

Mims Rhonda R.
Form 4
March 05, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mims Rhonda R.

(Last) (First) (Middle)

C/O WELLCARE HEALTH
PLANS, INC., 8735 HENDERSON
ROAD

(Street)

TAMPA, FL 33634

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
WELLCARE HEALTH PLANS,
INC. [WCG]

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SVP, Chief Public Affairs Offi

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/01/2018		M ⁽¹⁾		210	A	\$ 0	351	D
Common Stock	03/01/2018		F		63 ⁽²⁾	D	\$ 193.51	288	D
Common Stock	03/01/2018		M ⁽³⁾		211	A	\$ 0	499	D
Common Stock	03/01/2018		F		62 ⁽⁴⁾	D	\$ 193.51	437	D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(5)	03/01/2018		M		210		(6)	(6)	Common Stock	210	\$ 0
Restricted Stock Units	(5)	03/01/2018		M		211		(7)	(7)	Common Stock	211	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mims Rhonda R. C/O WELLCARE HEALTH PLANS, INC. 8735 HENDERSON ROAD TAMPA, FL 33634	SVP, Chief Public Affairs Offi

Signatures

/s/ Michael Haber,
Attorney-in-fact 03/05/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Vesting of restricted stock units granted to the Reporting Person on August 23, 2016.

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- (2) Forfeiture of shares to satisfy tax obligations related to restricted stock units that were granted to the Reporting Person on August 23, 2016 and vested on March 1, 2018.
- (3) Vesting of restricted stock units granted to the Reporting Person on March 22, 2017.
- (4) Forfeiture of shares to satisfy tax obligations related to restricted stock units that were granted to the Reporting Person on March 22, 2017 and vested on March 1, 2018.
- (5) Each restricted stock unit represents a contingent right to receive one share of WCG common stock.
- (6) The award of restricted stock units vests in approximately equal increments on March 1, 2017, March 1, 2018 and March 1, 2019. Vested shares will be delivered to the Reporting Person upon vest.
- (7) The award of restricted stock units vests in approximately equal increments on March 1, 2018, March 1, 2019 and March 1, 2020. Vested shares will be delivered to the Reporting Person upon vest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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