ANTHEM INC Form S-8 November 14, 2003 As filed with the Securities and

Exchange Commission on November 14, 2003

Registration No. 333-____

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8 REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

ANTHEM, INC.

(Exact name of registrant as specified in its charter)

Indiana

35-2145715 (I.R.S. Employer

of incorporation or organization)

(State or other jurisdiction

Identification No.)

120 Monument Circle

46204

Indianapolis, Indiana (Address of Principal Executive Offices)

(Zip Code)

Anthem 2001 Stock Incentive Plan

(Full title of the plan)

David R. Frick

Executive Vice President and Chief Legal and Administrative Officer

Anthem, Inc.

120 Monument Circle

Indianapolis, Indiana 46204

(Name and address of agent for service)

(317) 488-6000

(Telephone number, including area code, of agent for service)

Copy to:

James A. Aschleman

Baker & Daniels

300 North Meridian Street, Suite 2700

Indianapolis, Indiana 46204-1782

(317) 237-0300

CALCULATION OF REGISTRATION FEE

		Proposed	Proposed	
	Amount	maximum	maximum	Amount of
Title of Securities	to be	offering price	aggregate	registration
to be registered registered (1)		per share	offering price	fee
Common Stock, par value \$0.01 per share	13,000,000	\$ 65.505 ₍₂₎	\$ 851,565,000(2)	\$ 68,892(2)

Pursuant to Rule 416(a) under the Securities Act of 1933 (the Securities Act), this Registration Statement also registers additional shares of Common Stock as may be offered or issued to prevent dilution resulting from stock splits, stock dividends and similar transactions.

(2)

Estimated in accordance with Rule 457 (c) and (h) (1) under the Securities Act solely for purposes of calculating the registration fee based on the average of the high and low sale prices for the Common Stock as reported by the New York Stock Exchange on November 11, 2003, which was \$65.505 per share.

The Registrant s Registration Statement on Form S-8 (Registration No. 333-73516) is incorporated herein by reference.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on November 14, 2003.

ANTHEM, INC.	
Ву:	/s/ Larry C. Glasscock
	Larry C. Glasscock
	President and Chief Executive

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in their respective capacities and on the respective dates indicated opposite their names. Each person whose signature appears below hereby authorizes each of Larry C. Glasscock, David R. Frick and Michael L. Smith, each with full power of substitution, to execute in the name and on behalf of such person any post-effective amendment to this Registration Statement and to file the same, with exhibits thereto, and other documents in connection therewith, making such changes in this Registration Statement as the registrant deems appropriate, and appoints each of Larry C. Glasscock, David R. Frick and Michael L. Smith, each with full power of substitution, attorney-in-fact to sign any amendment and any post-effective amendment to this Registration Statement and to file the same, with exhibits thereto, and other documents in connection therewith.

Signature	Title	Date	
/s/ Larry C. Glasscock	President, Chief Executive Officer and Director (Principal Executive Officer)	November 14, 2003	
Larry C. Glasscock	(Timelpai Executive Officer)		
/s/ Michael L. Smith	Executive Vice President and Chief Financial and	November 14, 2003	
Michael L. Smith	Accounting Officer (Principal Financial and Accounting Officer)		
/s/ L. Ben Lytle	Director	October 26, 2003	
L. Ben Lytle			
/s/ Lennox D. Baker, Jr. M.D.	Director	October 26, 2003	
Lennox D. Baker, Jr. M.D.			
/s/ Susan B. Bayh	Director	October 26, 2003	
Susan B. Bavh			

Signature		Title	Date
/s/ William B. Hart	Director		October 26, 2003
William B. Hart			
/s/ Allan B. Hubbard	Director		October 26, 2003
Allan B. Hubbard			
/s/ Victor S. Liss	Director		October 26, 2003
Victor S. Liss			
/s/ William G. Mays	Director		October 26, 2003
William G. Mays			
/s/ James W. McDowell, Jr.	Director		October 26, 2003
James W. McDowell, Jr.			
/s/ Senator Donald W. Riegle, Jr.	Director		October 26, 2003
Senator Donald W. Riegle, Jr.			
/s/ William J. Ryan	Director		October 26, 2003
William J. Ryan			
/s/ George A. Schaefer, Jr.	Director		October 26, 2003
George A. Schaefer, Jr.			
/s/ John Sherman, Jr.	Director		October 26, 2003
John Sherman, Jr.			
/s/ Dennis J. Sullivan, Jr.	Director		October 26, 2003
Dennis J. Sullivan, Jr.			
/s/ Jackie M. Ward	Director		October 26, 2003
Jackie M. Ward			

INDEX TO EXHIBITS

Exhibit No.	Description of Exhibit
4.1	Restated Articles of Incorporation of Registrant. (The copy of this Exhibit filed as Exhibit 3.1 to the Company s Registration Statement on Form S-1 (Registration No. 333-67714) as filed with the Commission is incorporated herein by reference.)
4.2	By-Laws of Registrant. (The copy of this Exhibit filed as Exhibit 3.2(i) to the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2003, is incorporated herein by reference.)
4.3	Form of certificate for the Common Stock, \$0.01 par value per share, of the Registrant. (The copy of this Exhibit filed as Exhibit 4.1 to the Company s Registration Statement on Form S-1 (Registration No. 333-67714) as filed with the Commission is incorporated herein by reference.)
4.4	Anthem 2001 Stock Incentive Plan, as amended and restated on January 1, 2003. (The copy of this Exhibit filed as Appendix II to the Company s Definitive Proxy Statement filed on April 2, 2003 (File No. 001-16751), is incorporated herein by reference.)
5	Opinion of Baker & Daniels.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Baker & Daniels (included in the Baker & Daniels Opinion filed as Exhibit 5).
24	Power of Attorney (included on the Signature Page of the Registration Statement).