

WELLCARE HEALTH PLANS, INC.

Form 8-K

May 23, 2012

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 23, 2012

WELLCARE HEALTH PLANS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32209
(Commission File Number)

47-0937650
(IRS Employer
Identification No.)

8735 Henderson Road, Renaissance One
Tampa, Florida
(Address of principal executive offices)

33634
(Zip Code)

Registrant's telephone number, including area code: (813) 290-6200

Not Applicable
(Former name or former address, if changed since last report.)

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

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

WellCare Health Plans, Inc. (the “Company”) held its Annual Meeting of Stockholders on May 23, 2012 (the “Annual Meeting”) at the Company’s corporate headquarters in Tampa, Florida. 39,287,229 shares of the Company’s common stock, or 91% of the shares of the Company’s common stock issued and outstanding on the record date, were present in person or represented by proxy at the Annual Meeting. Summarized below are descriptions of the proposals voted on at the Annual Meeting and the final results of such voting:

Proposal One: Election of directors

As described in the Company’s proxy statement, the Company’s Board of Directors (the “Board”) nominated ten individuals to serve as directors for a one-year term to expire at the Company’s 2013 Annual Meeting of Stockholders or until their successors are duly elected and qualified. All such nominees were elected by a majority of the votes cast, as follows:

| Director | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---------------------------|------------|---------------|-------------|------------------|
| Charles G. Berg | 35,731,167 | 1,285,439 | 38,766 | 2,231,857 |
| Carol J. Burt | 36,747,099 | 269,657 | 38,616 | 2,231,857 |
| Alec Cunningham | 36,747,614 | 268,992 | 38,766 | 2,231,857 |
| David J. Gallitano | 36,843,970 | 172,592 | 38,810 | 2,231,857 |
| D. Robert Graham | 36,745,764 | 270,843 | 38,765 | 2,231,857 |
| Kevin F. Hickey | 36,745,602 | 269,971 | 39,799 | 2,231,857 |
| Christian P. Michalik | 36,842,068 | 173,161 | 40,143 | 2,231,857 |
| Glenn D. Steele Jr., M.D. | 36,838,499 | 177,963 | 38,910 | 2,231,857 |
| William L. Trubeck | 36,843,553 | 173,054 | 38,765 | 2,231,857 |
| Paul E. Weaver | 36,843,215 | 173,447 | 38,710 | 2,231,857 |

Proposal Two: Ratification of appointment of independent registered public accounting firm

The Company’s stockholders ratified the appointment of Deloitte & Touche, LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2012 by the following vote:

| Votes For | Votes Against | Abstentions |
|------------|---------------|-------------|
| 38,138,327 | 1,101,345 | 47,557 |

Proposal Three: Advisory vote on the compensation of the Company’s named executive officers (“Say on Pay”)

The Company’s stockholders approved the following resolution (the “Say on Pay Resolution”):

“RESOLVED, that the compensation paid to the Company’s named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion disclosed in the Company’s 2012 Proxy Statement, is hereby APPROVED.”

The Say on Pay Resolution was approved by the following vote:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 36,780,803 | 238,661 | 35,908 | 2,231,857 |

Proposal Four: Stockholder proposal regarding a political contributions and expenditures report

The stockholder proposal regarding a political contributions and expenditures report was defeated by the following vote:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 16,504,536 | 14,836,716 | 5,714,120 | 2,231,857 |

SIGNATURES

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

Date: May 23, 2012

W E L L C A R E
H E A L T H P L A N S ,
I N C .

/s/ Lisa G. Iglesias
Lisa G. Iglesias
Senior Vice President, General Counsel and
Secretary