Anthem, Inc.
Form 8-K
February 15, 2017

**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): February 15, 2017**

**ANTHEM, INC.**

**(Exact name of registrant as specified in its charter)**

| **Indiana** | **001-16751** | **35-2145715** |
|---|---|---|
| **(State or other jurisdiction of incorporation)** | **(Commission File Number)** | **(IRS Employer Identification No.)** |

**120 Monument Circle**

**Indianapolis, IN 46204**

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

**Registrant s telephone number, including area code: (317) 488-6000**

**N/A**

**(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))

**Section 8 Other Events**

**Item 8.01 Other Events.**

On February 15, 2017, Anthem, Inc. (the Company ) issued a press release announcing that it has filed a lawsuit in the Delaware Court of Chancery against Cigna Corporation ( Cigna ) seeking a temporary restraining order to enjoin Cigna from terminating, and taking any action contrary to the terms of, that certain Agreement and Plan of Merger (the Merger Agreement ), dated as of July 23, 2015, by and among the Company, Anthem Merger Sub Corp. and Cigna, specific performance compelling Cigna to comply with the Merger Agreement and damages. A copy of the press release is furnished as Exhibit 99.1 to this report.

None of the information furnished in Item 8.01 or Exhibit 99.1 hereto shall be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended. Unless expressly set forth by specific reference in such filings, none of the information furnished in this report shall be incorporated by reference in any filing under the Securities Act of 1933, as amended, whether made before or after the date hereof and regardless of any general incorporation language in such filings.

**IMPORTANT INFORMATION FOR INVESTORS AND SHAREHOLDERS**

**NO OFFER OR SOLICITATION**

This communication does not constitute an offer to sell or a solicitation of an offer to sell or a solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, and otherwise in accordance with applicable law.

**ADDITIONAL INFORMATION AND WHERE TO FIND IT**

In connection with the proposed transaction between Anthem, Inc. ( Anthem ) and Cigna Corporation ( Cigna ), Anthem has filed with the U.S. Securities and Exchange Commission (the SEC ) a registration statement on Form S-4, including Amendment No. 1 thereto, containing a joint proxy statement of Anthem and Cigna that also constitutes a prospectus of Anthem. The registration statement was declared effective by the SEC on October 26, 2015. This communication is not a substitute for the registration statement, definitive joint proxy statement/prospectus or any other document that Anthem and/or Cigna have filed or may file with the SEC in connection with the proposed transaction.

INVESTORS AND SECURITY HOLDERS OF ANTHEM AND CIGNA ARE URGED TO READ THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY AS THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders may obtain free copies of the registration statement containing the definitive joint proxy statement/prospectus and other documents filed with the SEC by Anthem or Cigna through the web site maintained by the SEC at http://www.sec.gov. Copies of the documents filed with the SEC by Anthem are available free of charge on Anthem s internet website at http://www.antheminc.com or by contacting Anthem s Investor Relations Department at (317) 488-6390. Copies of the documents filed with the SEC by Cigna are available free of charge on Cigna s internet website at http://www.cigna.com or by contacting Cigna s Investor Relations Department at (215) 761-4198.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is being furnished herewith:

**Exhibit**

| **No.** | **Exhibit** |
|---|---|
| 99.1 | Press Release dated February 15, 2017. |

**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.

Dated: February 15, 2017

ANTHEM, INC.

By: /s/ Kathleen S. Kiefer
Name: Kathleen S. Kiefer
Title: Corporate Secretary

**EXHIBIT INDEX**

**Exhibit**

| No. | Exhibit |
| --- | --- |
| 99.1 | Press Release dated February 15, 2017. |