense ratios (excluding acquisition costs) decreased for the three months and nine months ended September 30, 2018 compared with the same periods in 2017 reflecting strong expense management.

Other Items Affecting Global Supplemental Benefits Results

For our Global Supplemental Benefits segment, South Korea is the single largest geographic market. South Korea generated 49% of the segment s operating revenues and 89% of the segment s adjusted income from operations for the nine months ended September 30, 2018. On a consolidated basis, our operations in South Korea represented 5% of our operating revenues and 10% of adjusted income from operations for the nine months ended September 30, 2018.

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Group Disability and Life Segment

As described in the Segment Reporting introduction on page 57, the performance of the Group Disability and Life segment is measured using adjusted income from operations. The key factors affecting adjusted income from operations for this segment are:

- premium growth, including new business and customer retention;
- net investment income;
- benefit expenses as a percentage of premiums (loss ratio); and
- operating expenses as a percentage of premiums and fees and other revenues (expense ratio).

Results of Operations

Group Disability and Life segment financial summary	**Three Months Ended September 30,**		**Change Favorable**	**Nine Months Ended September 30,**		**Change Favorable**
(In millions)	**2018**	**2017**	**(Unfavorable)**	**2018**	**2017**	**(Unfavorable)**
Operating revenues	**$ 1,121**	$ 1,099	2%	**$ 3,364**	$ 3,332	1%
Adjusted income from operations	**$ 100**	$ 73	37%	**$ 270**	$ 224	21%
Adjusted margin	**8.9%**	6.6%	230bps	**8.0%**	6.7%	130bps
Loss ratio	**74.9%**	76.3%	140bps	**76.3%**	76.9%	60bps
Expense ratio	**23.4%**	23.3%	(10)bps	**23.5%**	22.8%	(70)bps

Operating revenues were higher for the three months and nine months ended September 30, 2018 compared with the same periods in 2017 due to moderate business growth and higher investment income.

Adjusted income from operations increased for the three months ended September 30, 2018 compared with the same period in 2017, driven by a lower tax rate and favorable disability results, partially offset by less favorable life results. For the nine months ended September 30, 2018, the increase is driven by a lower tax rate and higher investment income.

The segment s ***loss ratios*** decreased for the three months ended September 30, 2018 compared with the same period in 2017 due primarily to favorable disability results, partially offset by less favorable life results. For the nine months ended September 30, 2018 compared with the same period in 2017, the loss ratio decreased due to favorable disability and voluntary results.

Operating expense ratios increased for the three months and nine months ended September 30, 2018 compared with the same periods in 2017 due primarily to a higher commission rate and business investments.

Other Operations

As described in the Segment Reporting introduction on page 57, the performance of the Other Operations segment is measured using adjusted income from operations. Cigna s corporate-owned life insurance (COLI) business contributes the majority of earnings in Other Operations. Other Operations also includes the results from the run-off reinsurance and settlement annuity businesses, as well as the remaining deferred gains recognized from the sale of the individual life insurance and annuity and retirement benefits businesses.

Results of Operations

Other Operations segment financial summary	**Three Months Ended September 30,**			**Nine Months Ended September 30,**		
(In millions)	**2018**	**2017**	**Change Favorable (Unfavorable)**	**2018**	**2017**	**Change Favorable (Unfavorable)**
Operating revenues	**$ 120**	$ 115	4%	**$ 357**	$ 349	2%
Adjusted income from operations	**$ 16**	$ 14	14%	**$ 61**	$ 53	15%
Adjusted margin	**13.3%**	12.2%	110bps	**17.1%**	15.2%	190bps

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Operating revenues for the three months and nine months ended September 30, 2018 were higher compared with the same periods in 2017 primarily due to higher premiums on experience-rated business.

Adjusted income from operations for the three months and nine months ended September 30, 2018 increased compared with the same periods in 2017, primarily reflecting a lower tax rate in 2018.

Corporate

Description

Corporate reflects amounts not allocated to operating segments, such as net interest expense (defined as interest on corporate debt less net investment income on investments not supporting segment operations), interest on uncertain tax positions, intersegment eliminations, compensation cost for stock options and related excess tax benefits, expense associated with our frozen pension plans and certain litigation matters, overhead and project costs.

