

CENTENE CORP
Form 424B3
September 21, 2015
Table of Contents

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-206463

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TRANSACTION PROPOSED YOUR VOTE IS VERY IMPORTANT

Dear Stockholders:

Each of the boards of directors of Centene Corporation and Health Net, Inc. has unanimously approved a merger, combining Centene and Health Net and bringing together two complementary managed care organizations with a history of operating excellence to create a stronger, larger and more geographically diverse organization that will be well positioned to create greater value for all of our stockholders.

Centene and Health Net entered into an agreement and plan of merger on July 2, 2015. Subject to stockholder approvals and the satisfaction (or waiver to the extent legally permissible) of certain other closing conditions, Centene and Health Net will combine their businesses through the merger of Health Net with a newly formed, direct wholly owned subsidiary of Centene, with Health Net thereupon becoming a direct wholly owned subsidiary of Centene as the surviving corporation, in a transaction which is referred to as the merger. In addition, as more fully described herein, immediately following the completion of the merger and contingent upon Health Net's receipt before the effective time of the merger of an opinion from Morgan, Lewis & Bockius LLP, its outside legal counsel, that the mergers will constitute a reorganization under Section 368(a) of Internal Revenue Code of 1986, as amended, which is referred to as the Code, Health Net, as the surviving corporation in the merger, will merge with and into another direct wholly owned Centene subsidiary, with the latter subsidiary surviving, in a transaction which is referred to as the subsequent merger. The merger and the subsequent merger are referred to collectively as the mergers or the transaction in this joint proxy statement/prospectus.

If the merger is completed, Health Net stockholders (other than (i) Centene, Health Net, Chopin Merger Sub I, Inc., a direct wholly owned subsidiary of Centene, which is referred to as Merger Sub I, and Chopin Merger Sub II, Inc., a direct wholly owned subsidiary of Centene, which is referred to as Merger Sub II, (ii) holders of Health Net stock options, restricted stock units or performance share awards (with respect to such underlying shares only) and (iii) any stockholders holding shares of Health Net common stock with respect to which appraisal rights are properly demanded and not withdrawn under the General Corporation Law of the State of Delaware) will receive \$28.25 in cash and 0.622 of a validly issued, fully paid and non-assessable share of Centene common stock for each share of Health Net common stock, which ratio is referred to as the exchange ratio, and which cash and stock consideration combined are referred to as the merger consideration. This exchange ratio is fixed and will not be adjusted to reflect stock price changes prior to the closing of the merger. No fractional shares of Centene common stock will be issued in the merger. Instead of receiving any fractional shares, each holder of Health Net common stock will be paid an amount in cash, without interest, rounded down to the nearest cent, equal to the product of (x) the amount of the fractional share interest in a share of Centene common stock to which such holder would otherwise be entitled (rounded to three decimal places) and (y) an amount equal to the volume weighted average price per share of Centene common stock on the New York Stock Exchange, which is referred to as the NYSE, on each of the ten consecutive trading days ending with the third complete trading day immediately prior to the closing date, weighted by the total

volume of trading in Centene common stock on each such trading day. Centene stockholders will continue to own their existing shares of common stock of Centene, the form of which will not be changed by the transaction.

Upon completion of the merger, former Health Net stockholders will own approximately 29% of the then outstanding Centene common stock, based on the number of shares and stock-based awards of Centene and Health Net outstanding as of September 17, 2015. The value of the merger consideration to be received in exchange for each share of Health Net common stock will fluctuate with the market value of Centene common stock until the merger is completed.

The merger and the subsequent merger, if both are consummated, are intended to constitute a single integrated transaction that qualifies as a reorganization within the meaning of Section 368(a) of the Code. If the subsequent merger is consummated, in general no gain or loss will be recognized by U.S. holders of Health Net common stock upon the exchange of Health Net common stock for Centene common stock except that U.S. holders will recognize gain (but not loss) to the extent such U.S. holders receive cash (including the cash portion

Table of Contents

of the merger consideration and any cash received in lieu of a fractional share). If the subsequent merger is not consummated, U.S. holders of Health Net common stock would recognize gain or loss equal to the difference, if any, between (i) the sum of the fair market value of the Centene common stock received in the merger and any cash received and (ii) such U.S. holder's adjusted tax basis in the Health Net common stock surrendered in exchange therefor. You are strongly urged to consult with a tax advisor to determine the particular U.S. federal, state or local or foreign income or other tax consequences of the mergers to you. You will not know at the time of your respective vote whether the subsequent merger will take place, and therefore you will not know the precise tax treatment of the merger or mergers when you vote.

Based on Centene's closing stock price on September 18, 2015, the most recent practicable date for which such information was available, the merger consideration represented approximately \$67.03 in value per share of Health Net common stock, which represents a premium of approximately 3.0% over Health Net's closing stock price on July 1, 2015, the last trading day before the public announcement of the transaction described herein. The value of the merger consideration to be received in exchange for each share of Health Net common stock will fluctuate with the market value of Centene common stock until the merger is complete. The common stock of each of Centene and Health Net is listed on the New York Stock Exchange under the symbol **CNC** and **HNT**, respectively. We urge you to obtain current market quotations for the shares of common stock of Centene and Health Net.

Each of Health Net and Centene is holding a special meeting of its stockholders to vote on the proposals necessary to complete the merger. Information about these meetings, the mergers, the share issuance, and the other business to be considered by stockholders at each of the special meetings is contained in this joint proxy statement/prospectus. Any stockholder entitled to attend and vote at the Health Net or Centene special meeting is entitled to appoint a proxy to attend and vote on such stockholder's behalf. Such proxy need not be a holder of Health Net or Centene common stock. We urge you to read this joint proxy statement/prospectus and the annexes and documents incorporated by reference carefully. **You should also carefully consider the risks that are described in the Risk Factors section beginning on page 44.**

Your vote is very important regardless of the number of shares of Centene common stock or Health Net common stock that you own. The merger cannot be completed without approval of (i) the Share Issuance proposal (as defined below) by the affirmative vote of holders of a majority of the votes cast by the shares of Centene common stock represented (in person or by proxy) at the Centene special meeting that are entitled to vote on the proposal and (ii) the Merger proposal (as defined below) by the affirmative vote of holders of a majority of the shares of Health Net common stock outstanding and entitled to vote on the record date.

Whether or not you plan to attend your company's special meeting of stockholders, please submit your proxy as soon as possible to make sure that your shares are represented at that meeting.

The Centene board of directors unanimously recommends that Centene stockholders vote **FOR the proposal to approve the issuance of Centene common stock in the merger, which is necessary to complete the merger.**

The Health Net board of directors unanimously recommends that Health Net stockholders vote **FOR the proposal to adopt the merger agreement, which is necessary to complete the merger.**

Michael F. Neidorff
Chairman, President and Chief

Jay M. Gellert
President and

Executive Officer
Centene

Chief Executive Officer
Health Net

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the merger, the subsequent merger or the other transactions described in this joint proxy statement/prospectus or the securities to be issued in connection with the merger or determined if this joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated September 21, 2015, and is first being mailed to stockholders of Centene and Health Net on or about September 22, 2015.

Table of Contents

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON, OCTOBER 23, 2015

To the Stockholders of Centene:

A special meeting of stockholders of Centene Corporation will be held at Centene Plaza, 7700 Forsyth Boulevard, St. Louis, Missouri 63105, on October 23, 2015 at 12:00 p.m., Central Time, for the following purposes:

1. To approve the issuance of Centene common stock, par value \$0.001 per share, pursuant to the Agreement and Plan of Merger, dated as of July 2, 2015, by and among Centene, Chopin Merger Sub I, Inc., Chopin Merger Sub II, Inc. and Health Net, Inc., as the same may be amended from time to time, a copy of which is attached as Annex A to the joint proxy statement/prospectus accompanying this notice (the Share Issuance proposal).
2. To approve any proposal to adjourn the Centene special meeting from time to time, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve the Share Issuance proposal (the Centene Adjournment proposal).
3. To approve an amendment to Centene's certificate of incorporation, as amended, to increase the number of authorized shares of Centene common stock from 200 million to 400 million, the full text of which is attached as Annex H to the joint proxy statement/prospectus accompanying this notice (the Charter Amendment proposal).

Approval of the Share Issuance proposal is required to complete the merger. Approval of the Charter Amendment proposal is not required to complete the merger.

Centene will transact no other business at the special meeting, except for business properly brought before the special meeting or any adjournment or postponement thereof by or at the direction of the board of directors.

The accompanying joint proxy statement/prospectus further describes the matters to be considered at the Centene special meeting.

The Centene board of directors has set September 22, 2015 as the record date for the Centene special meeting. Only holders of record of Centene common stock at the close of business on September 22, 2015 will be entitled to notice of and to vote at the Centene special meeting and any adjournments or postponements thereof. Any stockholder entitled to attend and vote at the Centene special meeting is entitled to appoint a proxy to attend and vote on such stockholder's behalf. Such proxy need not be a holder of Centene common stock.

Your vote is very important regardless of the number of shares of Centene common stock that you own. The merger cannot be completed without approval of the Share Issuance proposal by the affirmative vote of holders of a majority of the votes cast by the shares of Centene common stock represented (in person or by proxy) at the Centene special meeting that are entitled to vote on the proposal. To ensure your representation at the Centene special meeting, please complete and return the enclosed proxy card or submit your proxy by telephone or through the Internet. Please vote promptly whether or not you expect to attend the Centene special meeting. Submitting a proxy now will not prevent you from being able to vote in person at the Centene special meeting.

Table of Contents

The Centene board of directors has unanimously approved the merger agreement and the transactions contemplated thereby and unanimously recommends that you vote **FOR** the Share Issuance proposal, **FOR** the Centene Adjournment proposal and **FOR** the Charter Amendment proposal.

By Order of the Centene Board of Directors,

Keith H. Williamson

Executive Vice President, General Counsel and Secretary

September 21, 2015

PLEASE VOTE YOUR SHARES PROMPTLY. YOU CAN FIND INSTRUCTIONS FOR VOTING ON THE ENCLOSED PROXY CARD. IF YOU HAVE QUESTIONS CONCERNING THE MERGER, ABOUT THE PROPOSALS IN THIS JOINT PROXY STATEMENT/PROSPECTUS OR ABOUT VOTING YOUR SHARES, PLEASE CALL EITHER:

Innisfree M&A Incorporated

501 Madison Avenue, 20th Floor

New York, New York 10024

Phone: (877) 825-8772

Banks & Brokers: (212) 750-5833

or

Morrow & Co., LLC

470 West Avenue

Stamford, CT 06902

Phone: (800) 662-5200

Banks & Brokers: (203) 658-9400

Email: Centene@morrowco.com

Table of Contents

Health Net, Inc.

21650 Oxnard Street

Woodland Hills, CA 91367

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

to be held on October 23, 2015

To the Stockholders of Health Net, Inc.:

We are pleased to invite you to attend the special meeting of stockholders of Health Net, Inc., a Delaware corporation (referred to as "Health Net"), which will be held at 21281 Burbank Boulevard, Woodland Hills, California 91367, on October 23, 2015, at 10:00 a.m., Pacific time, for the following purposes:

to vote on a proposal to adopt the Agreement and Plan of Merger, dated as of July 2, 2015, by and among Centene Corporation, Chopin Merger Sub I, Inc., Chopin Merger Sub II, Inc. and Health Net, as amended from time to time (the "merger agreement"), which is further described in the sections titled "The Merger" and "The Merger Agreement," beginning on pages 54 and 134, respectively, and a copy of which is attached as Annex A to the joint proxy statement/prospectus accompanying this notice, which is referred to as the Merger proposal;

to vote on an advisory (non-binding) proposal to approve the compensation that may be paid or become payable to Health Net's named executive officers that is based on or otherwise related to the proposed transactions, which is referred to as the Merger-Related Compensation proposal; and

to vote on a proposal to approve the adjournment of the Health Net special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve the Merger proposal, which is referred to as the Health Net Adjournment proposal.

Health Net will transact no other business at the special meeting except such business as may properly be brought before the special meeting or any adjournment or postponement thereof by or at the direction of the Health Net board of directors. Please refer to the joint proxy statement/prospectus of which this notice is a part for further information with respect to the business to be transacted at the Health Net special meeting.

The Health Net board of directors has fixed the close of business on September 22, 2015 as the record date for the Health Net special meeting. Only Health Net stockholders of record at that time are entitled to receive notice of, and to vote at, the Health Net special meeting or any adjournment or postponement thereof. A complete list of such stockholders will be available for inspection by any Health Net stockholder for any purpose germane to the special meeting during ordinary business hours for the 10 days preceding the Health Net special meeting at Health Net's offices at 21650 Oxnard Street, Woodland Hills, CA 91367. The eligible Health Net stockholder list will also be available at the Health Net special meeting for examination by any stockholder of record present at such meeting.

Completion of the merger is conditioned on adoption of the merger agreement by the Health Net stockholders, which requires the approval of a majority of the issued and outstanding shares of Health Net common stock entitled to vote at the Health Net special meeting.

Table of Contents

The Health Net board of directors has unanimously approved the merger and the merger agreement, declared the merger agreement advisable and in the best interest of Health Net and its stockholders, and unanimously recommends that Health Net stockholders vote FOR the proposal to adopt the merger agreement, FOR the approval, on an advisory (non-binding) basis, of the compensation that may be paid or become payable to Health Net's named executive officers that is based on or otherwise relates to the proposed transactions and FOR the proposal to approve the adjournment of the Health Net special meeting to a later date or dates, if necessary or appropriate, to permit further solicitation of proxies.

Your vote is very important regardless of the number of shares of Health Net common stock that you own. Whether or not you expect to attend the Health Net special meeting in person, to ensure your representation at the Health Net special meeting, we urge you to submit a proxy to vote your shares as promptly as possible by (i) visiting the Internet site listed on the Health Net proxy card, (ii) calling the toll-free number listed on the Health Net proxy card or (iii) submitting your Health Net proxy card by mail by using the provided self-addressed, stamped envelope. Submitting a proxy will not prevent you from voting in person, but it will help to secure a quorum and avoid added solicitation costs. Any eligible holder of Health Net stock who is present at the Health Net special meeting may vote in person, thereby revoking any previous proxy. In addition, a proxy may also be revoked in writing before the Health Net special meeting in the manner described in the accompanying document. If your shares are held in the name of a broker, bank or other nominee, or through the Health Net 401(k) Plan please follow the instructions on the voting instruction card furnished by the broker, bank or other nominee, or your plan administrator.

The enclosed joint proxy statement/prospectus provides a detailed description of the merger and the merger agreement and the other matters to be considered at the Health Net special meeting. We urge you to carefully read this joint proxy statement/prospectus, including any documents incorporated by reference herein, and the annexes in their entirety. If you have any questions concerning the merger or this joint proxy statement/prospectus, would like additional copies or need help voting your shares of Health Net common stock, please contact Health Net's proxy solicitor:

MacKenzie Partners, Inc.

