

UNITEDHEALTH GROUP INC  
Form 8-K  
December 20, 2016

**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): December 15, 2016**

**UNITEDHEALTH GROUP INCORPORATED**

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

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-10864**  
**(Commission**  
  
**File Number)**

**41-1321939**  
**(IRS Employer**  
  
**Identification No.)**

**UnitedHealth Group Center**

**9900 Bren Road East**

**Minnetonka, Minnesota**  
**(Address of principal executive offices)**

**55343**  
**(Zip Code)**

**Registrant's telephone number, including area code: (952) 936-1300**

**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:

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 8.01. Other Events.**

On December 15, 2016, UnitedHealth Group Incorporated (the Company) agreed to sell (i) its 3.450% Notes due January 15, 2027 in the aggregate principal amount of \$750,000,000 and (ii) its 4.200% Notes due January 15, 2047 in the aggregate principal amount of \$750,000,000 (collectively, the Notes), pursuant to the Underwriting Agreement, dated December 15, 2016 (the Underwriting Agreement), and the Pricing Agreement, dated December 15, 2016 (the Pricing Agreement), both among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc. and J.P. Morgan Securities LLC, as representatives of the several underwriters listed on Schedule I to the Pricing Agreement.

The Notes were issued on December 20, 2016 pursuant to the Indenture, dated as of February 4, 2008, between the Company and U.S. Bank National Association, as trustee (the Indenture), and Officers Certificates and Company Orders, each dated December 20, 2016, relating to each series of the Notes, in each case, pursuant to Sections 201, 301 and 303 of the Indenture.

The Notes have been registered under the Securities Act of 1933, as amended, pursuant to the Company's automatic shelf registration statement on Form S-3, File No. 333-193958 (the Registration Statement). The Company is filing this Current Report on Form 8-K to file with the Securities and Exchange Commission certain documents related to the issuance of the Notes that will be incorporated by reference into the Registration Statement as exhibits thereto.

The Underwriting Agreement is filed herewith as Exhibit 1.1. The Pricing Agreement is filed herewith as Exhibit 1.2. The Officers Certificates and Company Orders relating to the Notes, each including the applicable form of Note, are filed herewith as Exhibit 4.1 and Exhibit 4.2. The legal opinion with respect to the validity of the Notes is filed herewith as Exhibit 5.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit	Description
1.1	Underwriting Agreement, dated December 15, 2016, among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc. and J.P. Morgan Securities LLC, as Representatives of the several Underwriters
1.2	Pricing Agreement, dated December 15, 2016, among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc. and J.P. Morgan Securities LLC, as Representatives of the several Underwriters
4.1	Officers Certificate and Company Order, dated December 20, 2016, relating to the 3.450% Notes due January 15, 2027, pursuant to Sections 201, 301 and 303 of the Indenture dated as of February 4, 2008 (including the form of 3.450% Notes due January 15, 2027)
4.2	Officers Certificate and Company Order, dated December 20, 2016, relating to the 4.200% Notes due January 15, 2047, pursuant to Sections 201, 301 and 303 of the Indenture dated as of February 4, 2008 (including the form of 4.200% Notes due January 15, 2047)
5.1	Opinion of Hogan Lovells US LLP regarding the validity of the Notes
23.1	Consent of Hogan Lovells US LLP (included as part of Exhibit 5.1)



**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.

Date: December 20, 2016

UNITEDHEALTH GROUP  
INCORPORATED

By: /s/ Richard J. Mattera  
Name: Richard J. Mattera  
Title: Assistant Secretary

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
1.1	Underwriting Agreement, dated December 15, 2016, among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc. and J.P. Morgan Securities LLC, as Representatives of the several Underwriters
1.2	Pricing Agreement, dated December 15, 2016, among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc. and J.P. Morgan Securities LLC, as Representatives of the several Underwriters
4.1	Officers Certificate and Company Order, dated December 20, 2016, relating to the 3.450% Notes due January 15, 2027, pursuant to Sections 201, 301 and 303 of the Indenture dated as of February 4, 2008 (including the form of 3.450% Notes due January 15, 2027)
4.2	Officers Certificate and Company Order, dated December 20, 2016, relating to the 4.200% Notes due January 15, 2047, pursuant to Sections 201, 301 and 303 of the Indenture dated as of February 4, 2008 (including the form of 4.200% Notes due January 15, 2047)
5.1	Opinion of Hogan Lovells US LLP regarding the validity of the Notes
23.1	Consent of Hogan Lovells US LLP (included as part of Exhibit 5.1)