Corporate financial summary	**Three Months Ended September 30,**			**Nine Months Ended September 30,**		
(In millions)	**2018**	**2017**	**% Change**	**2018**	**2017**	**% Change**
Adjusted (loss) from operations	**$ (68)**	$ (55)	(24)%	**$ (208)**	$ (156)	(33)%

Corporate s ***adjusted loss from operations*** increased for the three months and nine months ended September 30, 2018 compared with the same periods in 2017, primarily due to lower tax benefits, including lower excess tax benefits on stock compensation and the impact of a lower U.S. tax rate effective in 2018. Lower operating expenses partially offset these increases.

INVESTMENT ASSETS

The following table presents our investment asset portfolio, excluding separate account assets, as of September 30, 2018 and December 31, 2017. Additional information regarding our investment assets and related accounting policies is included in Notes 9, 10, 11, 12 and 13 to the Consolidated Financial Statements.

(In millions)	**September 30, 2018**	**December 31, 2017**

Fixed maturities	**$**	**23,268**	$	23,138
Equity securities		**579**		588
Commercial mortgage loans		**1,867**		1,761
Policy loans		**1,421**		1,415
Other long-term investments		**1,739**		1,518
Short-term investments		**102**		199
Total investment assets	**$**	**28,976**	$	28,619

Fixed Maturities

Investments in fixed maturities include publicly traded and privately placed debt securities, mortgage and other asset-backed securities and preferred stocks redeemable by the investor. These investments are classified as available for sale and are carried at fair value on our balance sheet. Additional information regarding valuation methodologies, key inputs and controls is included in Note 9 to the Consolidated Financial Statements. More detailed information about fixed maturities by type of issuer and maturity dates is included in Note 10 to the Consolidated Financial Statements.

The following table reflects our fixed maturity portfolio by type of issuer as of September 30, 2018 and December 31, 2017:

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(In millions)	**September 30, 2018**	**December 31, 2017**
Federal government and agency	**$ 747**	$ 779
State and local government	**990**	1,287
Foreign government	**2,491**	2,487
Corporate	**18,502**	18,088
Mortgage and other asset-backed	**538**	497
Total fixed maturities	**$ 23,268**	$ 23,138

The fixed maturity portfolio increased by $130 million during the nine months ended September 30, 2018, primarily reflecting an increase in investable funds, partially offset by declines in fair value due to increasing market interest rates. As of September 30, 2018, $21 billion, or 90%, of the fixed maturities in our investment portfolio were investment grade (Baa and above, or equivalent), and the remaining $2.3 billion were below investment grade. The majority of the bonds that were below investment grade were rated at the higher end of the non-investment grade spectrum. These quality characteristics have not materially changed from the prior year and are consistent with our investment strategy.

State and local government. Our investment in state and local government securities, with an average quality rating of Aa2, was diversified by issuer and geography with no single exposure greater than $35 million as of September 30, 2018. We assess each issuer s credit quality based on a fundamental analysis of underlying financial information and do not rely solely on statistical rating organizations or monoline insurer guarantees.

Foreign government. We invest in high quality foreign government obligations, with an average quality rating of Aa3 as of September 30, 2018. These investments were concentrated in Asia, primarily South Korea, consistent with the geographic locations of our international business operations. Foreign government obligations also include $252 million of investments in European sovereign debt, none of which were in countries with significant political or economic concerns such as Portugal, Italy, Ireland, Greece, Spain or Turkey.

Corporate. As of September 30, 2018, corporate fixed maturities included the following:

- Private placement investments were $6 billion. These investments are generally less marketable than publicly-traded bonds; however, yields on these investments tend to be higher than yields on publicly-traded bonds with comparable credit risk. We perform a credit analysis of each issuer, diversify investments by industry and issuer and require financial and other covenants that allow us to monitor issuers for deteriorating financial strength and pursue remedial actions, if warranted.
- Investments in companies that are domiciled or have significant business interests in Italy, Ireland, Spain and Turkey were $461 million. These investments have an average quality rating of Baa2 and are diversified by industry sector, including approximately 2% invested in financial institutions.
- Investments in the energy and natural gas sector were $1.7 billion with gross unrealized losses of $31 million. These investments have an average quality rating of Baa2 and were diversified by issuer with no exposure greater than $50 million.
- Fixed maturity investments in the retail sector were approximately $426 million with gross unrealized losses of $12 million. These investments have an average quality rating of Baa2 and were diversified across approximately 45 issuers with no exposure exceeding $45 million.

In addition to amounts classified in fixed maturities on our Consolidated Balance Sheets, we operate an insurance joint venture in China in which we have a 50% ownership interest. We account for this joint venture on the equity basis of accounting and report it in other assets, including other intangibles. This entity had an investment portfolio of approximately $5.7 billion at September 30, 2018 that was primarily invested in local Chinese corporate and government fixed maturities. There were no investments with a material unrealized loss as of September 30, 2018.