105 Madison Avenue

New York, New York 10016

Phone: (212) 929-5500

Email: proxy@mackenziepartners.com

Website: www.mackenziepartners.com

By Order of the Health Net Board of Directors,

Kathleen A. Waters

Senior Vice President, General Counsel and Secretary

Woodland Hills, California

September 21, 2015

Table of Contents

REFERENCES TO ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates by reference important business and financial information about Centene and Health Net from other documents that are not included in or delivered with this joint proxy statement/prospectus. For a listing of the documents incorporated by reference into this joint proxy statement/prospectus, see *Where You Can Find More Information* beginning on page 220.

You can obtain any of the documents incorporated by reference into this joint proxy statement/prospectus by requesting them in writing or by telephone from Innisfree M&A Incorporated or Morrow & Co., LLC, Centene's proxy solicitors, or MacKenzie Partners, Inc., Health Net's proxy solicitor, at the following addresses and telephone numbers:

For Centene Stockholders:

Innisfree M&A Incorporated
501 Madison Avenue, 20th Floor
New York, New York 10022
(877) 825-8772 (toll-free)
(212) 750-5833 (collect)

or

Morrow & Co., LLC
470 West Ave,
Stamford, CT 06902
(800) 662-5200 (toll-free)
(203) 658-9400 (collect)

For Health Net Stockholders:

MacKenzie Partners, Inc.
105 Madison Avenue
New York, New York 10016
Phone: (212) 929-5500
Email: proxy@mackenziepartners.com
Website: www.mackenziepartners.com

To receive timely delivery of the documents in advance of the special meetings, you should make your request no later than October 8, 2015, which is 10 business days before the special meetings.

You may also obtain any of the documents incorporated by reference into this joint proxy statement/prospectus without charge through the Securities and Exchange Commission, which is referred to as the SEC, website at www.sec.gov. In addition, you may obtain copies of documents filed by Centene with the SEC by accessing Centene's website at www.centene.com under the tab *Investors* and then under the heading *SEC Filings*. You may also obtain copies of documents filed by Health Net with the SEC by accessing Health Net's website at www.healthnet.com under the tab *Investor Relations* and then under the heading *Financial Information*.

We are not incorporating the contents of the websites of the SEC, Centene, Health Net or any other entity into this joint proxy statement/prospectus. We are providing the information about how you can obtain certain documents that are incorporated by reference into this joint proxy statement/prospectus at these websites only for your convenience.

Table of Contents

TABLE OF CONTENTS

<u>QUESTIONS AND ANSWERS ABOUT THE MERGERS AND THE SPECIAL MEETINGS</u>	1
<u>SUMMARY</u>	12
<u>The Parties</u>	12
<u>The Transaction</u>	14
<u>Consideration to be Received in the Merger by Health Net Stockholders</u>	14
<u>Treatment of Stock Options and Other Stock-Based Awards</u>	15
<u>Centene Board of Directors Following Completion of the Merger</u>	16
<u>Headquarters</u>	16
<u>Recommendations of the Centene Board of Directors</u>	16
<u>Recommendations of the Health Net Board of Directors</u>	16
<u>Opinions of Financial Advisors</u>	17
<u>Interests of Directors and Executive Officers in the Mergers</u>	18
<u>U.S. Federal Income Tax Consequences of the Merger</u>	20
<u>Accounting Treatment of the Merger</u>	20
<u>Appraisal Rights</u>	20
<u>Regulatory Approvals</u>	21
<u>Litigation Related to the Merger</u>	21
<u>Conditions to Completion of the Mergers</u>	22
<u>Treatment of Health Net's Existing Debt; Financing</u>	24
<u>Timing of the Transaction</u>	25
<u>No Solicitation</u>	25
<u>Termination of the Merger Agreement; Termination Fees</u>	25
<u>Matters to be Considered at the Special Meetings</u>	30
<u>Voting by Centene and Health Net Directors and Executive Officers</u>	31
<u>Risk Factors</u>	32
<u>SELECTED HISTORICAL FINANCIAL DATA</u>	33
<u>SELECTED UNAUDITED PRO FORMA COMBINED CONSOLIDATED FINANCIAL INFORMATION</u>	37
<u>COMPARATIVE HISTORICAL AND UNAUDITED PRO FORMA COMBINED PER SHARE INFORMATION</u>	39
<u>COMPARATIVE PER SHARE MARKET PRICE AND DIVIDEND INFORMATION</u>	40

<u>Market Prices</u>	40
<u>Dividends</u>	41
<u>CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS</u>	42

Table of Contents

<u>RISK FACTORS</u>	44
<u>Risks Related to the Merger</u>	44
<u>Risks Relating to the Combined Company after Completion of the Merger</u>	49
<u>Other Risk Factors of Centene and Health Net</u>	53
<u>THE MERGER</u>	54
<u>Background of the Merger</u>	54
<u>Rationale for the Transaction</u>	64
<u>Centene Board of Directors Recommendations and Its Reasons for the Transaction</u>	65
<u>Health Net Board of Directors Recommendations and Its Reasons for the Transaction</u>	68
<u>Opinions of Centene's Financial Advisors</u>	72
<u>Opinion of Health Net's Financial Advisor</u>	89
<u>Certain Financial Projections</u>	98
<u>Governance of Centene Following Completion of the Merger</u>	106
<u>Headquarters</u>	106
<u>Interests of Directors and Executive Officers in the Merger</u>	107
<u>Director and Officer Indemnification</u>	122
<u>Accounting Treatment</u>	122
<u>Regulatory Approvals Required for the Merger</u>	122
<u>Treatment of Health Net's Existing Debt; Financing</u>	124
<u>Treatment of Health Net Stock Options and Other Stock-Based Awards</u>	124
<u>Appraisal Rights</u>	125
<u>NYSE Listing of Centene Common Stock; Delisting and Deregistration of Health Net Common Stock</u>	129
<u>Litigation Relating to the Merger</u>	129
<u>U.S. Federal Income Tax Consequences</u>	130
<u>Restrictions on Sales of Shares of Centene Common Stock Received in the Merger</u>	133
<u>THE MERGER AGREEMENT</u>	134
<u>Structure of the Merger</u>	134
<u>Merger Consideration Received by Health Net Stockholders</u>	134
<u>Treatment of Health Net Stock Options and Other Stock-Based Awards</u>	135
<u>Closing</u>	136
<u>Marketing Period</u>	136
<u>Effective Time</u>	137
<u>Conversion of Shares; Exchange of Certificates; No Fractional Shares</u>	137

<u>Designation of Director</u>	138
<u>Representations and Warranties</u>	138

Table of Contents

<u>Covenants and Agreements</u>	141
<u>Conditions to the Merger</u>	156
<u>Termination</u>	158
<u>Effect of Termination</u>	160
<u>Termination Fees and Other Fees</u>	160
<u>Amendment and Waiver</u>	163
<u>Third Party Beneficiaries</u>	163
<u>Governing Law; Jurisdiction</u>	163
<u>Enforcement</u>	164
<u>THE CENTENE VOTING AGREEMENT</u>	165
<u>THE HEALTH NET VOTING AGREEMENT</u>	168
<u>INFORMATION ABOUT THE COMPANIES</u>	171
<u>Centene</u>	171
<u>Health Net</u>	171
<u>Merger Sub I</u>	172
<u>Merger Sub II</u>	172
<u>CENTENE SPECIAL MEETING</u>	173
<u>CENTENE PROPOSALS</u>	178
<u>Item 1. The Share Issuance Proposal</u>	178
<u>Item 2. The Centene Adjournment Proposal</u>	178
<u>Item 3. The Charter Amendment Proposal</u>	179
<u>Other Matters to Come Before the Meeting</u>	180
<u>HEALTH NET SPECIAL MEETING</u>	181
<u>Item 1. The Merger Proposal</u>	187
<u>Item 2. The Merger-Related Compensation Proposal</u>	187
<u>Item 3. The Health Net Adjournment Proposal</u>	187
<u>UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS</u>	188
<u>NOTES TO THE UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS</u>	193
<u>1. Description of Transaction</u>	193
<u>2. Basis of Presentation</u>	194
<u>3. Accounting Policies</u>	195
<u>4. Estimate of Consideration Expected to be Transferred</u>	195
<u>5. Estimate of Assets to be Acquired and Liabilities to be Assumed</u>	196

<u>6. Income Statement Pro Forma Adjustments</u>	198
<u>7. Balance Sheet Pro Forma Adjustments</u>	200
<u>DESCRIPTION OF CENTENE COMMON STOCK</u>	202

Table of Contents

<u>LEGAL MATTERS</u>	217
<u>EXPERTS</u>	217
<u>DATES FOR SUBMISSION OF STOCKHOLDER PROPOSALS FOR 2016 ANNUAL MEETING</u>	217
<u>Centene</u>	217
<u>Health Net</u>	218
<u>HOUSEHOLDING OF JOINT PROXY STATEMENT/PROSPECTUS</u>	220
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	220
<u>Centene SEC Filings</u>	220
<u>Health Net SEC Filings</u>	221
Annex A: Agreement and Plan of Merger	
Annex B: Voting Agreement between Health Net and Michael F. Neidorff	
Annex C: Voting Agreement between Centene and Jay M. Gellert	
Annex D: Opinion of Allen & Company LLC	
Annex E: Opinion of Evercore Group L.L.C.	
Annex F: Opinion of J.P. Morgan Securities LLC	
Annex G: Section 262 of the Delaware General Corporation Law	
Annex H: Form of Certificate of Amendment of the Centene Certificate of Incorporation	

Table of Contents

QUESTIONS AND ANSWERS ABOUT THE MERGERS AND THE SPECIAL MEETINGS

The following questions and answers briefly address some commonly asked questions about the mergers and each of the Centene and Health Net special meetings. They may not include all the information that is important to stockholders of Centene and Health Net. Stockholders should carefully read this entire joint proxy statement/prospectus, including the annexes and the other documents referred to or incorporated by reference herein.

Q: What are the mergers?

A: Centene Corporation, which is referred to as Centene, and Health Net, Inc., which is referred to as Health Net, have entered into an Agreement and Plan of Merger, dated as of July 2, 2015, which (as amended from time to time) is referred to as the merger agreement. A copy of the merger agreement is attached as Annex A to this joint proxy statement/prospectus. The merger agreement contains the terms and conditions of the proposed business combination of Centene and Health Net. Under the merger agreement, subject to satisfaction (or waiver to the extent legally permissible) of the conditions to the merger set forth in the merger agreement and described hereinafter, Chopin Merger Sub I, Inc., a direct wholly owned subsidiary of Centene, which is referred to as Merger Sub I, will merge with and into Health Net, with Health Net continuing as the surviving corporation and a direct wholly owned subsidiary of Centene, in a transaction which is referred to as the merger. Pursuant to the merger agreement, immediately following the completion of the merger and contingent upon Health Net's receipt before the effective time of the merger of an opinion from Morgan, Lewis & Bockius LLP, which is referred to as Morgan Lewis, its outside legal counsel, that the mergers will constitute a reorganization under Section 368(a) of the Code, Health Net, as the surviving corporation in the merger, will merge with and into Chopin Merger Sub II, Inc., another direct wholly owned subsidiary of Centene, which is referred to as Merger Sub II, with Merger Sub II continuing as the surviving corporation and a direct wholly owned subsidiary of Centene, in a transaction which is referred to as the subsequent merger, and together with the merger is referred to as the mergers or the transaction.

Q: Why am I receiving these materials?

A: Centene and Health Net are sending these materials to their respective stockholders to help them decide how to vote their shares of Centene or Health Net common stock, as the case may be, with respect to the merger and other matters to be considered at their respective special meetings.

The merger cannot be completed unless Centene stockholders approve the issuance of Centene common stock in the merger and Health Net stockholders adopt the merger agreement. Each of Centene and Health Net is holding a special meeting of its stockholders to vote on the proposals necessary to complete the merger. Information about these special meetings, the mergers and the other business to be considered by stockholders at each of the special meetings is contained in this joint proxy statement/prospectus.

This joint proxy statement/prospectus constitutes both a joint proxy statement of Centene and Health Net and a prospectus of Centene. It is a joint proxy statement because each of the boards of directors of Centene and Health Net are soliciting proxies from their respective stockholders. It is a prospectus because Centene will issue shares of its common stock in exchange for outstanding shares of Health Net common stock in the merger.

Q: What will Health Net stockholders receive in the merger?

A: In the merger, Health Net stockholders (other than (i) Centene, Health Net, Merger Sub I, Merger Sub II or any of their respective subsidiaries, (ii) holders of Health Net stock options, restricted stock units or performance share awards (with respect to such underlying shares only) and (iii) any stockholders holding shares of Health Net common

stock with respect to which appraisal rights are properly demanded and not withdrawn under the General Corporation Law of the State of Delaware, which is referred to as the DGCL) will receive \$28.25 in cash and 0.622 of a validly issued, fully paid and non-assessable share of Centene common stock for each share of

Table of Contents

Health Net common stock, which is referred to as the exchange ratio, and which cash and stock consideration combined are referred to as the merger consideration. This exchange ratio is fixed and will not be adjusted to reflect changes in the stock price of either company before the merger is complete. No fractional shares of Centene common stock will be issued in the merger. Instead of receiving any fractional shares, each holder of Health Net common stock will be paid an amount in cash, without interest, rounded down to the nearest cent, equal to the product of (x) the amount of the fractional share interest in a share of Centene common stock to which such holder would otherwise be entitled (rounded to three decimal places) and (y) an amount equal to the volume weighted average price per share of Centene common stock on the New York Stock Exchange, which is referred to as the NYSE, on each of the ten consecutive trading days ending with the third complete trading day immediately prior to the closing date, weighted by the total volume of trading in Centene common stock on each such trading day, which amount in this clause (y) we refer to as the Centene stock value. Centene stockholders will continue to own their existing shares of common stock of Centene, the form of which will not be changed by the transaction.

The merger and the subsequent merger, if both are consummated, are intended to constitute a single integrated transaction that qualifies as a reorganization within the meaning of Section 368(a) of the Code. If the subsequent merger is consummated, in general no gain or loss will be recognized by U.S. holders of Health Net common stock upon the exchange of Health Net common stock for Centene common stock except that U.S. holders will recognize gain (but not loss) to the extent such U.S. holders receive cash (including the cash portion of the merger consideration and any cash received in lieu of a fractional share). If the subsequent merger is not consummated, U.S. holders of Health Net common stock would recognize gain or loss equal to the difference, if any, between (i) the sum of the fair market value of the Centene common stock received in the merger and any cash received and (ii) such U.S. holder's adjusted tax basis in the Health Net common stock surrendered in exchange therefor. You are strongly urged to consult with a tax advisor to determine the particular U.S. federal, state or local or foreign income or other tax consequences of the mergers to you. You will not know at the time of your respective vote whether the subsequent merger will take place, and therefore you will not know the precise tax treatment of the merger or mergers when you vote. See *The Merger U.S. Federal Income Tax Consequences* beginning on page 130 for additional information.

