

HUMANA INC
Form 8-K
November 13, 2017

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): November 13, 2017 (November 10, 2017)

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.)

West Main Street, Louisville, KY
(Address of Principal Executive Offices)
502-580-1000

40202
(Zip Code)

(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Effective November 10, 2017, the Board of Directors (the Board) of Humana Inc. (the Company) expanded its number of authorized directors from eleven to twelve and elected Dr. Karen B. DeSalvo as a director of the Company.

The Board of Directors has determined that (i) Dr. DeSalvo is independent within the meaning of the New York Stock Exchange's director independence standards; (ii) there was no arrangement or understanding between Dr. DeSalvo and any other persons pursuant to which Dr. DeSalvo was selected as a director; and (iii) there are no material transactions involving Dr. DeSalvo and the Company.

Dr. DeSalvo will be compensated in accordance with the Company's standard compensation policies and practices for the Board, the components of which were disclosed in a current report filed by the Company with the U.S. Securities and Exchange Committee on July 5, 2017. In connection with her election to the Board, Dr. DeSalvo also will be granted restricted stock units (RSUs) in accordance with the Company's director compensation program. Dr. DeSalvo has not yet been appointed to any committees of the Board.

On November 13, 2017, the Company issued a press release announcing the election of Dr. DeSalvo, a copy of which is attached hereto as Exhibit 99.1, and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

**Exhibit
No.**

Description

99.1	<u>Press Release, dated November 13, 2017</u>
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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**

**Vice President, Chief Accounting Officer
and Controller**

Dated: November 13, 2017