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Equity Securities

As of September 30, 2018, approximately $380 million in equity securities were invested in an exchange-traded fund (ETF) as part of a program to invest available cash in high quality and liquid assets. The underlying assets of the ETF are primarily U.S. investment grade corporate bonds. Upon adopting ASU 2016-01 effective January 1, 2018, unrealized gains of $10 million were reclassified from accumulated other comprehensive income to retained earnings. Going forward, quarterly changes in market value are recognized in realized investment results.

Commercial Mortgage Loans

Our commercial mortgage loans are fixed rate loans, diversified by property type, location and borrower. Loans are secured by high quality commercial properties located throughout the United States and are generally made at less than 70% of the property s value at origination of the loan. Property value, debt service coverage, quality, building tenancy and stability of cash flows are all important financial underwriting considerations. We hold no direct residential mortgage loans and do not originate or service securitized mortgage loans.

We completed the annual in-depth review of our commercial mortgage loan portfolio during the second quarter of 2018. The results of the 2018 review were in line with the prior year and confirmed the strength of the overall portfolio. For further discussion of the results of this review and changes in key loan metrics, see Note 10 to the Consolidated Financial Statements.

Commercial real estate capital markets remain very active for well-leased, quality commercial real estate located in strong institutional investment markets. The vast majority of properties securing the mortgages in our mortgage loan portfolio possess these characteristics. As of September 30, 2018, we had $166 million of commercial mortgage loans secured by retail properties, a sector that has been under pressure generally. The loan-to-value ratio for these loans was 48%, and the debt service coverage ratio was 2.08.

As of September 30, 2018, the $1.9 billion commercial mortgage loan portfolio consisted of approximately 67 loans that are all in good standing. Given the quality and diversity of the underlying real estate, positive debt service coverage and significant borrower cash investment generally ranging between 30 and 40%, we remain confident that borrowers will continue to perform as expected under their contract terms.

Other Long-term Investments

As of September 30, 2018, other long-term investments of $1.7 billion included investments in securities limited partnerships and real estate limited partnerships, primarily in the form of closed end funds, as well as direct investments in real estate joint ventures. The funds typically invest in mezzanine debt or equity of privately held companies (securities partnerships) and equity real estate. Given our subordinate position in the capital structure of these underlying entities, we assume a higher level of risk for higher expected returns. To mitigate risk, these investments are diversified across approximately 130 separate partnerships, and approximately 65 general partners who manage one or more of these partnerships. Also, the funds underlying investments are diversified by industry sector or property type, and geographic region. No single

partnership investment exceeded 4% of our securities and real estate partnership portfolio.

Problem and Potential Problem Investments

Problem bonds and commercial mortgage loans are either delinquent by 60 days or more or have been restructured as to terms, including concessions by us to modify the interest rate, principal payment or maturity date. Potential problem bonds and commercial mortgage loans are considered current (no payment is more than 59 days past due), but management believes they have certain characteristics that increase the likelihood that they may become problems. The characteristics management considers include, but are not limited to, the following:

- request from the borrower for restructuring;
- principal or interest payments past due by more than 30 but fewer than 60 days;
- downgrade in credit rating;
- collateral losses on asset-backed securities; and
- for commercial mortgages, deterioration of debt service coverage below 1.0 or value declines resulting in estimated loan-to-value ratios increasing to 100% or more.

We recognize interest income on problem bonds and commercial mortgage loans only when payment is actually received. The amount that would have been reflected in net income if interest on non-accrual investments had been recognized in accordance with the original terms was not significant for the nine months ended September 30, 2018 or 2017.

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The following table shows problem and potential problem investments at amortized cost, net of valuation reserves and write-downs:

	September 30, 2018			December 31, 2017		
(In millions)	**Gross**	**Reserve**	**Net**	**Gross**	**Reserve**	**Net**
Problem bonds	**$ 14**	**$ (14)**	**$ -**	$ 25	$ (7)	$ 18
Foreclosed real estate	**-**	**-**	**-**	46	-	46
Total problem investments	**$ 14**	**$ (14)**	**$ -**	$ 71	$ (7)	$ 64
Potential problem bonds	**$ 18**	**$ (1)**	**$ 17**	$ 31	$ (1)	$ 30
Total potential problem investments	**$ 18**	**$ (1)**	**$ 17**	$ 31	$ (1)	$ 30

Problem and potential problem investments decreased by $77 million since December 31, 2017 due primarily to sales of foreclosed real estate and fixed maturity bonds. There were no problem or potential problem mortgage loans at September 30, 2018 or December 31, 2017.