Q: What will happen to the preferred share purchase rights attached to Health Net common stock?

A: Prior to the completion of the merger, Health Net will terminate the rights agreement by and between Health Net and Wells Fargo Bank, N.A., which is referred to as the Health Net rights agreement. In connection with such termination, all of the rights to purchase Series A Junior Preferred Stock of Health Net will be cancelled without any consideration therefor. Prior to the execution and delivery of the merger agreement, the Health Net rights agreement was amended in an action approved by the board of directors of Health Net, which is referred to as the Health Net Board, such that the restrictions set forth in the Health Net rights agreement would not apply to the mergers, the merger agreement, the Health Net Voting Agreement (as defined below), Centene, Merger Sub I or Merger Sub II.

Q: When do Health Net and Centene expect to complete the transaction?

A: Centene and Health Net are working to complete the transaction as soon as practicable. We currently expect that the transaction will be completed by early 2016. Neither Centene nor Health Net can predict, however, the actual date on which the transaction will be completed because it is subject to conditions beyond each company's control, including federal and state regulatory approvals. See *The Merger Agreement Conditions to the Merger* beginning on page 156.

Q: What am I being asked to vote on, and why is this approval necessary?

A: Centene stockholders are being asked to vote on the following proposals:

1. to approve the issuance of Centene common stock, par value \$0.001 per share, pursuant to the merger agreement, which is referred to as the Share Issuance proposal;

Table of Contents

2. to approve any proposal to adjourn the Centene special meeting from time to time, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve the Share Issuance proposal, which is referred to as the Centene Adjournment proposal; and

3. to approve an amendment to Centene's certificate of incorporation, as amended, to increase the number of authorized shares of Centene common stock from 200 million to 400 million, the full text of which is attached as Annex H to this joint proxy statement/prospectus, which is referred to as the Charter Amendment proposal.

Approval of the Share Issuance proposal by Centene stockholders is required to complete the merger. Approval of the Charter Amendment proposal is not required to complete the merger.

Health Net stockholders are being asked to vote on the following proposals:

1. to adopt the merger agreement, which is referred to as the Merger proposal;

2. to approve, on an advisory basis, the merger-related compensation arrangements of Health Net's named executive officers, which is referred to as the Merger-Related Compensation proposal; and

3. to approve any proposal to adjourn the Health Net special meeting from time to time, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve the Merger proposal, which is referred to as the Health Net Adjournment proposal.

Approval of the Merger proposal by Health Net stockholders is required for completion of the merger.

The Share Issuance proposal and the Merger proposal are collectively referred to as the Merger-Related proposals.

Q: What vote is required to approve each proposal at the Centene Special Meeting?

A: The Share Issuance proposal: The affirmative vote of holders of a majority of the votes cast by the shares of Centene common stock represented (in person or by proxy) at the Centene special meeting and entitled to vote on the proposal is required to approve the Share Issuance proposal, which is referred to as the Centene Stockholder Approval.

The Centene Adjournment proposal: If a quorum is not present, the affirmative vote of holders of a majority of the shares of Centene common stock represented (in person or by proxy) at the Centene special meeting and entitled to vote on the proposal is required to approve the Centene Adjournment proposal. If a quorum is present, the affirmative vote of holders of a majority of the votes cast by the shares of Centene common stock represented (in person or by proxy) at the Centene special meeting and entitled to vote on the proposal is required to approve the Centene Adjournment proposal.

The Charter Amendment proposal: The affirmative vote of holders of a majority of the shares of Centene common stock outstanding and entitled to vote on the record date for the Centene special meeting is required to approve the Charter Amendment proposal.

Q: Have any Centene stockholders agreed to vote their shares in favor of any of the Centene proposals?

A: Yes. Michael F. Neidorff, President and Chief Executive Officer of Centene, who is referred to herein as the Centene Supporting Stockholder, entered into a voting agreement with Health Net, which is referred to as the Centene

Voting Agreement, pursuant to which the Centene Supporting Stockholder agreed, among other things, to (a) appear at each meeting of the stockholders of Centene or otherwise cause all of the shares beneficially owned at such time by the Centene Supporting Stockholder to be counted as present thereat for purposes of calculating a quorum, and respond to each request by Centene for written consent, if any; and (b) vote or cause to be voted (or deliver or cause to be delivered a written consent with respect to) all shares beneficially owned at

Table of Contents

such time by the Centene Supporting Stockholder (i) for the Share Issuance proposal and any actions in furtherance thereof at any meeting of the stockholders of Centene, and at any adjournment or postponement thereof, at which the Share Issuance proposal or the other transactions contemplated by the merger agreement and other related agreements (or any amended version thereof), or such other actions, are submitted for the consideration and vote of the stockholders of Centene (or in response to a request by Centene for written consent with respect thereto), and (ii) against (A) any takeover proposal in respect of Centene and (B) any other corporate action the consummation of which would frustrate the purposes, or prevent or materially delay the consummation, of the transactions contemplated by the merger agreement. The Centene Voting Agreement terminates in certain circumstances specified therein. As of the close of business on September 14, 2015, the most recent practicable date for which such information was available, the Centene Supporting Stockholder has the power to vote and is the beneficial owner of approximately 0.8% and 2.9%, respectively, of the issued and outstanding shares of Centene common stock. The percentage of shares of Centene common stock that the Centene Supporting Stockholder has the power to vote or beneficially owns as of the record date is not expected to be meaningfully different from the percentage as of September 14, 2015. For a discussion of the Centene Voting Agreement, see *The Centene Voting Agreement* beginning on page 165.

Q: What vote is required to approve each proposal at the Health Net Special Meeting?

A: The Merger proposal: The affirmative vote of holders of a majority of the shares of Health Net common stock outstanding and entitled to vote on the record date for the Health Net special meeting is required to approve the Merger proposal, which is referred to as the Health Net Stockholder Approval.

The Merger-Related Compensation proposal: The affirmative vote of holders of a majority of the votes cast by stockholders of Health Net entitled to vote thereon, represented (in person or by proxy) at the Health Net special meeting, is required to approve the Merger-Related Compensation proposal. Because the vote on the Merger-Related Compensation proposal is advisory only, it will not be binding on either Health Net or Centene. Accordingly, if the merger agreement is adopted and the merger is completed, the merger-related compensation will be payable to Health Net's named executive officers, subject only to the conditions applicable thereto, regardless of the outcome of the non-binding, advisory vote of Health Net's stockholders.

The Health Net Adjournment proposal: If a quorum is not present, the affirmative vote of holders of a majority of the votes entitled to be cast by holders of shares of Health Net common stock represented (in person or by proxy) at the Health Net special meeting is required to approve the Health Net Adjournment proposal. If a quorum is present, the affirmative vote of holders of a majority of the votes cast by the shares of Health Net common stock represented (in person or by proxy) at the Health Net special meeting and entitled to vote on the proposal is required to approve the Health Net Adjournment proposal.

Q: Have any Health Net stockholders agreed to vote their shares in favor of any of the Health Net proposals?

A: Yes. Jay M. Gellert, President and Chief Executive Officer of Health Net, who is referred to herein as the Health Net Supporting Stockholder, entered into a voting agreement with Centene, which is referred to as the Health Net Voting Agreement, pursuant to which the Health Net Supporting Stockholder agreed, among other things, to (a) appear at each meeting of the stockholders of Health Net or otherwise cause all of the shares beneficially owned at such time by the Health Net Supporting Stockholder to be counted as present thereat for purposes of calculating a quorum, and respond to each request by Health Net for written consent, if any; and (b) vote or cause to be voted (or deliver or cause to be delivered a written consent with respect to) all shares beneficially owned at such time by the Health Net Supporting Stockholder (i) for the adoption of the merger agreement, the merger and other transactions contemplated by the merger agreement, and all agreements in furtherance of the merger and any actions in furtherance thereof at any meeting of the stockholders of Health Net, and at any adjournment or postponement thereof, at which

the merger agreement and other related agreements (or any amended version thereof), or such other actions, are submitted for the consideration and vote

Table of Contents

of the stockholders of Health Net (or in response to a request by Health Net for written consent with respect thereto), and (ii) against (A) any takeover proposal in respect of Health Net and (B) any other corporate action the consummation of which would frustrate the purposes, or prevent or materially delay the consummation, of the transactions contemplated by the merger agreement. The Health Net Voting Agreement terminates in certain circumstances specified therein. As of the close of business on September 14, 2015, the most recent practicable date for which such information was available, the Health Net Supporting Stockholder has the power to vote and is the beneficial owner of approximately 1.3% and 2.1%, respectively, of the issued and outstanding shares of Health Net common stock. The percentage of shares of Health Net common stock that the Health Net Supporting Stockholder has the power to vote or beneficially owns as of the record date is not expected to be meaningfully different from the percentage as of September 14, 2015. For a discussion of the Health Net Voting Agreement, see "The Health Net Voting Agreement" beginning on page 168.

Q: What happens if the non-binding advisory proposal to approve compensation that will or may be paid or provided by Health Net to its named executive officers in connection with the merger is not approved?

A: Approval, on an advisory (non-binding basis), of compensation that will or may be paid or provided by Health Net to its named executive officers in connection with the merger is not a condition to completion of the merger. The vote is an advisory vote and is not binding. If the merger is completed, Health Net may pay compensation in connection with the merger to its named executive officers even if Health Net stockholders fail to approve the non-binding advisory proposal to approve compensation that will or may be paid or provided by Health Net to its named executive officers in connection with the merger.

Q: What constitutes a quorum?

A: The presence at the Centene special meeting, in person or by proxy, of the holders of a majority of the shares of Centene common stock issued and outstanding on the record date for the Centene special meeting and entitled to vote at the meeting will constitute a quorum for the transaction of business at the Centene special meeting. The presence at the Health Net special meeting, in person or by proxy, of the holders of a majority of Health Net votes entitled to be cast by stockholders entitled to vote on the record date for the Health Net special meeting will constitute a quorum for the transaction of business at the Health Net special meeting. Abstentions (which are described below) will count for the purpose of determining the presence of a quorum for the transaction of business at each special meeting. Shares held in street name by brokers, banks or other nominees that do not have discretionary authority to vote the shares as to a particular matter and have not received voting instructions from their clients, which are referred to as broker non-votes, will be counted for the purpose of determining the presence of a quorum for the transaction of business at either special meeting to the extent there are any such broker non-votes.

Q: How does the Centene Board recommend that I vote?

A: The board of directors of Centene, which is referred to as the Centene Board, unanimously recommends that holders of Centene common stock vote **FOR** the Share Issuance proposal, **FOR** the Centene Adjournment proposal and **FOR** the Charter Amendment proposal.

Q: How does the Health Net Board recommend that I vote?

A: The Health Net Board unanimously recommends that Health Net stockholders vote **FOR** the Merger proposal and **FOR** the Health Net Adjournment proposal. In addition, the Health Net Board unanimously recommends that holders of Health Net common stock vote **FOR** the Merger-Related Compensation proposal to approve, on an advisory (non-binding) basis, any golden parachute compensation arrangement that may be paid or become payable to Health

Net s named executive officers that is based on or otherwise relates to the merger or contemplated by the merger agreement.

Table of Contents

Q: Is my vote required to approve the subsequent merger?

A: No. The constituent parties to the subsequent merger have approved the consummation of the subsequent merger. The subsequent merger is contingent upon (i) the consummation of the merger and (ii) Health Net's receipt before the effective time of the merger of an opinion from Morgan Lewis, Health Net's outside legal counsel, that the mergers will constitute a reorganization under Section 368(a) of the Code.

Q: What do I need to do now?

A: After carefully reading and considering the information contained in this joint proxy statement/prospectus, please vote your shares as soon as possible so that your shares will be represented at your respective company's special meeting. Please follow the instructions set forth on the proxy card or on the voting instruction form provided by the record holder if your shares are held in the name of your broker, bank or other nominee.

Please do not submit your Health Net stock certificates at this time. If the merger is completed, you will receive instructions for surrendering your Health Net stock certificates in exchange for shares of Centene common stock from the exchange agent.

Q: How do I vote?

A: If you are a stockholder of record of Centene as of September 22, 2015, which is referred to as the Centene record date, or a stockholder of Health Net as of September 22, 2015, which is referred to as the Health Net record date, you may submit your proxy before your respective company's special meeting in one of the following ways:

Telephone voting, use the toll-free number shown on your proxy card;

Via the Internet, visit the website shown on your proxy card to vote via the Internet; or

Mail, complete, sign, date and return the enclosed proxy card in the enclosed postage-paid envelope.

If you are a stockholder of record, you may also cast your vote in person at your respective company's special meeting.

If your shares are held in street name, through a broker, bank or other nominee, that institution will send you separate instructions describing the procedure for voting your shares. Street name stockholders who wish to vote at the meeting will need to obtain a legal proxy form from their broker, bank or other nominee.

Q: When and where are the Centene and Health Net special meetings of stockholders? What must I bring to attend the special meeting?

A: The special meeting of Centene stockholders will be held at Centene Plaza, 7700 Forsyth Boulevard, St. Louis, Missouri 63105 at 12:00 p.m., Central Time, on October 23, 2015. Subject to space availability, all Centene stockholders as of the Centene record date, or their duly appointed proxies, may attend the meeting. Since seating is limited, admission to the meeting will be on a first-come, first-served basis. Registration and seating will begin at 11:30 a.m., Central Time.

The special meeting of Health Net stockholders will be held at 21281 Burbank Boulevard, Woodland Hills, California 91367 at 10:00 a.m., Pacific Time, on October 23, 2015. Subject to space availability, all Health Net stockholders as of the Health Net record date, or their duly appointed proxies, may attend the meeting. Since seating is limited, admission to the meeting will be on a first-come, first-served basis. Registration and seating will begin at 9:30 a.m., Pacific Time.

If you wish to attend your respective company's special meeting, you must bring photo identification. If you hold your shares through a broker, bank or other nominee, you must also bring proof of ownership such as the voting instruction form from your broker or other nominee or an account statement.

Table of Contents

Q: If my shares are held in street name by a broker, bank or other nominee, will my broker, bank or other nominee vote my shares for me?

A: If your shares are held in street name in a stock brokerage account or by a broker, bank or other nominee, you must provide the record holder of your shares with instructions on how to vote your shares. Please follow the voting instructions provided by your broker, bank or other nominee. Please note that you may not vote shares held in street name by returning a proxy card directly to Centene or Health Net or by voting in person at your respective company's special meeting unless you provide a legal proxy, which you must obtain from your broker, bank or other nominee. Your broker, bank or other nominee is obligated to provide you with a voting instruction card for you to use.

