

HUMANA INC
Form 8-K
April 23, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): April 23, 2018 (April 19, 2018)

Humana Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-5975
(Commission File Number)

61-0647538
(IRS Employer Identification No.)

500 West Main Street, Louisville, KY
(Address of Principal Executive Offices)

40202
(Zip Code)

502-580-1000

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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.

Item 5.07. Submission of Matters to a Vote of Security Holders

The regular annual meeting of the stockholders of Humana Inc. was held in Louisville, Kentucky, on April 19, 2018, for the purpose of voting on the proposals described below. Proxies for the meeting were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934 and there was no solicitation in opposition to management's nominees for directors. All nominees for director listed below were elected. The term of office for each director will be until the next annual meeting or until their successors shall be elected and qualified.

Proposal #1: The final results of the election of directors were as follows:

| Name | For | Against | Abstained | Broker Non-Votes |
|------------------------|-------------|-----------|-----------|------------------|
| Kurt J. Hilzinger | 114,544,722 | 1,903,600 | 171,687 | 5,419,888 |
| Frank J. Bisignano | 114,588,086 | 1,840,933 | 190,990 | 5,419,888 |
| Bruce D. Broussard | 115,380,275 | 1,118,286 | 121,448 | 5,419,888 |
| Frank A. D. Amelio | 112,922,081 | 3,525,771 | 172,157 | 5,419,888 |
| Karen B. DeSalvo, M.D. | 115,158,437 | 1,332,078 | 129,494 | 5,419,888 |
| W. Roy Dunbar | 111,304,584 | 5,112,459 | 202,966 | 5,419,888 |
| David A. Jones, Jr. | 110,141,610 | 6,363,329 | 115,070 | 5,419,888 |
| William J. McDonald | 115,957,484 | 465,938 | 196,587 | 5,419,888 |
| William E. Mitchell | 114,016,372 | 2,393,888 | 209,749 | 5,419,888 |
| David B. Nash, M.D. | 114,367,537 | 2,061,418 | 191,054 | 5,419,888 |
| James J. O'Brien | 115,161,641 | 1,254,028 | 204,340 | 5,419,888 |
| Marissa T. Peterson | 115,906,479 | 583,694 | 129,836 | 5,419,888 |

In addition, the stockholders voted on the following proposals and cast their votes as described below:

| Proposal #2 | For | Against | Abstained | Broker Non-Votes |
|--|-------------|-----------|-----------|------------------|
| Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2018 | 118,636,096 | 3,261,603 | 142,198 | 0 |

| Proposal #3 | For | Against | Abstained | Broker Non-Votes |
|--|------------|------------|-----------|------------------|
| Board proposal regarding advisory approval of the company's executive compensation | 77,160,681 | 39,077,850 | 381,478 | 5,419,888 |

Item 7.01. Regulation FD Disclosure.

Humana Inc. issued a press release today, a copy of which is attached hereto as Exhibit 99.1, and which is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit

| No. | Description |
|------------|--|
| 99.1 | <u>Press Release, dated April 23, 2018</u> |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

HUMANA INC.

**BY: /s/ Cynthia H. Zipperle
Cynthia H. Zipperle**

Senior Vice President and

Chief Accounting Officer

Dated: April 23, 2018