Investment Outlook

Despite growing concerns related to trade/tariffs, rising interest rates, and, more recently, the return of financial market volatility, investments continued to benefit from the strength of the U.S. economy and its financial markets through the first three quarters of 2018. We continue to closely monitor global macroeconomic trends and their potential impact to our investment portfolio. Certain sectors, such as retail, energy and natural gas have been volatile and we expect that to continue. See the fixed maturities and commercial mortgage loan sections of this MD&A for further information on our investments in these sectors. Future realized and unrealized investment results will be driven largely by market conditions that exist when a transaction occurs or at the reporting date. These future conditions are not reasonably predictable; however, we believe that the vast majority of our investments will continue to perform under their contractual terms. Based on our strategy to match the duration of invested assets to the duration of insurance and contractholder liabilities, we expect to hold a significant portion of these assets for the long term. Although future impairment losses resulting from interest rate movements and credit deterioration due to both investment-specific and the global economic uncertainties discussed above remain possible, we do not expect these losses to have a material adverse effect on our financial condition or liquidity.

MARKET RISK

Financial Instruments

Our assets and liabilities include financial instruments subject to the risk of potential losses from adverse changes in market rates and prices. Our primary market risk exposures are interest rate risk and foreign currency exchange rate risk. Certain financial instruments, such as insurance-related assets and liabilities, are excluded from these hypothetical calculations. We encourage you to read this in conjunction with Market Risk Financial Instruments included in Part II, Item 7 of our 2017 Form 10-K.

The change in fair value of a hypothetical 100 basis point increase in interest rates for certain financial instruments decreased due to $20 billion of newly-issued senior unsecured notes in September 2018. The change in fair value of a hypothetical 100 basis points increase

in interest rates on this newly-issued debt decreased the Company s exposure to interest rate risk by $1.4 billion as of September 30, 2018. Changes in the fair value of our long term debt do not impact our financial position or operating results. More detailed information about long-term debt is included in Note 5 to the Consolidated Financial Statements.

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Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Information responsive to this item is contained under the caption Market Risk in Item 2 above, Management s Discussion and Analysis of Financial Condition and Results of Operations.

Item 4. CONTROLS AND PROCEDURES

Based on an evaluation of the effectiveness of Cigna s disclosure controls and procedures conducted under the supervision and with the participation of Cigna s management, Cigna s Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, Cigna s disclosure controls and procedures are effective to ensure that information required to be disclosed by Cigna in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission s rules and forms and is accumulated and communicated to Cigna s management, including Cigna s Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

During the period covered by this report, there have been no changes in Cigna s internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, Cigna s internal control over financial reporting.

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Item 1. LEGAL PROCEEDINGS

The information contained under Litigation Matters , Regulatory Matters and Other Legal Matters in Note 16 to the Consolidated Financial Statements is incorporated herein by reference.

Item 1A. RISK FACTORS

In addition to the risk factors set forth in Part 1, Item 1A of Cigna s Annual Report on Form 10-K for the year ended December 31, 2017, investors should consider the following risk factors arising from our proposed acquisition of Express Scripts. The risk factors set forth below update and should be read together with the detailed description of risk factors reported in Cigna s 2017 Form 10-K.

Cigna will be subject to business uncertainties and contractual restrictions while the Merger is pending.

Uncertainty about the effect of the Merger on employees and customers may have an adverse effect on Cigna and consequently on the combined company after the closing of the Merger. These uncertainties may impair Cigna s ability to retain and motivate key personnel and could cause customers and others that deal with Cigna to defer or decline entering into contracts with Cigna or making other decisions concerning Cigna or seek to change existing business relationships with Cigna. Certain of Cigna s customer contracts, joint venture agreements, shareholder or partnership agreements, vendor or supplier contracts, financing-related agreements, promissory notes and indentures contain change of control restrictions that may give rise to a right of termination or cancellation in connection with the Merger. In addition, if key employees depart because of uncertainty about their future roles and the potential complexities of the Merger, Cigna s businesses could be harmed. Furthermore,

the Merger Agreement contains restrictions on the conduct of Cigna s businesses prior to the consummation of the Merger, which may prevent Cigna from undertaking certain actions or business opportunities that may arise pending consummation of the Merger.

The parties must obtain certain regulatory approvals in order to complete the actions contemplated by the Merger Agreement; if such approvals are not obtained or are obtained with conditions, the Merger may be prevented or delayed or the anticipated benefits of the Merger could be reduced.