Under the rules of the NYSE, brokers who hold shares in street name for a beneficial owner of those shares typically have the authority to vote in their discretion on routine proposals when they have not received instructions from beneficial owners. However, brokers are not allowed to exercise their voting discretion with respect to the approval of matters that the NYSE determines to be non-routine without specific instructions from the beneficial owner. It is expected that all proposals to be voted on at the Health Net special meeting, the Share Issuance proposal and the Centene Adjournment proposal are such non-routine matters and that the Charter Amendment proposal is a routine matter. Broker non-votes occur when a broker or nominee is not instructed by the beneficial owner of shares to vote on a particular proposal for which the broker does not have discretionary voting power.

If you are a Centene stockholder and you do not instruct your broker, bank or other nominee on how to vote your shares:

your broker, bank or other nominee may not vote your shares on the Share Issuance proposal, which broker non-votes, if any, will have no effect on the vote count for this proposal (assuming a quorum is present);

your broker, bank or other nominee may not vote your shares on the Centene Adjournment proposal, which broker non-votes, if any, will have no effect on the vote count for this proposal (regardless of whether a quorum is present); and

your broker, bank or other nominee may vote your shares on the Charter Amendment proposal.

If you are a Health Net stockholder and you do not instruct your broker, bank or other nominee on how to vote your shares:

your broker, bank or other nominee may not vote your shares on the Merger proposal, which broker non-votes, if any, will have the same effect as a vote AGAINST this proposal;

your broker, bank or other nominee may not vote your shares on the Merger-Related Compensation proposal, which broker non-votes, if any, will have no effect on the vote count for this proposal (assuming a quorum is present); and

your broker, bank or other nominee may not vote your shares on the Health Net Adjournment proposal, which broker non-votes, if any, will have no effect on the vote count for this proposal if a quorum is present, and will have the same effect as a vote AGAINST this proposal if a quorum is not present.

Q: How do I vote my shares of Health Net common stock held through Health Net's 401(k) Plan?

A: If you hold shares of Health Net common stock through Health Net's 401(k) Plan, you may vote your shares by telephone, mail or via the Internet as described above. If you vote your shares by telephone or via the Internet, your voting instructions must be received before 11:59 p.m. (Eastern Time) on October 20, 2015 in order for you to instruct the 401(k) Plan trustee how to vote your shares. If you vote your shares by mail, your voting instructions must be received before 6:00 p.m. (Eastern Time) on October 20, 2015 in order for you to instruct

Table of Contents

the 401(k) Plan trustee how to vote your shares. If you hold shares through the 401(k) Plan and do not timely submit your voting instructions by this deadline, your applicable shares will be voted in the same proportion to the shares held in the 401(k) Plan for which votes were cast.

If you hold shares of Health Net common stock through the 401(k) Plan, you may attend the Health Net special meeting. However, shares held through the 401(k) Plan can only be voted as described above, and cannot be voted in person at the Health Net special meeting.

Q: What if I fail to vote or abstain?

A: For purposes of each of the Centene special meeting and the Health Net special meeting, an abstention occurs when a stockholder attends the applicable special meeting in person and does not vote or returns a proxy with an abstain instruction.

Centene

Share Issuance proposal: An abstention will have no effect on the vote for the Share Issuance proposal. If a Centene stockholder is not present in person at the Centene special meeting and does not respond by proxy, it will have no effect on the vote count for the Share Issuance proposal (assuming a quorum is present).

Centene Adjournment proposal: If a quorum is not present, an abstention will have the same effect as a vote AGAINST the Centene Adjournment proposal. If a quorum is present, an abstention will have no effect on the vote for the Centene Adjournment proposal. If a Centene stockholder is not present in person at the Centene special meeting and does not respond by proxy, it will have no effect on the vote count for the Centene Adjournment proposal (assuming a quorum is present).

Charter Amendment proposal: An abstention or failure to vote will have the same effect as a vote cast AGAINST the Charter Amendment proposal.

Health Net

Merger proposal: An abstention or failure to vote will have the same effect as a vote cast AGAINST the Merger proposal.

Merger-Related Compensation proposal: An abstention will have no effect on the vote on the Merger-Related Compensation proposal. If a Health Net stockholder is not present in person at the Health Net special meeting and does not respond by proxy, it will have no effect on the vote count for the Merger-Related Compensation proposal (assuming a quorum is present).

Health Net Adjournment proposal: If a quorum is not present, an abstention will have the same effect as a vote cast AGAINST the Health Net Adjournment proposal. If a quorum is present, an abstention will have no effect on the Health Net Adjournment proposal. If a Health Net stockholder is not present in person at the Health Net special meeting and does not respond by proxy, it will have no effect on the vote count for the Health Net Adjournment proposal (assuming a quorum is present).

Q: What will happen if I return my proxy or voting instruction card without indicating how to vote?

A: If you sign and return your proxy or voting instruction card without indicating how to vote on any particular proposal, the Centene common stock represented by your proxy will be voted as recommended by the Centene Board with respect to that proposal or the Health Net common stock represented by your proxy will be voted as recommended by the Health Net Board with respect to that proposal. Unless a Centene stockholder or a Health Net stockholder, as applicable, checks the box on its proxy card to withhold discretionary authority, the applicable proxy holders may use their discretion to vote on other matters relating to the Centene special meeting or Health Net special meeting, as applicable.

Table of Contents

Q: What if I hold shares of both Centene common stock and Health Net common stock?

A: If you are a stockholder of both Centene and Health Net, you will receive two separate packages of proxy materials. A vote as a Health Net stockholder will not constitute a vote as a Centene stockholder and vice versa. Therefore, please sign, date and return all proxy cards that you receive, whether from Centene or Health Net, or vote as both a Centene stockholder and as a Health Net stockholder by Internet or telephone.

Q: May I change or revoke my vote after I have delivered my proxy or voting instruction card?

A: Yes. If you are a record holder, you may change or revoke your vote before your proxy is voted at the Centene or Health Net special meeting as described herein. You may do this in one of four ways:

by sending a notice of revocation to the corporate secretary of Centene or Health Net, as applicable;

by logging onto the Internet website specified on your proxy card in the same manner you would to submit your proxy electronically or by calling the telephone number specified on your proxy card, in each case if you are eligible to do so;

by sending a completed proxy card bearing a later date than your original proxy card; or

by attending the Centene or Health Net special meeting, as applicable, and voting in person.

If you choose any of the first three methods, you must take the described action no later than the beginning of the applicable special meeting.

If your shares are held in an account at a broker, bank or other nominee or through the Health Net 401(k) Plan and you have delivered your voting instruction card to your broker, bank or other nominee, you should contact your broker, bank or other nominee, or your plan administrator to change your vote.

Q: What are the U.S. federal income tax consequences of the merger?

A: The merger and the subsequent merger, if both are consummated, are intended to constitute a single integrated transaction that qualifies as a reorganization within the meaning of Section 368(a) of the Code. It is a condition to Centene's obligation to complete the subsequent merger that Health Net receive a written opinion of Morgan Lewis, Health Net's outside legal counsel, to the effect that the mergers will qualify as a reorganization described in Section 368(a) of the Code. If the subsequent merger is consummated, in general no gain or loss will be recognized by U.S. holders of Health Net common stock upon the exchange of Health Net common stock for Centene common stock except that U.S. holders will recognize gain (but not loss) to the extent such U.S. holders receive cash (including the cash portion of the merger consideration and any cash received in lieu of a fractional share). If the subsequent merger is not consummated, U.S. holders of Health Net common stock would recognize gain or loss equal to the difference, if any, between (i) the sum of the fair market value of the Centene common stock received in the merger and any cash received and (ii) such U.S. holder's adjusted tax basis in the Health Net common stock surrendered in exchange therefor. You are strongly urged to consult with a tax advisor to determine the particular U.S. federal, state or local or foreign income or other tax consequences of the mergers to you. You will not know at the time of your respective vote

whether the subsequent merger will take place, and therefore you will not know the precise tax treatment of the merger or mergers when you vote. See The Merger U.S. Federal Income Tax Consequences beginning on page 130 for additional information.

Q: Do I have appraisal rights in connection with the transaction?

A: Under Delaware law, Centene stockholders will not be entitled to exercise any appraisal rights in connection with the merger, the subsequent merger or any other transaction described in this joint proxy statement/prospectus.

Table of Contents

Subject to the closing of the merger, record holders of Health Net common stock who do not vote in favor of the adoption of the merger agreement and otherwise comply fully with the requirements and procedures of Section 262 of the DGCL may exercise their rights of appraisal, which generally entitle stockholders to receive a cash payment equal to the fair value of their Health Net common stock exclusive of any element of value arising from the accomplishment or expectation of the mergers. The fair value could be higher or lower than, or the same as, the merger consideration. A detailed description of the appraisal rights and procedures available to Health Net stockholders is included in *The Merger Appraisal Rights* beginning on page 125. The full text of Section 262 of the DGCL is attached as Annex G to this joint proxy statement/prospectus.

Q: What will happen to my Health Net stock options and other stock-based awards?

A: Upon completion of the merger:

Each outstanding Health Net stock option that you hold will be cancelled in exchange for:

(i) a cash payment of \$28.25 for each share of Health Net common stock subject to the option, generally reduced by an amount of cash equal to any applicable withholding taxes; and

(ii) a distribution of 0.622 of a validly issued, fully paid and non-assessable share of Centene common stock for each share of Health Net common stock subject to the option, generally reduced by a number of shares of Centene common stock with a Centene stock value equal to the aggregate exercise price of the option.

If the amount of cash that would otherwise be provided to you in respect of your Health Net stock options is not sufficient to cover the applicable withholding taxes, then the number of shares of Centene common stock that would otherwise be provided to you will be reduced to the extent necessary to cover the shortfall. If the number of shares of Centene common stock that would otherwise be provided to you in respect of your Health Net stock options is not sufficient to cover the option exercise price, then the amount of cash that would otherwise be provided to you will be reduced to the extent necessary to cover the shortfall. Any fractional shares of Centene common stock will be treated as set forth in *The Merger Agreement Merger Consideration Received by Health Net Stockholders*.

Each outstanding Health Net restricted stock unit and performance share award that you hold that either (i) is vested in accordance with its vesting schedule as of the completion of the merger or (ii) becomes vested under its terms solely as a result of the completion of the merger will be cancelled in exchange for a cash payment per share subject to the award of \$28.25 and a distribution per share subject to the award of 0.622 of a validly issued, fully paid and non-assessable share of Centene common stock.

Any applicable withholding taxes resulting from this treatment of your vested Health Net restricted stock units or performance share awards will be satisfied by reducing the amount of cash that would otherwise be provided to you, but if the amount of that cash is not sufficient to cover the applicable withholding taxes, then the number of shares of Centene common stock that would otherwise be provided to you will be reduced to the extent necessary to cover the shortfall. Any fractional shares of Centene common stock will be treated as set forth in *The Merger Agreement Merger Consideration Received by Health Net Stockholders*.

Each outstanding Health Net restricted stock unit and performance share award that is not vested in accordance with its vesting schedule as of the completion of the merger and does not otherwise become vested under its terms solely as a result of the completion of the merger will be converted into an award relating to a number of shares of Centene common stock (rounded down to the nearest whole share) equal to the product of (i) the number of shares of Health Net common stock that were issuable upon the vesting of such award immediately prior to the effective time of the merger, multiplied by (ii) the rollover award exchange ratio, as described hereinafter, but will otherwise remain outstanding subject to the same terms and conditions (including time-based vesting conditions) as applied to the award

Table of Contents

immediately prior to the completion of the merger. However, any outstanding performance criteria relating to converted Health Net performance share awards will be deemed to have been achieved at the target level. The rollover award exchange ratio is equal to the sum of (x) 0.622 and (y) the quotient of (1) \$28.25 divided by (2) the Centene stock value.

Q: What happens if I sell my shares of Health Net common stock after the record date but before the Health Net special meeting?

A: The record date for the Health Net special meeting (the close of business on September 22, 2015) is earlier than the date of the Health Net special meeting and earlier than the date that the merger is expected to be completed. If you sell or otherwise transfer your shares of Health Net common stock after the record date but before the date of the Health Net special meeting, you will retain your right to vote at the Health Net special meeting. However, you will not have the right to receive the merger consideration to be received by Health Net stockholders in the merger. In order to receive the merger consideration, you must hold your shares through completion of the merger.

Q: What happens if I sell my Centene shares after the record date but before the Centene special meeting?

A: The record date for the Centene special meeting (the close of business on September 22, 2015) is earlier than the date of the Centene special meeting. If you sell or otherwise transfer your Centene common shares after the record date but before the date of the Centene special meeting, you will retain your right to vote at the Centene special meeting.

Q: Whom should I contact if I have any questions about the proxy materials or voting?

A: If you have any questions about the proxy materials, or if you need assistance submitting your proxy or voting your shares or need additional copies of this joint proxy statement/prospectus or the enclosed proxy card, you should contact the proxy solicitation agent for the company in which you hold shares.

If you are a Centene stockholder, you should contact the proxy solicitation agents for Centene, at:

Innisfree M&A Incorporated

(877) 825-8772

Bankers and brokers call collect at (212) 750-5833

If you are a Health Net stockholder, you should contact MacKenzie Partners, Inc., the proxy solicitation agent for Health Net, at (800) 322-2885 (toll-free) or (212) 929-5500 (collect).

Morrow & Co., LLC

(800) 662-5200

Bankers and brokers call collect at (203) 658-9400

Table of Contents**SUMMARY**

*This summary highlights selected information contained in this joint proxy statement/prospectus and does not contain all the information that may be important to you. Centene and Health Net urge you to read carefully this joint proxy statement/prospectus in its entirety, including the annexes. Additional, important information, which Centene and Health Net also urge you to read, is contained in the documents incorporated by reference into this joint proxy statement/prospectus. See *Where You Can Find More Information* beginning on page 220. Unless stated otherwise, all references in this joint proxy statement/prospectus to Centene are to Centene Corporation, all references to Health Net are to Health Net, Inc. and all references to the merger agreement are to the Agreement and Plan of Merger, dated as of July 2, 2015, by and among Centene Corporation, Chopin Merger Sub I, Inc., Chopin Merger Sub II, Inc. and Health Net, Inc., a copy of which is attached as Annex A to this joint proxy statement/prospectus.*

The Parties***Centene***

Centene is a diversified, multi-national health care enterprise that provides programs and services to government sponsored health care programs, focusing on under-insured and uninsured individuals. Centene provides member-focused services through locally based staff by assisting in accessing care, coordinating referrals to related health and social services and addressing member concerns and questions. Centene also provides education and outreach programs to inform and assist members in accessing quality, appropriate health care services. Centene believes its local approach, including member and provider services, enables it to provide accessible, quality, culturally-sensitive health care coverage to its communities. Centene's health management, educational and other initiatives are designed to help members best utilize the health care system to ensure they receive appropriate, medically necessary services and effective management of routine, severe and chronic health problems, resulting in better health outcomes. Centene combines its decentralized local approach for care with a centralized infrastructure of support functions such as finance, information systems and claims processing.

