AETNA INC /PA/ Form 10-Q May 01, 2018

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549
FORM 10-Q
(Mark One)
$\flat$ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 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: 1-16095
Aetna Inc. (Exact name of registrant as specified in its charter)

Pennsylvania 23-2229683

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

151 Farmington Avenue, Hartford, CT 06156
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code: (860) 273-0123

Former name, former address and former fiscal year, if changed since last report: N/A

Indicate by check mark 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. b Yes o No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter)

during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

b Yes o No

Indicate by check mark 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 the 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 b Accelerated filer o

Non-accelerated filer

o (Do not check if a smaller reporting

Smaller reporting company o

company)

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). o Yes b No

There were 327.1 million shares of the registrant's voting common stock with a par value of \$.01 per share outstanding at March 31, 2018.

Aetna Inc.

Form 10-Q

For the Quarterly Period Ended March 31, 2018

Unless the context otherwise requires, references to the terms "we", "our" or "us" used throughout this Quarterly Report on Form 10-Q (except the Report of Independent Registered Public Accounting Firm), refer to Aetna Inc. (a Pennsylvania corporation) ("Aetna") and its subsidiaries (collectively, the "Company").

Table of Contents		Page
Part I	Financial Information	
Item 3.	<u>Financial Statements</u> <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u> <u>Quantitative and Qualitative Disclosures About Market Risk</u> <u>Controls and Procedures</u>	1 35 45 45
Part II	Other Information	
Item 1A. Item 2. Item 3 Item 4.	Legal Proceedings Risk Factors Unregistered Sales of Equity Securities and Use of Proceeds Defaults Upon Senior Securities Mine Safety Disclosures Other Information Exhibits	45 46 46 46 46 46 47
<u>Signatur</u>	<u>es</u>	<u>48</u>

## Form 10-Q Table of Contents

#### Part I. Financial Information

Item 1. Financial Statements
Index to Consolidated Financial Statements

	Page
Consolidated Balance Sheets at March 31, 2018 and December 31, 2017	<u>2</u>
Consolidated Statements of Income for the three months ended March 31, 2018 and 2017	<u>3</u>
Consolidated Statements of Comprehensive Income for the three months ended March 31, 2018 and 2017	<u>4</u>
Consolidated Statements of Shareholders' Equity for the three months ended March 31, 2018 and 2017	<u>5</u>
Consolidated Statements of Cash Flows for the three months ended March 31, 2018 and 2017	<u>6</u>
Condensed Notes to the Consolidated Financial Statements	<u>7</u>
Report of the Independent Registered Public Accounting Firm	34

## Page 1

## Index to Consolidated Financial Statements

#### Consolidated Balance Sheets

Consolidated Dalance Sheets		`
	(Unaudited	December
(Millions)	March 31,	31,
(Millions)	2018	2017
Assets:		2017
Current assets:		
Cash and cash equivalents	\$ 7,875	\$ 4,076
Investments	2,521	2,280
Premiums receivable, net	2,384	2,240
Other receivables, net	3,266	2,831
Reinsurance recoverables	1,103	1,050
Income taxes receivable	49	365
Other current assets	3,503	2,681
Total current assets	20,701	15,523
Long-term investments	16,409	17,793
Reinsurance recoverables	3,176	3,323
Goodwill	10,576	10,571
Other acquired intangible assets, net	1,152	1,180
Property and equipment, net	577	586
Deferred income taxes	351	195
Other long-term assets	1,948	1,684
Separate Accounts assets	4,307	4,296
Total assets	\$ 59,197	\$ 55,151
Liabilities and shareholders' equity:		
Current liabilities:		
Health care costs payable	\$ 5,783	\$ 5,815
Future policy benefits	581	604
Unpaid claims	849	850
Unearned premiums	2,528	654
Policyholders' funds	3,060	2,918
Current portion of long-term debt	1,374	999
Accrued expenses and other current liabilities	5,518	4,997
Total current liabilities	19,693	16,837
Future policy benefits	5,741	5,763
Unpaid claims	1,901	1,922
Policyholders' funds	709	739
Long-term debt, less current portion	7,785	8,160
Other long-term liabilities	2,396	1,597
Separate Accounts liabilities	4,307	4,296
Total liabilities	42,532	39,314
Commitments and contingencies (Note 13)		
Shareholders' equity:		
Common stock (\$.01 par value; 2.5 billion shares authorized and 327.1 million shares issued		
and outstanding in 2018; 2.5 billion shares authorized and 326.8 million shares issued and		
outstanding in 2017) and additional paid-in capital		