Consummation of the Merger is conditioned upon, among other things, the expiration or termination of the waiting period (and any extensions thereof) applicable to the Merger under the federal Hart-Scott-Rodino Antitrust Improvements Act of 1976 (HSR Act). While the Antitrust Division of the Department of Justice cleared the Merger in September 2018, terminating the applicable waiting period under the HSR Act, at any time before or after the Merger is consummated, any of the Department of Justice, the Federal Trade Commission or U.S. state attorneys general could take action under the antitrust laws in opposition to the Merger, including seeking to enjoin completion of the Merger, condition completion of the Merger upon the divestiture of assets of Cigna, Express Scripts or their subsidiaries or impose restrictions on the combined company s post-merger operations. These could negatively affect the results of operations and financial condition of the combined company following completion of the Merger. Any such requirements or restrictions may prevent or delay completion of the Merger or may reduce the anticipated benefits of the Merger, which could also have a material adverse effect on the combined company s business and cash flows, financial condition and results of operations. Additionally, Cigna has agreed to accept certain remedies, conditioned on the closing, and may take other actions that Cigna determines in its sole discretion to take, to the extent necessary to ensure satisfaction, on or prior to the termination date of the Merger Agreement (as it may be extended), of certain conditions to the closing of the Merger relating to regulatory approvals.

Consummation of the Merger is also conditioned upon receiving certain approvals from, and/or making certain filings with, certain state insurance departments relating to Cigna s and Express Scripts insurance company subsidiaries and certain state health departments relating to Cigna s health care service plans and, to the extent required by applicable law, certain state pharmacy boards relating to Express Scripts subsidiaries licensed or authorized to engage in pharmaceutical-related business and certain state health departments relating to Express Scripts subsidiaries licensed or authorized as home health agencies. No assurance can be given that the required regulatory approvals will be obtained or that the required conditions to closing will be satisfied, and, even if all such approvals are obtained and the conditions are satisfied, no assurance can be given as to the terms, conditions and timing of the approvals.

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The Merger is subject to a number of closing conditions and, if these conditions are not satisfied, the Merger Agreement may be terminated in accordance with its terms and the Merger may not be completed. In addition, the parties have the right to terminate the Merger Agreement under other specified circumstances, in which case the Merger would not be completed.

The Merger is subject to a number of closing conditions and, if these conditions are not satisfied or waived (to the extent permitted by law), the Merger will not be completed. These conditions include, among others: (1) the absence of certain legal restraints prohibiting completion of the Merger; (2) the absence of certain actions or proceedings seeking to prohibit consummation of the Merger; (3) the receipt of certain regulatory approvals and consents without the imposition, individually or in the aggregate, of any condition that would result in, or would be reasonably likely to result in, individually or in the aggregate, a material adverse effect on Cigna, Express Scripts and their respective subsidiaries, taken as a whole, after giving effect to the Merger, including the synergies expected to be realized from the Merger; (4) the approval for listing of the shares of New Cigna common stock on the NYSE to be issued to Cigna stockholders and Express Scripts stockholders; and (5) the effectiveness of the registration statement to be filed by New Cigna in connection with the Merger. In addition, each of Cigna s and Express Scripts obligation to complete the Merger is subject to the accuracy of the other party s representations and warranties in the Merger Agreement (subject in most cases to materiality and material adverse effect qualifications), the other party s compliance with its covenants and agreements in the Merger Agreement in all material respects and such party s receipt of a legal opinion from its tax counsel with respect to the tax treatment of the Merger.

The conditions to the closing may not be fulfilled and, accordingly, the Merger may not be completed. In addition, if the Merger is not completed by December 8, 2018 (subject to extension to June 8, 2019 in certain circumstances), Cigna or Express Scripts may choose not to proceed with the Merger. Moreover, the parties can mutually decide to terminate the Merger Agreement at any time prior to the consummation of the Merger. In addition, each of Cigna and Express Scripts may elect to terminate the Merger Agreement in certain other circumstances. If the Merger Agreement is terminated, Cigna may incur substantial fees in connection with termination of the Merger Agreement and it will not realize the anticipated benefits of the Merger.

Failure to complete the Merger could impact the business, financial results and stock price of Cigna.