Centene operates in two segments: Managed Care and Specialty Services. Centene's Managed Care segment provides health plan coverage to individuals through government subsidized programs, including Medicaid, the State Children's Health Insurance Program, Long Term Care, Foster Care, dual-eligible individuals and the Supplemental Security Income Program, also known as the Aged, Blind or Disabled Program, or collectively ABD. Beginning in 2014, Centene's Managed Care segment also provides health plan coverage to individuals covered through federally-facilitated and state-based Health Insurance Marketplaces. Centene's Specialty Services segment consists of Centene's specialty companies offering diversified health care services and products to state programs, correctional facilities, health care organizations, employer groups and other commercial organizations, as well as to its own subsidiaries. For the year ended December 31, 2014, Centene's Managed Care and Specialty Services segments accounted for 89% and 11%, respectively, of Centene's total external premium and service revenues.

Centene's managed care membership totaled 4.1 million as of December 31, 2014. For the year ended December 31, 2014, Centene's premium and service revenues and net earnings from continuing operations attributable to Centene were \$15.7 billion and \$268 million, respectively, and its total cash flow from operations was \$1.2 billion.

On February 2, 2015, the Centene Board declared a two-for-one split of Centene common stock in the form of a 100% stock dividend distributed February 19, 2015 to stockholders of record on February 12, 2015. All share, per share and stock price information presented in this joint proxy statement/prospectus has been adjusted for the two-for-one stock split.

Table of Contents

Centene's initial health plan commenced operations in Wisconsin in 1984. Centene was organized in Wisconsin in 1993 as a holding company for its initial health plan and reincorporated in Delaware in 2001. Centene's corporate office is located at 7700 Forsyth Boulevard, St. Louis, Missouri 63105, and its telephone number is (314) 725-4477. Centene's website address is www.centene.com. Information contained on Centene's website does not constitute part of this joint proxy statement/prospectus. Centene's stock is publicly traded on the NYSE under the ticker symbol CNC.

Health Net

Health Net is a publicly traded managed care organization that delivers managed health care services through health plans and government-sponsored managed care plans. Health Net's mission is to help people be healthy, secure and comfortable. Health Net provides and administers health benefits to approximately 6.1 million individuals across the country through group, individual, Medicare (including the Medicare prescription drug benefit commonly referred to as Part D), Medicaid and dual eligible programs as well as programs with the U.S. Department of Defense, which is referred to as the DoD, and U.S. Department of Veterans Affairs, which is referred to as VA. Health Net also offers behavioral health, substance abuse and employee assistance programs, and managed health care products related to prescription drugs.

Health Net's Western Region Operations segment includes the operations of its commercial, Medicare and Medicaid health plans as well as the operations of its health and life insurance companies and certain operations of its behavioral health and pharmaceutical services subsidiaries, primarily in Arizona, California, Oregon and Washington. As of June 30, 2015, Health Net had approximately 3.2 million risk members in its Western Region Operations segment. For the year ended December 31, 2014, Western Region Operations health plan services premiums revenues were approximately \$13.4 billion.

Health Net's Government Contracts segment includes its government-sponsored managed care contract with the DoD under the TRICARE program in the North Region, its Military and Family Life Counseling, formerly Military and Family Life Consultant, which is referred to as MFLC, contract with DoD and other health care related government contracts, including the Veterans Choice and Patient Centered Community Care program, which is referred to as PC3/Choice, with VA. Under the T-3 contract for the TRICARE North Region, Health Net provides administrative services to approximately 2.8 million Military Health System eligible beneficiaries. For the year ended December 31, 2014, Government Contracts revenues were approximately \$604 million.

Health Net was incorporated in 1990. The current operations are the result of the April 1, 1997 merger transaction, which is referred to as the FHS Combination, involving Health Systems International, Inc., which is referred to as HSI, and Foundation Health Corporation. Health Net changed its name to Health Net, Inc. in November 2000. Prior to the FHS Combination, Health Net was the successor to the business conducted by Health Net of California, Inc., now its health maintenance organization, which is referred to as HMO, subsidiary in California, and HMO and preferred provider organization networks operated by QualMed, Inc., which combined with those networks in 1994 to create HSI.

Health Net's executive offices are located at 21650 Oxnard Street, Woodland Hills, California 91367, its website address is www.healthnet.com, and its phone number is (818) 676-6000. Information contained on Health Net's website does not constitute part of this joint proxy statement/prospectus. Health Net common stock is listed on the NYSE, trading under the symbol HNT.

Merger Sub I

Chopin Merger Sub I, Inc., which is referred to as Merger Sub I, a direct wholly owned subsidiary of Centene, is a Delaware corporation incorporated on June 26, 2015 for the purpose of effecting the merger. Merger Sub I has not conducted any activities other than those incidental to its formation and the matters

Table of Contents

contemplated by the merger agreement, including the preparation of applicable regulatory filings in connection with the merger. The principal executive offices of Merger Sub I are located at 7700 Forsyth Boulevard, St. Louis, Missouri 63105.

Merger Sub II

Chopin Merger Sub II, Inc., which is referred to as Merger Sub II and, together with Merger Sub I, the Merger Subs, a direct wholly owned subsidiary of Centene, is a Delaware corporation incorporated on June 26, 2015 for the purpose of effecting the subsequent merger, if applicable. Merger Sub II has not conducted any activities other than those incidental to its formation and the matters contemplated by the merger agreement, including the preparation of applicable regulatory filings in connection with the mergers. The principal executive offices of Merger Sub II are located at 7700 Forsyth Boulevard, St. Louis, Missouri 63105.

The Transaction

On July 2, 2015, Centene, Health Net, Merger Sub I and Merger Sub II entered into the merger agreement, which provides that, subject to the terms and conditions of the merger agreement and in accordance with the DGCL, Merger Sub I will merge with and into Health Net, with Health Net continuing as the surviving corporation and a direct wholly owned subsidiary of Centene. In addition, immediately following the completion of the merger and contingent upon Health Net's receipt before the effective time of the merger of an opinion from Morgan Lewis, Health Net's outside legal counsel, that the mergers will constitute a reorganization under Section 368(a) of the Code, Health Net as the surviving corporation in the merger will merge with and into Merger Sub II, with Merger Sub II continuing as the surviving corporation and a direct wholly owned subsidiary of Centene.

Consideration to be Received in the Merger by Health Net Stockholders

In the merger, each share of Health Net common stock that is issued and outstanding immediately prior to the effective time of the merger (other than (i) any shares of Health Net common stock owned or held directly or indirectly by Centene, Health Net (including as treasury stock), Merger Sub I or Merger Sub II, which will be cancelled upon completion of the merger, (ii) shares underlying Health Net stock options, restricted stock units or performance share awards and (iii) any shares of Health Net common stock with respect to which appraisal rights are properly demanded and not withdrawn under the DGCL, which are referred to as appraisal shares) will be converted into the right to receive \$28.25 in cash and 0.622 of a validly issued, fully paid and non-assessable share of Centene common stock, which is referred to as the exchange ratio, and which cash and stock consideration combined are referred to as the merger consideration. This exchange ratio is fixed and will not be adjusted to reflect stock price changes prior to the closing of the merger. The exchange ratio will be adjusted appropriately to fully reflect the effect of any reclassification, stock split (including a reverse stock split), recapitalization, split-up, combination, exchange of shares, readjustment or other similar transaction (including any exercise of rights issued pursuant to the Health Net rights agreement), or any stock dividend declared thereon, with respect to the shares of either Centene common stock or Health Net common stock with a record date prior to completion of the merger. No fractional shares of Centene common stock will be issued in connection with the merger. Instead of receiving any fractional shares, each holder of Health Net common stock will be paid an amount in cash, without interest, rounded down to the nearest cent, equal to the product of (x) the amount of the fractional share interest in a share of Centene common stock to which such holder would otherwise be entitled (rounded to three decimal places) and (y) the Centene stock value. Centene stockholders will continue to own their existing shares of Centene common stock, the form of which will not be changed by the transaction.

Table of Contents**Treatment of Stock Options and Other Stock-Based Awards*****Health Net***

Each outstanding Health Net stock option will be cancelled upon completion of the merger in exchange for (i) a cash payment of \$28.25 for each share of Health Net common stock subject to the option, generally reduced by an amount of cash equal to any applicable withholding taxes, and (ii) a distribution of 0.622 of a validly issued, fully paid and non-assessable share of Centene common stock for each share of Health Net common stock subject to the option, generally reduced by a number of shares of Centene common stock with a Centene stock value equal to the aggregate exercise price of the option (such aggregate amount hereinafter referred to as the Health Net Stock Option Consideration). If the amount of cash that would otherwise be provided to a holder of Health Net stock options is not sufficient to cover the applicable withholding taxes, then the number of shares of Centene common stock that would otherwise be provided to the holder will be reduced to the extent necessary to cover the shortfall. If the number of shares of Centene common stock that would otherwise be provided to a holder of Health Net stock options is not sufficient to cover the option exercise price, then the amount of cash that would otherwise be provided to the holder will be reduced to the extent necessary to cover the shortfall. Any fractional shares of Centene common stock will be treated as set forth in The Merger Agreement Merger Consideration Received by Health Net Stockholders.

Each outstanding Health Net restricted stock unit and performance share award that either (i) is vested in accordance with its vesting schedule as of the completion of the merger or (ii) becomes vested under its terms solely as a result of the completion of the merger will be cancelled upon the completion of the merger in exchange for a cash payment per share subject to the award of \$28.25 and a distribution per share subject to the award of 0.622 of a validly issued, fully paid and non-assessable share of Centene common stock.

Any applicable withholding taxes resulting from this treatment of vested Health Net restricted stock units and performance share awards will be satisfied by reducing the amount of cash that would otherwise be provided to the holder of the vested award, but if the amount of that cash is not sufficient to cover the applicable withholding taxes, then the number of shares of Centene common stock that would otherwise be provided to the holder will be reduced to the extent necessary to cover the shortfall. However, any fractional shares of Centene common stock will be treated as set forth in The Merger Agreement Merger Consideration Received by Health Net Stockholders.

Each outstanding Health Net restricted stock unit and performance share award that is not vested in accordance with its vesting schedule as of the completion of the merger and does not otherwise become vested under its terms solely as a result of the completion of the merger will be converted into an award relating to a number of shares of Centene common stock (rounded down to the nearest whole share) equal to the product of (i) the number of shares of Health Net common stock that were issuable upon the vesting of such award immediately prior to the effective time of the merger, multiplied by (ii) the rollover award exchange ratio, as described hereinafter, but will otherwise remain outstanding subject to the same terms and conditions (including time-based vesting conditions) as applied to the award immediately prior to the completion of the merger. However, any outstanding performance criteria relating to converted Health Net performance share awards will be deemed to have been achieved at the target level. The rollover award exchange ratio is equal to the sum of (x) 0.622 and (y) the quotient of (1) \$28.25 divided by (2) the Centene stock value.

For a more complete discussion of the treatment of Health Net stock options, restricted stock units and performance share awards, see The Merger Agreement Treatment of Health Net Stock Options and Other Stock-Based Awards on page 135. For further discussion of the treatment of Health Net stock options, restricted stock units and performance share awards held by directors and executive officers of Health Net, see The Merger Interests of Directors and Executive Officers in the Merger Interests of Directors and Executive Officers of Health Net in the Merger beginning

on page 107.

Table of Contents

Centene

Neither the merger nor the subsequent merger (if it occurs) will affect Centene's stock options or other stock-based awards. All such awards will remain outstanding subject to the same terms and conditions that are applicable to such stock options or other stock-based awards prior to the mergers.

Centene Board of Directors Following Completion of the Merger

Board of Directors. The merger agreement provides that the parties will take all actions so that immediately following the completion of the merger, the Centene Board will include one director to be designated by the Health Net Board from those directors serving on the Health Net Board as of July 2, 2015, who qualifies as an independent director as defined by Section 303A.02 of the NYSE Listed Company Manual and is reasonably acceptable to the Nominating and Corporate Governance Committee of Centene. Other than such additional director, no changes to the Centene Board or Centene senior management are expected in connection with the consummation of the mergers.

For a more complete discussion of the directors and executive officers of the surviving corporation, see *The Merger Governance of Centene Following Completion of the Merger* beginning on page 106.

Headquarters

Upon completion of the transaction, Centene's corporate headquarters will remain in St. Louis, Missouri, with operations throughout the country.

Recommendations of the Centene Board of Directors

After careful consideration, the Centene Board unanimously recommends that holders of Centene common stock vote **FOR** the Share Issuance proposal, **FOR** the Centene Adjournment proposal and **FOR** the Charter Amendment proposal.

For a more complete description of the Centene Board's reasons for the transaction and the recommendations of the Centene Board, see *The Merger Rationale for the Transaction* and *The Merger Centene Board of Directors Recommendations and Its Reasons for the Transaction* beginning on pages 64 and 65, respectively.

Recommendations of the Health Net Board of Directors

After careful consideration, the Health Net Board unanimously recommends that holders of Health Net common stock vote **FOR** the Merger proposal and **FOR** the Health Net Adjournment proposal.

After careful consideration, the Health Net Board unanimously recommends that holders of Health Net common stock vote **FOR** the Merger-Related Compensation proposal to approve, on an advisory (non-binding) basis, any golden parachute compensation arrangement that may be paid or become payable to Health Net's named executive officers that is based on or otherwise relates to the merger or contemplated by the merger agreement.

For a more complete description of the Health Net Board's reasons for the transaction and the recommendation of the Health Net Board, see *The Merger Rationale for the Transaction* and *The Merger Health Net Board of Directors Recommendation and Its Reasons for the Transaction* beginning on pages 64 and 65, respectively.

Table of Contents

Opinions of Financial Advisors

Centene's Financial Advisors

Opinion of Allen & Company LLC

Centene has engaged Allen & Company LLC, referred to as Allen & Company, as a financial advisor to Centene in connection with the proposed merger. On July 1, 2015, at a meeting of the Centene Board held to evaluate the merger, Allen & Company rendered an oral opinion, which was confirmed by delivery of a written opinion dated July 1, 2015, to the Centene Board as to the fairness, from a financial point of view and as of the date of such opinion, to Centene of the merger consideration payable by Centene pursuant to the merger agreement.

The full text of Allen & Company's written opinion, dated July 1, 2015, which describes the procedures followed, matters considered, assumptions made and qualifications and limitations on the review undertaken, is attached to this joint proxy statement/prospectus as Annex D and is incorporated by reference in its entirety into this joint proxy statement/prospectus. You are encouraged to read Allen & Company's opinion carefully and in its entirety. Allen & Company's opinion was intended for the benefit and use of the Centene Board (in its capacity as such) in connection with its evaluation of the merger consideration from a financial point of view to Centene and did not address any other aspect of the merger. Allen & Company's opinion did not constitute a recommendation as to the course of action that the Centene Board should pursue in connection with the merger, or otherwise address the merits of the underlying decision by Centene to engage in the merger, including in comparison to other strategies or transactions that might be available to Centene or in which Centene might engage. The opinion does not constitute advice or a recommendation to any stockholder as to how such stockholder should vote or act on any matter relating to the merger or otherwise.

Opinion of Evercore Group L.L.C.

Centene has engaged Evercore Group L.L.C., referred to as Evercore, as a financial advisor to Centene in connection with the proposed merger. On July 1, 2015, at a meeting of the Centene Board, Evercore rendered its oral opinion, subsequently confirmed by delivery of a written opinion that, based upon and subject to the factors, procedures, assumptions, qualifications and limitations set forth in its opinion, as of July 1, 2015, the merger consideration was fair, from a financial point of view, to Centene.

The full text of the written opinion of Evercore, dated as of July 1, 2015, which sets forth, among other things, the procedures followed, assumptions made, matters considered and qualifications and limitations on the scope of review undertaken in rendering its opinion, is attached as Annex E to this joint proxy statement/prospectus and is incorporated by reference in its entirety into this joint proxy statement/prospectus. You are urged to read Evercore's opinion carefully and in its entirety. Evercore's opinion was addressed to, and provided for the information and benefit of, the Centene Board (in its capacity as such) in connection with its evaluation of the merger consideration from a financial point of view and did not address any other aspects or implications of the merger. The opinion does not constitute a recommendation to the Centene Board or to any other persons in respect of the merger, including as to how any holder of shares of Centene common stock or Health Net common stock should vote or act in respect of the Centene share issuance or the merger. Evercore's opinion does not address the relative merits of the merger as compared to other business or financial strategies that might be available to Centene, nor does it address the underlying business decision of Centene to engage in the merger.

Table of Contents

Health Net's Financial Advisor

Opinion of J.P. Morgan Securities LLC

In connection with its consideration of the merger, the Health Net Board received on July 1, 2015 from Health Net's financial advisor, J.P. Morgan Securities LLC, which is referred to as J.P. Morgan, its oral opinion, subsequently confirmed in writing on the same day, that, as of such date and based upon and subject to the factors, assumptions, limitations and qualifications set forth in its opinion, the merger consideration to be paid to the holders of Health Net common stock in the merger and, if applicable, the subsequent merger was fair, from a financial point of view, to such stockholders. The full text of the written opinion of J.P. Morgan, dated July 1, 2015, which sets forth, among other things, the assumptions made, matters considered and qualifications and limitations on the review undertaken by J.P. Morgan in connection with rendering its opinion, is attached to this joint proxy statement/prospectus as Annex F and is incorporated herein by reference. You should read this opinion and the description beginning on page 89 carefully and in their entirety. J.P. Morgan's opinion is addressed to the Health Net Board, is directed only to the merger consideration to be paid to the holders of Health Net common stock and does not address any other matter. The opinion does not constitute a recommendation as to how any such stockholder should vote with respect to the merger or any other matter.

For a description of the opinion that the Health Net Board received from J.P. Morgan, see *The Merger Opinion of Health Net's Financial Advisor* beginning on page 89 of this joint proxy statement/prospectus.

Interests of Directors and Executive Officers in the Mergers

You should be aware that some of the directors and executive officers of Centene and Health Net have interests in the mergers that are different from, or are in addition to, the interests of stockholders generally. These interests include the following:

For Health Net's Directors and Executive Officers: The accelerated vesting and settlement of certain stock-based compensation awards; the conversion of certain restricted stock units and performance share awards; indemnification and insurance; the appointment of one independent director to be designated by the Health Net Board from those directors serving on the Health Net Board as of July 2, 2015, who qualifies as an independent director as defined by Section 303A.02 of the NYSE Listed Company Manual and is reasonably acceptable to the Nominating and Corporate Governance Committee of Centene; the anticipated service in senior positions of certain members of Health Net's senior management team following the mergers; the treatment of compensation arrangements relating to certain executive officers; the indemnification of Health Net's directors and officers by Centene; and the interests and obligations of Mr. Jay M. Gellert pursuant to the Health Net Voting Agreement. For a further discussion of the Health Net Voting Agreement, see *The Health Net Voting Agreement* beginning on page 168.

For Centene's Directors and Executive Officers: Mr. Michael F. Neidorff, currently the Chairman of the Centene Board and Centene's President and Chief Executive Officer, will continue in those positions immediately following the completion of the mergers; Mr. Neidorff and eight other directors of Centene will continue to serve as directors of Centene immediately following the completion of the mergers; and the interests and obligations of Mr. Michael F. Neidorff pursuant to the Centene Voting Agreement. For a further discussion of the Centene Voting Agreement, see *The Centene Voting Agreement* beginning on page 165.

The Centene Board and the Health Net Board were aware of these additional interests by their respective directors and executive officers and considered these potential interests, among other matters, in evaluating and negotiating the merger agreement and the mergers, in approving the merger agreement and in recommending the applicable

merger-related proposals.

Table of Contents

For a further discussion of the interests of Health Net and Centene directors and executive officers in the mergers, see *The Merger Interests of Directors and Executive Officers in the Merger* beginning on page 107.

The Centene Voting Agreement

In connection with entering into the merger agreement, Michael F. Neidorff, the President and Chief Executive Officer of Centene, who is referred to herein as the Centene Supporting Stockholder, entered into a voting agreement with Health Net, which is referred to as the Centene Voting Agreement, pursuant to which the Centene Supporting Stockholder agreed to, among other things, vote his shares of Centene common stock (i) for the Share Issuance proposal and any actions in furtherance thereof at any meeting of the stockholders of Centene, and at any adjournment or postponement thereof, at which the Share Issuance proposal, or the other transactions contemplated by the merger agreement and the other related agreements (or any amended versions thereof), or such other actions, are submitted for the consideration and vote of the stockholders of Centene (or in response to a request by Centene for written consent with respect thereto), and (ii) against (A) any takeover proposal in respect of Centene and (B) any other corporate action the consummation of which would frustrate the purposes, or prevent or materially delay the consummation, of the transactions contemplated by the merger agreement. Notwithstanding the foregoing agreements each of Health Net and the Centene Supporting Stockholder have agreed that the foregoing obligations will not in any way restrict the Centene Supporting Stockholder from taking any action in his capacity as a director, officer or employee of Centene that is otherwise permitted to be taken pursuant to the merger agreement. The Centene Voting Agreement terminates upon the earliest to occur of: (x) the termination of the merger agreement; (y) an adverse recommendation by the Centene Board; or (z) the receipt of the Centene stockholder approval in respect of the Share Issuance proposal. As of the close of business on September 14, 2015, the most recent practicable date for which such information was available, the Centene Supporting Stockholder has the power to vote and is the beneficial owner of approximately 0.8% and 2.9%, respectively, of the issued and outstanding shares of Centene common stock. The percentage of shares of Centene common stock that the Centene Supporting Stockholder has the power to vote or beneficially owns as of the record date is not expected to be meaningfully different from the percentage as of September 14, 2015.

For a further discussion of the Centene Voting Agreement, see *The Centene Voting Agreement* beginning on page 165.

The Health Net Voting Agreement

In connection with entering into the merger agreement, Jay M. Gellert, the President and Chief Executive Officer of Health Net, who is referred to herein as the Health Net Supporting Stockholder, entered into a voting agreement with Centene, which is referred to as the Health Net Voting Agreement, pursuant to which the Health Net Supporting Stockholder agreed to, among other things, vote his shares of Health Net common stock (i) for the adoption of the merger agreement, the merger and the other transactions contemplated by the merger agreement, and all agreements in furtherance of the merger and any actions in furtherance thereof at any meeting of the stockholders of Health Net, and at any adjournment or postponement thereof, at which such merger agreement and the other related agreements (or any amended version thereof), or such other actions, are submitted for the consideration and vote of the stockholders of Health Net (or in response to a request by Health Net for written consent with respect thereto), and (ii) against (A) any takeover proposal with respect to Health Net and (B) any other corporate action the consummation of which would frustrate the purposes, or prevent or materially delay the consummation, of the transactions contemplated by the merger agreement. Notwithstanding the foregoing agreements each of Centene and the Health Net Supporting Stockholder have agreed that the foregoing obligations will not in any way restrict the Health Net Supporting Stockholder from making any action in his capacity as a director, officer or employee of Health Net that is otherwise permitted to be taken pursuant to the merger agreement. The Health Net Voting Agreement terminates upon the earliest to occur of: (x) the termination of the merger agreement; (y) an adverse recommendation by the Health Net

Board; or (z) the receipt

Table of Contents

of the Health Net stockholder approval in respect of the Merger proposal. As of the close of business on September 14, 2015, the most recent practicable date for which such information was available, the Health Net Supporting Stockholder has the power to vote and is the beneficial owner of approximately 1.3% and 2.1%, respectively, of the issued and outstanding shares of Health Net common stock. The percentage of shares of Health Net common stock that the Health Net Supporting Stockholder has the power to vote or beneficially owns as of the record date is not expected to be meaningfully different from the percentage as of September 14, 2015.

For a further discussion of the Health Net Voting Agreement, see [The Health Net Voting Agreement](#) beginning on page 168.

U.S. Federal Income Tax Consequences of the Merger

Centene and Health Net intend for the mergers, taken together, to be treated as a reorganization within the meaning of Section 368(a) of the Code for U.S. federal income tax purposes. However, it is not a condition to Health Net's obligation or Centene's obligation to complete the transactions that the mergers, taken together, be treated as a reorganization. The subsequent merger is predicated on Health Net receiving an opinion from Morgan Lewis, with a copy delivered to Centene, to the effect that the mergers will constitute a reorganization within the meaning of Section 368(a) of the Code for U.S. federal income tax purposes.

If Morgan Lewis does not deliver such an opinion, then the subsequent merger will not occur, and the initial merger will be a taxable transaction as described under [The Merger U.S. Federal Income Tax Consequences Tax Consequences if the Transaction Does Not Qualify as a Reorganization Described in Section 368\(a\) of the Code](#). If the opinion is delivered, it will be based, and the discussion under [The Merger U.S. Federal Income Tax Consequences Tax Consequences if the Second Merger Does Occur and the Transaction Qualifies as a Transaction Described in Section 368\(a\) of the Code](#) is based, on the facts, representations and warranties contained in representation letters provided by Centene and Health Net to Morgan Lewis, and on customary factual assumptions set forth in Morgan Lewis' opinion. The opinion of Morgan Lewis, if delivered, will not be binding on the Internal Revenue Service or any court. Health Net and Centene have not sought and will not seek any ruling from the Internal Revenue Service regarding any matters relating to the transactions and, as a result, there can be no assurance that the Internal Revenue Service would not assert, or that a court would not sustain, a position contrary to any of the conclusions set forth herein.

For a more complete description of the U.S. federal income tax consequences of the merger, see [The Merger U.S. Federal Income Tax Consequences](#) beginning on page 130.

Accounting Treatment of the Merger

The merger and the subsequent merger, if it occurs, will be accounted for as an acquisition of Health Net by Centene under the acquisition method of accounting in accordance with accounting principles generally accepted in the U.S., which is referred to as GAAP.

Appraisal Rights

Under Delaware law, Centene stockholders will not be entitled to any appraisal rights in connection with the merger, the subsequent merger or any other transactions described in this joint proxy statement/prospectus.

Under Delaware law, if the merger is completed, record holders of Health Net common stock who do not vote in favor of the adoption of the merger agreement and who otherwise properly exercise their appraisal rights will be entitled to

seek appraisal for, and obtain payment in cash for the judicially determined fair value of, their shares of Health Net common stock, in lieu of receiving the merger consideration. The fair value could be higher or lower than, or the same as, the merger consideration. The relevant provisions of the General Corporation Law of the State

Table of Contents

of Delaware, which is referred to as the DGCL, are included as Annex G to this proxy statement/prospectus. Health Net stockholders are encouraged to read these provisions carefully and in their entirety. Moreover, due to the complexity of the procedures for exercising the right to seek appraisal, Health Net stockholders who are considering exercising that right are encouraged to seek the advice of legal counsel. Failure to comply strictly with these provisions may result in loss of the right of appraisal. For a more detailed description of Health Net stockholder's appraisal rights, see *The Merger Appraisal Rights* beginning on page 125.

Regulatory Approvals

HSR Act

The merger is subject to the requirements of the Hart Scott Rodino Antitrust Improvements Act of 1976, as amended, which is referred to as the HSR Act, which prevents Centene and Health Net from completing the merger until required information and materials are furnished to the Antitrust Division of the Department of Justice, which is referred to as the DOJ, and the Federal Trade Commission, which is referred to as the FTC, and the HSR Act waiting period is terminated or expires. On July 17, 2015, Centene and Health Net filed the requisite notification and report forms under the HSR Act with the DOJ and the FTC. On August 11, 2015, early termination of the waiting period under the HSR Act was granted by the FTC and DOJ.

Other Regulatory Approvals

Pursuant to the insurance laws and, in some instances, the health care laws of Arizona, California, Oregon and the Cayman Islands, applicable regulatory authorities must approve of (or provide non-objection, grant of exemption, or, in certain circumstances, alternative resolution, as the case may be, to) Centene's acquisition of control of Health Net's health maintenance organization and insurance companies. In addition, various other pre- and post-closing notification filings (which are not conditions to the completion of the merger) will be made pursuant to applicable insurance and health care regulatory laws. For more information about regulatory approvals relating to the merger, including a discussion of circumstances that may constitute Burdensome Conditions (as defined herein), see the sections entitled *The Merger Regulatory Approvals Required for the Merger* beginning on page 122, *The Merger Agreement Covenants and Agreements Reasonable Best Efforts* beginning on page 150 and *The Merger Agreement Conditions to the Merger* beginning on page 156.

Although we expect that all regulatory clearances and approvals will be obtained, we cannot assure you that these clearances and approvals will be timely obtained or obtained under the terms of the merger agreement at all or that the granting of these clearances and approvals will not involve the imposition of additional conditions on the completion of the merger, including the requirement to divest assets, or require changes to the terms of the merger agreement. These conditions or changes could result in the conditions to the merger not being satisfied.

For a more complete discussion of regulatory approvals relating to the merger, see *The Merger Regulatory Approvals Required for the Merger* beginning on page 122.

Litigation Related to the Merger

In connection with the merger, two purported Health Net stockholders filed two putative class action lawsuits against Health Net, Centene, the Merger Subs and the members of the Health Net Board. The lawsuits, as amended and consolidated, allege, among other things, that the merger consideration is inadequate, that the process culminating in the merger was flawed, that the directors of Health Net breached their fiduciary duties in connection with the merger, and that Centene and the Merger Subs aided and abetted the breaches of fiduciary duty. The amended complaint also

alleges that the Form S-4 Registration Statement filed on August 19, 2015 contains material misstatements and omits material information. The consolidated lawsuit seeks to enjoin the merger and other relief. For a more detailed description of litigation in connection with the merger, see [The Merger Litigation Relating to the Merger](#).