If the Merger is not completed, the ongoing businesses of Cigna may be adversely affected and Cigna will be subject to several risks and consequences, including the following:

- Cigna may be required, under certain circumstances, to pay Express Scripts a termination fee of $1.6 billion;

- Cigna may be required to pay Express Scripts a reverse termination fee of $2.1 billion under certain circumstances relating to the failure to obtain the required regulatory approvals for the Merger (but in no event will Cigna be required to pay both the termination fee and the reverse termination fee);

- Cigna will be required to pay certain costs relating to the Merger, whether or not the Merger is completed, such as significant fees and expenses relating to regulatory filings, financing arrangements and legal, accounting, financial advisory, consulting and other advisory fees and expenses, employee benefit-related expenses, and filing and printing fees;

- Cigna may be required to pay significant fees and expenses relating to financing arrangements, whether or not the Merger is completed, which may include investment banking fees and commissions, commitment fees, early termination or redemption premiums, interest on debt financing between the date of incurrence and the date of repayment, professional fees and other costs and expenses;

- under the Merger Agreement, Cigna is subject to certain restrictions on the conduct of its business prior to completing the Merger which may adversely affect its ability to execute certain of its business strategies; and

- matters relating to the Merger may require substantial commitments of time and resources by Cigna management and the expenditure of significant funds in the form of fees and expenses, which could otherwise have been devoted to day-to-day operations and other opportunities that may have been beneficial to Cigna as an independent company.

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Investors reactions to a failure to complete the Merger may be reflected in the trading price of our common stock. In addition, employees, clients, customers and partners could have a variety of reactions if the Merger is not completed, which could affect our business relationships. Cigna also could be subject to litigation related to a failure to complete the Merger or to enforce its obligations under the Merger Agreement. If the Merger is not consummated, Cigna cannot assure its stockholders that the risks described above will not materially affect the business, financial results and stock price of Cigna.

Cigna s inability to satisfy and comply with conditions under its existing financing arrangements or raise additional or replacement financing could delay or prevent the completion of the Merger.

Consummation of the Merger is not conditioned on Cigna s ability to obtain financing. Cigna expects to use cash on hand and debt financing to fund the cash component of the Merger Consideration. During the third quarter of 2018, New Cigna issued $20 billion of senior unsecured notes. Additional debt financing could take any of several forms or any combination of them, including but not limited to the following: (1) New Cigna may borrow under the Bridge Facility; (2) New Cigna may borrow up to $3.0 billion under the Term Loan Credit Agreement; (3) New Cigna may borrow under the Revolving Credit Agreement; and (4) Cigna and/or New Cigna may issue commercial paper. The Term Loan Credit Agreement contains and the Commitment Letter contemplates customary conditions to funding, affirmative covenants, negative covenants and events of default. There is a risk that these conditions or covenants will not be satisfied or complied with, as applicable, on a timely basis or at all. There is also a risk that one or more members of the lending syndicate will default on its obligations to provide its committed portion of the financing (and the commitments of any defaulting syndicate member may not be replaced on a timely basis or at all). There are a number of risks and uncertainties associated with the execution of a capital markets financing. All of these risks are magnified given the scale and complexity of financing required to consummate the transactions contemplated by the Merger Agreement. Any failure of Cigna or New Cigna to satisfy and comply with conditions under its existing financing arrangements or raise additional or replacement financing could delay or impede the closing of the Merger.

Failure to successfully combine the businesses of Cigna and Express Scripts in the expected time frame may adversely affect the combined company s future results.

The success of the Merger will depend, in part, on the combined company s ability to realize the anticipated benefits from combining the businesses of Cigna and Express Scripts. To realize these anticipated benefits, the businesses of Cigna and Express Scripts must be successfully combined. Historically, Cigna and Express Scripts have been independent companies, and they will continue to be operated as such until the completion of the Merger. The management of the combined company may face significant challenges in consolidating the functions of Cigna and Express Scripts, integrating the technologies, organizations, procedures, policies and operations, as well as addressing the different business cultures at the two companies, and retaining key personnel. If the combined company is not successfully integrated, the anticipated benefits of the Merger may not be realized fully or at all or may take longer to realize than expected. The integration may also be complex and time consuming, and require substantial resources and effort. The integration process and other disruptions resulting from the Merger may also disrupt each company s ongoing businesses and/or adversely affect each company s relationships with employees, regulators and others with whom each company has business or other dealings.

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Combining the businesses of Cigna and Express Scripts may be more difficult, costly or time-consuming than expected, which may adversely affect the combined company s results and negatively affect the value of the combined company s common stock following the Merger.