Table of Contents

Conditions to Completion of the Mergers

The parties expect to complete the merger after all of the conditions to the merger in the merger agreement are satisfied or waived, including after Centene and Health Net receive stockholder approval of the Share Issuance proposal and Merger proposal, respectively, at their respective special meetings and receive all required regulatory approvals. The parties currently expect to complete the transaction by early 2016. However, it is possible that factors outside of each company's control could require them to complete the transaction at a later time or not to complete it at all.

Conditions to the Obligations of the Parties to Complete the Merger

The obligations of each of Centene, Merger Sub I and Health Net to complete the merger are subject to the satisfaction (or waiver to the extent legally permissible) of various conditions, including the following:

Centene having obtained the Centene Stockholder Approval, and Health Net having obtained the Health Net Stockholder Approval;

the shares of Centene common stock to be issued in the merger or otherwise reserved for issuance in connection therewith having been approved for listing on the NYSE, subject to official notice of issuance;

no law or order (whether temporary, preliminary or permanent) will have been promulgated, entered, enforced, enacted or issued or be applicable to the merger or the Centene stock issuance by any governmental entity and continuing in effect that prohibits, prevents or makes illegal the consummation of the merger or the Centene stock issuance;

effectiveness of the registration statement of which this joint proxy statement/prospectus forms a part, and the absence of any stop order suspending such effectiveness and of any proceeding seeking a stop order relating to such registration statement;

the waiting period (and any extensions thereof) under the HSR Act applicable to the merger having expired or been terminated; and

filings with and consents of any government entity specified in the merger agreement and required for the completion of the merger having been made or obtained. For a discussion of the governmental filings and consents required for the merger, see "The Merger Regulatory Approvals Required for the Merger" beginning on page 122.

Conditions to the Obligations of Each of Centene and Merger Sub I to Complete the Merger

In addition, the obligations of each of Centene and Merger Sub I to complete the merger are subject to the satisfaction (or waiver to the extent legally permissible) on or prior to the closing date of the following conditions:

the representations and warranties of Health Net set forth in the merger agreement with respect to (i) the organization of Health Net, (ii) the capitalization of Health Net and certain voting matters, and (iii) authority, execution and delivery, enforceability, state takeover statutes, the Health Net rights agreement, conflicts with organizational documents, absence of a Health Net material adverse effect or any event, change, effect, development, state of facts, condition, circumstance or occurrence that would be reasonably expected to have a Health Net material adverse effect since December 31, 2014 and through July 2, 2015 and brokers being true and correct in all respects (except to the extent that any inaccuracies would be de minimis, in the aggregate, with respect to clause (ii)) as of the date of the merger agreement and as of the closing date (or, in the case of representations and warranties that address matters only as of a particular date, as of such date);

Table of Contents

all other representations and warranties of Health Net set forth in the merger agreement being true and correct in all respects (without giving effect to any materiality or Health Net material adverse effect qualifier in such representation or warranty), as of the date of the merger agreement and as of the closing date (or, in the case of representations and warranties that address matters only as of a particular date, as of such date), except to the extent that breaches of such representations or warranties, individually or in the aggregate, have not had, and would not reasonably be expected to have a Health Net material adverse effect;

Health Net having performed or complied with, as applicable, in all material respects, the obligations, agreements and covenants (in each case, other than certain notification obligations) required by the merger agreement to be performed or complied with by Health Net;

since the date of the merger agreement, no event, change, effect, development, state of facts, condition, or circumstance having occurred that, individually or in the aggregate, has had or would reasonably be expected to have a Health Net material adverse effect;

Centene and the Merger Subs having received a certificate validly executed and signed on behalf of Health Net by its chief executive officer and chief financial officer certifying that the conditions above have been satisfied; and

no proceeding by a governmental entity shall be pending seeking to impose a Burdensome Condition, as described hereinafter; no Burdensome Condition shall have been imposed or required in connection with certain filings with or as a condition to the receipt of certain consents from any governmental entity specified in the merger agreement; and none of such filings or consents shall contain any Burdensome Condition. For a discussion of the circumstances that would constitute Burdensome Conditions, see *The Merger Agreement Covenants and Agreements Reasonable Best Efforts* beginning on page 150.

Conditions to the Obligations of Health Net to Complete the Merger

The obligation of Health Net to complete the merger is subject to the satisfaction (or waiver to the extent legally permissible) on or prior to the closing date of the following conditions:

the representations and warranties of Centene and each Merger Sub set forth in the merger agreement with respect to (i) the organization of Centene and the Merger Subs, (ii) the capitalization of Centene and certain voting matters and (iii) authority, execution and delivery, enforceability, state takeover statutes, conflicts with organizational documents, the absence of a Centene material adverse effect or any event, change, effect, development, state of facts, condition, circumstance or occurrence that would be reasonably expected to have a Centene material adverse effect since June 29, 2014 and through July 2, 2015 and brokers being true and correct in all respects (except to the extent that any inaccuracies would be de minimis, in the aggregate, with respect to clause (ii)) as of the date of the merger agreement and as of the closing date (or, in the case of representations and warranties that address matters only as of a particular date, as of such date);

all other representations and warranties of Centene and each Merger Sub set forth in the merger agreement being true and correct in all respects (without giving effect to any materiality or Centene material adverse effect qualifier in such representation or warranty), as of the date of the merger agreement and as of the closing date as though made on or as of such date (or, in the case of representations and warranties that address matters only as of a particular date, as of such date), except to the extent that breaches of such representations or warranties, individually or in the aggregate, have not had, and would not reasonably be expected to have a Centene material adverse effect;

Table of Contents

Centene and each Merger Sub having performed or complied with, as applicable, in all material respects the obligations, agreements and covenants (in each case, other than certain notification obligations) required by the merger agreement to be performed or complied with by each of them;

since the date of the merger agreement, no event, change, effect, development, state of facts, condition, or circumstance having occurred that, individually or in the aggregate, has had or would reasonably be expected to have a Centene material adverse effect; and

Health Net having received a certificate validly executed and signed on behalf of Centene by its chief executive officer and chief financial officer certifying that the conditions above have been satisfied.

Conditions to the Obligations of Each of Centene, Merger Sub II and Health Net to Complete the Subsequent Merger

The obligations of each of Centene, Merger Sub II and Health Net (as the surviving corporation in the merger) to complete the subsequent merger is subject to receipt by Health Net on or prior to the effective time of the merger of a written opinion of Morgan Lewis, its outside legal counsel, to the effect that the mergers will qualify as a reorganization under Section 368(a) of the Code.

To the extent legally permissible, the conditions set forth in the merger agreement may be waived by Centene or Health Net, subject to the agreement of the other party in certain circumstances. For a more complete discussion of the conditions to the merger, see The Merger Agreement Conditions to the Merger beginning on page 156.

Treatment of Health Net's Existing Debt; Financing

There is no financing condition to the merger and the merger is not conditioned upon the funding of the Financing, as described herein.

In connection with the merger, the parties intend to terminate Health Net's existing revolving credit facility. In addition, Health Net agreed to use its reasonable best efforts to cooperate with Centene to conduct a consent solicitation with respect to Health Net's 6.375% Senior Notes due 2017, which are referred to as the 2017 Notes, to obtain from the requisite holders thereof an agreement to amend the defined term Change of Control in the 2017 Notes to provide that the merger will not constitute a Change of Control. Health Net commenced such consent solicitation on August 3, 2015 and received the requisite consents on August 12, 2015. Following the receipt of the requisite consents, the amendments became effective on August 14, 2015. We refer to such consent solicitation as the Consent Solicitation.

Centene has agreed to pay or reimburse Health Net for financing the Consent Solicitation. Centene has obtained a commitment letter from Wells Fargo Bank, National Association, WF Investment Holdings, LLC, Wells Fargo Securities, LLC, Barclays Bank PLC, Citibank, N.A., Citigroup Global Markets Inc., SunTrust Bank, SunTrust Robinson Humphrey, Inc., Fifth Third Bank, Regions Bank, Regions Capital Markets, a Division of Regions Bank, U.S. Bank, National Association, U.S. Bancorp Investments, Inc., Morgan Stanley Senior Funding, Inc. and The PrivateBank and Trust Company, which is referred to as the Financing Commitment, to fund up to \$1 billion under a new revolving credit facility and \$2.67 billion under a senior bridge facility to consummate the merger. We refer to the financing contemplated by the commitment letters as the Financing.

The Financing is subject to customary conditions and will be unsecured. The Financing Commitments will terminate on the date that is the earlier of (a) consummation of the merger, (b) the termination of the merger agreement and (c) one business day after the Outside Date, which is July 2, 2016.

Table of Contents

For further information regarding the Financing, see The Merger Treatment of Health Net's Existing Debt; Financing beginning on page 124 and The Merger Agreement Covenants and Agreements Financing on page 153.

Timing of the Transaction

The transaction is expected to be completed by early 2016. However, it is possible that factors outside of each company's control could require them to complete the merger at a later time or not to complete the merger or the subsequent merger at all.

No Solicitation

In the merger agreement, each of Centene and Health Net has agreed not to, nor permit any of its subsidiaries, nor authorize or permit any of the officers, directors or employees or any affiliate, investment banker, financial advisor, attorney, accountant or other representative retained by it or its subsidiaries to, directly or indirectly:

solicit, initiate or knowingly encourage (including by way of furnishing information), or take any other action to facilitate, any inquiry or the making of any proposal which constitutes, or may reasonably be expected to lead to, any takeover proposal;

enter into any letter of intent, memorandum of understanding, merger agreement or other agreement, arrangement or understanding relating to any takeover proposal (other than an acceptable confidentiality agreement, which is described hereinafter, entered into in accordance with the merger agreement); or

enter into, continue or otherwise participate in any discussions or negotiations regarding any takeover proposal.

The merger agreement includes customary exceptions such that, prior to obtaining stockholder approval, the parties may engage in negotiations regarding and, subject to complying with certain specified procedures and, in certain circumstances, a payment of a termination fee as described below, the applicable party's board of directors may change its recommendation of the transaction (i) in light of, or terminate the merger agreement to enter into an agreement for, an unsolicited takeover proposal that is determined to be a superior proposal, or (ii) in light of an intervening event, in each case, to the extent necessary to do so to comply with applicable fiduciary duties. For a discussion of the limitations on solicitation of acquisition proposals from third parties and the ability of each company's board of directors to change its recommendation for the transaction, see The Merger Agreement Covenants and Agreements No Solicitation beginning on page 149.

Termination of the Merger Agreement; Termination Fees

The merger agreement may be terminated and the merger may be abandoned at any time prior to the effective time of the merger:

by the mutual written consent of Centene and Health Net.

by either Centene or Health Net:

if any governmental entity of competent jurisdiction has issued an order permanently restraining, enjoining or otherwise prohibiting the merger and such order has become final and non-appealable;

Table of Contents

if the merger has not been completed by July 2, 2016; provided, however, that this termination will not be available to any party that has breached its obligations in any material respect under the merger agreement in any manner that will have proximately caused or resulted in the failure of the merger to have been completed by such date;

if the Centene Stockholder Approval has not been obtained upon a vote taken at the duly convened Centene special meeting or at any adjournment or postponement of such meeting; or

if the Health Net Stockholder Approval has not been obtained upon a vote taken at the duly convened Health Net special meeting or at any adjournment or postponement of such meeting.

by Health Net:

prior to the Centene stockholder vote, in the event that (i) the Centene Board effects an adverse recommendation change, as described in more detail in The Merger Agreement Covenants and Agreements Adverse Recommendation Change and Termination beginning on page 147, (ii) the Centene Board or any committee thereof fails to include the Centene recommendation FOR the Share Issuance proposal in this joint proxy statement/prospectus, (iii) following the disclosure or announcement of a takeover proposal with respect to Centene (other than a tender or exchange offer described in clause (iv) below), the Centene Board fails to reaffirm publicly the Centene recommendation FOR the Share Issuance proposal within five business days after Health Net requests in writing that such recommendation be reaffirmed publicly, (iv) a tender offer or exchange offer is commenced that would, if completed, constitute a takeover proposal with respect to Centene and the Centene Board fails to recommend against acceptance of such tender offer or exchange offer by its stockholders (including by taking any position contemplated by Rule 14e-2 of the Exchange Act other than recommending rejection of such tender offer or exchange offer) within 10 business days of the commencement of such tender offer or exchange offer, or (v) the Centene Board publicly announces an intention to take any of the foregoing actions, which termination right pursuant to this bullet point we refer to as Health Net's Centene Board Action Termination Right;

prior to the Centene Stockholder Approval vote, if Centene is in willful breach of its no solicitation obligations;

if Centene materially breaches or fails to perform any of its representations, warranties, covenants or agreements set forth in the merger agreement, and such breach or failure to perform (i) would give rise to the failure of a closing condition regarding the accuracy of Centene's representations and warranties or Centene's compliance with its covenants and agreements and (ii) is incapable of being cured by Centene by July 2, 2016, or, if capable of being cured, has not been cured by Centene within 30 calendar days following receipt of written notice of such breach or failure to perform from Health Net (or, if earlier, July 2, 2016), which termination right pursuant to this bullet point we refer to as Health Net's Centene Breach Termination Right; or

prior to obtaining the Health Net Stockholder Approval, in accordance with, and subject to the terms and conditions of, the provisions described under The Merger Agreement Covenants and Agreements Adverse Recommendation Change and Termination.

by Centene:

prior to the Health Net stockholder vote, in the event that (i) the Health Net Board effects an adverse recommendation change, as described in more detail in The Merger Agreement Covenants and Agreements Adverse Recommendation Change and Termination beginning on page 147, (ii) the Health Net Board or any committee thereof fails to include the Health Net recommendation FOR the Merger proposal, (iii) following the disclosure or announcement of a takeover proposal with respect to Health Net (other than a tender or exchange offer described in

Table of Contents

clause (iv) below), the Health Net Board fails to reaffirm publicly the Health Net recommendation FOR the Merger proposal within five business days after Centene requests in writing that such recommendation under such circumstances be reaffirmed publicly, (iv) a tender offer or exchange offer is commenced that would, if completed, constitute a takeover proposal with respect to Health Net and the Health Net Board fails to recommend against acceptance of such tender offer or exchange offer by its stockholders (including, for these purposes, by taking any position contemplated by Rule 14e-2 of the Exchange Act other than recommending rejection of such tender offer or exchange offer) within 10 business days of the commencement of such tender offer or exchange offer, or (v) the Health Net Board publicly announces an intention to take any of the foregoing actions; which termination right pursuant to this bullet point we refer to as Centene's Health Net Board Action Termination Right;

prior to the Health Net Stockholder Approval, if Health Net is in willful breach of its no solicitation obligations;

if Health Net materially breaches or fails to perform any of its representations, warranties, covenants or agreements set forth in the merger agreement, and such breach or failure to perform (i) would give rise to the failure of a closing condition regarding the accuracy of Health Net's representations and warranties or Health Net's compliance with its covenants and agreements and (ii) is incapable of being cured by Health Net by July 2, 2016, or, if capable of being cured, has not been cured by Health Net within 30 calendar days following receipt of written notice of such breach or failure to perform from Centene (or, if earlier, July 2, 2016), which termination right pursuant to this bullet point we refer to as Centene's Health Net Breach Termination Right; or

prior to obtaining the Centene Stockholder Approval in accordance with, and subject to the terms and conditions of, the provisions described under The Merger Agreement Covenants and Agreements Adverse Recommendation Change and Termination.