Cigna has entered into the Merger Agreement because it believes that the Merger will be beneficial to Cigna and its stockholders and that combining the businesses of Cigna and Express Scripts will produce benefits and cost savings. If the combined company is not able to successfully combine the businesses of Cigna and Express Scripts in an efficient, effective and timely manner, the anticipated benefits and cost savings of the Merger may not be realized fully, or at all, or may take longer to realize than expected, and the value of the common stock of the combined company may be affected adversely. An inability to realize the full extent of the anticipated benefits of the Merger, as well as any delays encountered in the integration process, could have an adverse effect upon the revenues, level of expenses and operating results of the combined company, which may adversely affect the value of the common stock of the combined company after the completion of the Merger. In addition, the actual integration may result in additional and unforeseen expenses, and the anticipated benefits of the integration plan may not be realized. Actual synergies, if achieved, may be lower than expected and may take longer to achieve than anticipated. If the combined company is not able to adequately address integration challenges, the combined company may be unable to successfully integrate Cigna s and Express Scripts operations or to realize the anticipated benefits of the integration of the two companies.

Third parties may terminate or alter existing contracts or relationships with Cigna or Express Scripts.

Each of Cigna and Express Scripts has contracts with customers, vendors, licensors, joint venture partners, lenders and other business partners that may require Cigna or Express Scripts, as applicable, to obtain consents from these other parties in connection with the Merger. If these consents cannot be obtained, the counterparties to these contracts and other third parties with which Cigna and/or Express Scripts currently have relationships may have the ability to terminate, reduce the scope of or otherwise materially adversely alter their relationships with either party or both parties in anticipation of the Merger, or with the combined company following the Merger. The pursuit of such rights may result in Cigna, Express Scripts or the combined company suffering a loss of potential future revenue or incurring liabilities in connection with a breach of such agreements or losing rights that are material to its business. Any such disruptions could limit the combined company s ability to achieve the anticipated benefits of the Merger. The adverse effect of such disruptions could also be exacerbated by a delay in the completion of the Merger or the termination of the Merger Agreement.

The Merger Agreement limits Cigna s ability to pursue alternatives to the Merger.

The Merger Agreement contains provisions that make it more difficult for Cigna to enter into alternative transactions. The Merger Agreement contains certain provisions that restrict Cigna s ability to, among other things, solicit, initiate or knowingly encourage or knowingly facilitate the submission of inquiries, proposals or offers relating to or that would reasonably be expected to lead to any acquisition proposal from a third party. The Merger Agreement also provides that the Board of Directors of Cigna will not change its recommendation that the stockholders of Cigna adopt the Merger Agreement and will not approve any agreement with respect to an acquisition proposal, subject to limited exceptions.

In addition, Cigna may be required to pay a termination fee of $1.6 billion to Express Scripts if the Merger is not consummated under specified circumstances. In addition, since the Merger Agreement has been adopted by the stockholders of Cigna, Cigna s right to terminate the Merger Agreement in response to a superior proposal has been eliminated. While Cigna believes these provisions are reasonable, customary and not preclusive of other offers, the provisions might discourage a third party that has an interest in acquiring all or a significant part of Cigna from considering or proposing such acquisition, even if such party were prepared to enter into an agreement that may be more favorable to Cigna and/or its stockholders. Furthermore, the requirement to pay a termination fee under certain circumstances may result in a third party proposing to pay a lower per-share price to acquire Cigna than it might otherwise have proposed to pay because of the added expense of the $1.6 billion termination fee that may become payable by Cigna in certain circumstances.

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Cigna will incur significant transaction and merger-related transition costs in connection with the Merger.

Cigna expects that it will incur significant, non-recurring costs in connection with consummating the Merger and integrating the operations of the two companies post-closing. Cigna may incur additional costs to maintain employee morale and to retain key employees. Cigna will also incur significant fees and expenses relating to financing arrangements and legal, accounting and other transaction fees and other costs associated with the Merger. Some of these costs are payable regardless of whether the Merger is completed. Moreover, under specified circumstances, Cigna may be required to pay a termination fee of $1.6 billion. In addition, Cigna may be required to pay a reverse termination fee of $2.1 billion under certain circumstances relating to a failure to obtain the required regulatory approvals for the Merger. Notwithstanding the foregoing, in no event will the termination fee be paid to a party more than once, and in no event will Cigna be required to pay both the termination fee and the reverse termination fee. Cigna continues to assess the magnitude of these costs, and additional unanticipated costs may be incurred in the Merger and the integration of the two companies businesses.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

(c) Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The following table provides information about Cigna s share repurchase activity for the quarter ended September 30, 2018:

Issuer Purchases of Equity Securities

Period	Total # of shares purchased (1)	Average price paid per share	Total # of shares purchased as part of a publicly announced program (2)	Approximate dollar value of shares that may yet be purchased as part of publicly announced program (3)
July 1-31, 2018	4,297	$ 172.03	-	$ 2,723,207,261
August 1-31, 2018	767	$ 188.44	-	$ 2,723,207,261
September 1-30, 2018	682	$ 194.04	-	$ 2,723,207,261
Total	5,746	**$** 176.83	-	N/A

(1) Includes shares tendered by employees as payment of taxes withheld on the vesting of restricted stock and strategic performance shares granted under the Company s equity compensation plans. Employees tendered 4,297 shares in July, 767 shares in August and 682 shares in September 2018.

(2) Additionally, the Company maintains a share repurchase program, authorized by the Board of Directors. Under this program, the Company may repurchase shares from time to time, depending on market conditions and alternate uses of capital. The timing and actual number of shares repurchased will depend on a variety of factors, including price, general business and market conditions and alternate uses of capital. The share repurchase program may be effected through

open market purchases or privately negotiated transactions in compliance with Rule 10b-18 under the Securities Exchange Act of 1934, as amended, including through Rule 10b5-1 trading plans. The program may be suspended or discontinued at any time. No shares were repurchased from October 1, 2018 through October 31, 2018. The remaining share repurchase authority authorization under the program was $2.7 billion as of November 1, 2018. The Company does not expect to conduct additional share repurchases prior to closing the Express Scripts combination.

(3) Approximate dollar value of shares is as of the last date of the applicable month.

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Item 6. EXHIBITS

INDEX TO EXHIBITS

Number	Description	Method of Filing
3.1	Restated Certificate of Incorporation of the registrant as last amended April 25, 2018	Filed as Exhibit 3.1 to the registrant s Form 8-K filed April 30, 2018 and incorporated herein by reference.
3.2	By-Laws of the registrant as last amended and restated April 25, 2018	Filed as Exhibit 3.2 to the registrant s Form 8-K filed April 30, 2018.
4.1	Indenture, dated as of September 17, 2018, between Halfmoon Parent, Inc. and U.S. Bank National Association, as trustee	Filed as Exhibit 4.1 to the registrant s Form 8-K filed September 21, 2018.
4.2	Supplemental Indenture, dated as of September 17, 2018, between Halfmoon Parent, Inc. and U.S. Bank National Association, as trustee	Filed as Exhibit 4.2 to the registrant s Form 8-K filed September 21, 2018.
4.3	Registration Rights Agreement, dated as of September 17, 2018, by and among Halfmoon Parent, Inc. and Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC and Wells Fargo Securities, LLC, as representatives of the Initial Purchasers named in Schedule I to the Purchase Agreement	Filed as Exhibit 4.3 to the registrant s Form 8-K filed September 21, 2018.
10.1	Agreement and Release between the Company and Christopher J. Hocevar dated September 26, 2018	Filed herewith.
12	Computation of Ratio of Earnings to Fixed Charges	Filed herewith.
31.1	Certification of Chief Executive Officer of Cigna Corporation pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934	Filed herewith.
31.2	Certification of Chief Financial Officer of Cigna Corporation pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934	Filed herewith.
32.1	Certification of Chief Executive Officer of Cigna Corporation pursuant to Rule 13a-14(b) or Rule 15d-14(b) and 18 U.S.C. Section 1350	Furnished herewith.
32.2	Certification of Chief Financial Officer of Cigna Corporation pursuant to Rule 13a-14(b) or Rule 15d-14(b) and 18 U.S.C. Section 1350	Furnished herewith.
101	Financial statements from the quarterly report on Form 10-Q of Cigna Corporation for the quarter ended September 30, 2018 formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Statements of Income; (ii) the Consolidated Statements of Comprehensive Income; (iii) the Consolidated Balance Sheets; (iv) the Consolidated Statements of Total Equity; (v) the Consolidated Statements of Cash Flow; and (vi) the Notes to the Consolidated Financial Statements	Filed herewith.

Shareholders may obtain copies of exhibits by writing to Cigna Corporation, Shareholder Services Department, 1601 Chestnut Street, Philadelphia, PA 19192.

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SIGNATURE

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, thereunto duly authorized.

Cigna Corporation

Date:	November 1, 2018
By:	/s/ Eric P. Palmer
	Eric P. Palmer
	Executive Vice President
	Chief Financial Officer
	(Duly Authorized Officer and Principal Financial Officer)