If the merger agreement is terminated as described above, the merger agreement will be void and have no effect, and there shall not be any liability or obligation on the part of any party, except that:

no termination will affect the obligations of the parties contained in the confidentiality agreements entered into by Centene and Health Net in connection with entering into the merger agreement;

no termination will relieve any party from liability for any fraud, willful breach of a representation or warranty or willful breach of any covenant or other agreement contained in the merger agreement, in which case the aggrieved party will be entitled to all rights and remedies available at law or in equity, provided that if a termination fee is paid following termination for either party's willful breach of its no solicitation obligations as described below, such termination fee shall be the sole and exclusive remedy in connection with any such willful breach; and

certain other provisions of the merger agreement, including (i) provisions with respect to the ability of Health Net and Centene to pursue damages against the other party for fraud or willful breach of the merger agreement and (ii) provisions with respect to the allocation of fees and expenses, including, if applicable, the termination fees described below, will survive the termination of the merger agreement.

The merger agreement provides for termination fees in connection with a termination of the merger agreement under the following circumstances:

in the event Health Net terminates the merger agreement pursuant to clause (i) of Health Net's Centene Board Action Termination Right in the event that the Centene Board effects an adverse recommendation change in response to a Centene intervening event (as described hereinafter), Centene will pay to Health Net a fee in the amount of \$402 million on the second business day following the date of such termination.

Table of Contents

in the event Health Net terminates the merger agreement (a) pursuant to clauses (ii), (iii) or (iv) of Health Net's Centene Board Action Termination Right, (b) pursuant to clause (i) of Health Net's Centene Board Action Termination Right in the event that the Centene Board effects an adverse recommendation change in connection with a Superior Proposal or (c) due to Centene's willful breach of its no solicitation obligations, Centene will pay to Health Net a fee in the amount of:

\$302 million on the second business day following the date of such termination, if, with respect to clauses (a) and (b), such termination or, with respect to clause (c), such willful breach, occurs on or prior to 5:30 p.m., New York time, on August 17, 2015; or

\$367 million on the second business day following the date of such termination if, with respect to clauses (a) and (b), such termination or, with respect to clause (c), such willful breach, occurs after 5:30 p.m., New York time, on August 17, 2015.

in the event Centene terminates the merger agreement prior to obtaining the Centene Stockholder Approval, in accordance with, and subject to the terms and conditions of, the provisions described above under Covenants and Agreements Adverse Recommendation Change and Termination, Centene will pay to Health Net \$302 million if such termination occurs on or prior to 5:30 p.m., New York time, on August 17, 2015 or \$367 million if such termination occurs after 5:30 p.m., New York time, on August 17, 2015, in either case concurrently with, and as a condition to the effectiveness of, the termination.

in the event Centene terminates the merger agreement pursuant to clause (i) of Centene's Health Net Board Action Termination Right in the event that the Health Net Board effects an adverse recommendation change in response to a Health Net intervening event (as described hereinafter), Health Net will pay to Centene a fee in the amount of \$251 million on the second business day following the date of such termination.

in the event Centene terminates the merger agreement (a) pursuant to clauses (ii), (iii) or (iv) of Centene's Health Net Board Action Termination Right, (b) pursuant to clause (i) of Centene's Health Net Board Action Termination Right in the event that the Health Net Board effects an adverse recommendation change in connection with a Superior Proposal or (c) due to Health Net's willful breach of its no solicitation obligations, Health Net will pay to Centene a fee in the amount of:

\$188 million on the second business day following the date of such termination, if, with respect to clauses (a) and (b), such termination or, with respect to clause (c), such willful breach, occurs on or prior to 5:30 p.m., New York time, on August 17, 2015; or

\$229 million on the second business day following the date of such termination if, with respect to clauses (a) and (b), such termination or, with respect to clause (c), such willful breach, occurs after 5:30 p.m., New York time, on August 17, 2015.

in the event Health Net terminates the merger agreement prior to obtaining the Health Net Stockholder Approval, in accordance with, and subject to the terms and conditions of, the provisions described above, Health Net will pay to Centene \$188 million if such termination occurs on or prior to 5:30 p.m., New York time, on August 17, 2015 or \$229 million if such termination occurs after 5:30 p.m., New York time, on August 17, 2015, in either case concurrently with, and as a condition to the effectiveness of, the termination. We refer to each of the foregoing fees as the termination fees. In no event shall Centene or Health Net be required to pay a termination fee if such party has already paid a termination fee, and no termination fee shall be payable more than once.

Table of Contents

In addition to the termination fees described above, the merger agreement provides for other fees to be paid in connection with the termination of the merger agreement under the following circumstances:

in the event that the merger agreement is terminated by Centene or Health Net due to a failure to obtain the Centene Stockholder Approval at the Centene special meeting, or any adjournment or postponement thereof, Centene will pay to Health Net a fee in the amount of \$101 million either (i) concurrently with such termination (in the case of termination by Centene) or (ii) on the second business day following the date of such termination (in the case of termination by Health Net); and

in the event that the merger agreement is terminated by Centene or Health Net due to a failure to obtain the Health Net Stockholder Approval at the Health Net special meeting, or any adjournment or postponement thereof, Health Net will pay to Centene a fee in the amount of \$63 million either (i) concurrently with such termination (in the case of termination by Health Net) or (ii) on the second business day following the date of such termination (in the case of termination by Centene);

We refer to each of the foregoing fees as no-vote fees. In no event shall a no-vote fee be payable more than once.

The merger agreement further provides that Centene will pay Health Net a fee under the following circumstances:

After the date of the merger agreement, if:

a takeover proposal with respect to Centene is publicly disclosed, announced or otherwise made public by any person (other than Health Net or its affiliates), which is referred to as the Centene takeover proposal (and which substitutes 50% for 15% in the definition of takeover proposal);

the merger agreement is terminated by (i) either Centene or Health Net due to a failure to obtain the Centene Stockholder Approval at the Centene special meeting or (ii) by Health Net pursuant to Health Net's Centene Breach Termination Right, if the breach giving rise to Health Net's Centene Breach Termination Right rose to the level of a willful breach, and at the time of such termination the Centene takeover proposal has not been withdrawn and remains outstanding; and

within nine months after any such termination referred to in the preceding bullet point, Centene enters into any definitive agreement providing for any transaction contemplated by any Centene takeover proposal (regardless of when made and whether or not the same Centene takeover proposal initially referenced, which transaction is thereafter completed (regardless of when)) or completes any transaction contemplated by any Centene takeover proposal (regardless of when made and whether or not the same Centene takeover proposal initially referenced, which transaction is thereafter completed (regardless of when));

then Centene will pay to Health Net \$367 million, less the amount, if any, of the Centene no-vote fee previously paid by Centene to Health Net, concurrently with the occurrence of the completion of any Centene takeover proposal referred to in the preceding bullet point.

The merger agreement further provides that Health Net will pay Centene a fee under the following circumstances:

After the date of the merger agreement, if:

a takeover proposal with respect to Health Net is publicly disclosed, announced or otherwise made public by any person (other than Centene or its affiliates), which is referred to as the Health Net takeover proposal (and which substitutes 50% for 15% in the definition of takeover proposal);

the merger agreement is terminated by (i) either Centene or Health Net due to a failure to obtain the Health Net Stockholder Approval at the Health Net special meeting or (ii) by Centene pursuant

Table of Contents

to Centene's Health Net Breach Termination Right, if the breach giving rise to Centene's Health Net Breach Termination Right rose to the level of a willful breach, and at the time of such termination the Health Net takeover proposal has not been withdrawn and remains outstanding; and

within nine months after any such termination referred to in the preceding bullet point, Health Net enters into any definitive agreement providing for any transaction contemplated by any Health Net takeover proposal (regardless of when made and whether or not the same Health Net takeover proposal initially referenced, which transaction is thereafter completed (regardless of when)) or completed any transaction contemplated by any Health Net takeover proposal (regardless of when made and whether or not the same Health Net takeover proposal initially referenced, which transaction is thereafter completed (regardless of when));

then Health Net will pay to Centene \$229 million, less the amount, if any, of the Health Net no-vote fee previously paid by Health Net to Centene, concurrently with the occurrence of the completion of any Health Net takeover proposal referred to in the preceding bullet point.

The merger agreement further provides that Centene will pay Health Net a fee in the amount of \$250 million within two business days following the date of a termination of the merger agreement under the following circumstances:

the merger agreement is terminated by Health Net or Centene due to (i) a governmental entity of competent jurisdiction having issued an order permanently restraining, enjoining or otherwise prohibiting the merger and such order has become final and non-appealable (solely to the extent the order giving rise to such termination right relates to applicable U.S. federal antitrust laws) or (ii) the failure of the merger to be consummated by July 2, 2016; and

at the time of such termination, (i) the condition that the waiting period (and any extensions thereof) under the HSR Act applicable to the merger shall have expired or been terminated shall not have been satisfied and (ii) all of the other conditions to Centene's obligation to complete the merger (other than (A) the condition that no law or order (whether temporary, preliminary or permanent) will have been promulgated, entered, enforced, enacted or issued or be applicable to the merger or the Centene stock issuance by any governmental entity and continuing in effect that prohibits, prevents or makes illegal the consummation of the merger or the Centene stock issuance, but solely to the extent the order giving rise to the failure of such condition relates to applicable U.S. federal antitrust laws and (B) the condition that there shall not be pending any proceeding by a governmental entity seeking to impose a Burdensome Condition, but solely to the extent the proceeding giving rise to the failure of such condition was brought under applicable U.S. federal antitrust laws) have been satisfied (or in the case of conditions that by their nature are to be satisfied at the closing are capable of being satisfied if the closing were to occur on the date of such termination).

For a more detailed discussion of each party's termination rights and the related termination fee obligations, see *The Merger Agreement Termination* beginning on page 158 and *The Merger Agreement Effect of Termination; Termination Fees and Other Fees* beginning on page 160.

Matters to be Considered at the Special Meetings

Centene

At the Centene special meeting, Centene stockholders will be asked to consider and vote upon:

the Share Issuance proposal;

the Centene Adjournment proposal; and

the Charter Amendment proposal.

Table of Contents

Stockholder approval of the Share Issuance proposal is required to complete the merger. Approval of the Charter Amendment proposal is not required to complete the merger.

The affirmative vote of holders of a majority of the votes cast by the shares of Centene common stock represented (in person or by proxy) at the Centene special meeting and entitled to vote on the proposal is required to approve the Share Issuance proposal.

If a quorum is not present, the affirmative vote of holders of a majority of the shares of Centene common stock represented (in person or by proxy) at the Centene special meeting and entitled to vote on the proposal is required to approve the Centene Adjournment proposal. If a quorum is present, the affirmative vote of holders of a majority of the votes cast at the meeting on the proposal is required to approve the Centene Adjournment proposal.

The affirmative vote of holders of a majority of the shares of Centene common stock outstanding and entitled to vote on the record date for the Centene special meeting is required to approve the Charter Amendment proposal.

The Centene Board unanimously recommends that Centene stockholders vote **FOR** all of the proposals set forth above, as more fully described under *Centene Proposals* beginning on page 178.

Health Net

At the Health Net special meeting, Health Net stockholders will be asked to consider and vote upon:

the Merger proposal;

the Merger-Related Compensation proposal; and

the Health Net Adjournment proposal.

Approval of the Merger proposal is required for completion of the merger.

The affirmative vote of holders of a majority of the shares of Health Net common stock outstanding and entitled to vote on the record date for the Health Net special meeting is required to approve the Merger proposal.

The affirmative vote of holders of a majority of the votes cast by shares of Health Net common stock represented (in person or by proxy) at the Health Net special meeting and entitled to vote on such proposal is required to approve the Merger-Related Compensation proposal.

If a quorum is not present, the affirmative vote of holders of a majority of the votes entitled to be cast by holders of shares of Health Net common stock represented (in person or by proxy) at the Health Net special meeting is required to approve the Health Net Adjournment proposal. If a quorum is present, the affirmative vote of holders of a majority of the votes cast by the shares of Health Net common stock represented (in person or by proxy) at the Health Net special meeting and entitled to vote on the proposal is required to approve the Health Net Adjournment proposal.

The Health Net Board unanimously recommends that Health Net stockholders vote **FOR** all of the proposals set forth above, as more fully described under *Health Net Special Meeting* beginning on page 181.

Voting by Centene and Health Net Directors and Executive Officers

As of the close of business on September 14, 2015, the most recent practicable date for which such information was available, directors and executive officers of Centene and their affiliates owned and were entitled to vote 2,436,926 shares of Centene common stock, representing approximately 2.0% of the total voting

Table of Contents

power of the shares of Centene common stock outstanding on that date. The number and percentage of shares of Centene common stock owned by directors and executive officers of Centene and their affiliates as of the record date are not expected to be meaningfully different from the number and percentage as of September 14, 2015. It is currently expected that Centene's directors and executive officers will vote their shares of Centene common stock in favor of each of the proposals to be considered at the Centene special meeting, although none of them have entered into any agreements obligating them to do so other than the Centene Supporting Stockholder.

As of the close of business on September 14, 2015, the most recent practicable date for which such information was available, directors and executive officers of Health Net and their affiliates owned and were entitled to vote 1,479,114 and beneficially owned 2,790,137 shares, respectively, of Health Net common stock, representing approximately 1.9% of the total voting power and approximately 3.6% of the total issued and outstanding shares, respectively, of Health Net common stock outstanding on that date. The number and percentage of shares of Health Net common stock owned by directors and executive officers of Health Net and their affiliates as of the record date are not expected to be meaningfully different from the number and percentage as of September 14, 2015. It is currently expected that Health Net's directors and executive officers will vote their shares of Health Net common stock in favor of each of the proposals to be considered at the Health Net special meeting, although none of them have entered into any agreements obligating them to do so other than the Health Net Supporting Stockholder.

In addition, (i) the Centene Supporting Stockholder entered into the Centene Voting Agreement with Health Net pursuant to which, among other things, such stockholder agreed to vote in favor of the Centene share issuance and to vote against any takeover proposals in respect of Centene and (ii) the Health Net Supporting Stockholder entered into the Health Net Voting Agreement with Centene pursuant to which, among other things, such stockholder agreed to vote in favor of the adoption of the merger agreement and the transactions contemplated thereby and to vote against any takeover proposals in respect of Health Net.

Risk Factors

You should also carefully consider the risks that are described in the section entitled "Risk Factors" beginning on page 44.

Table of Contents

SELECTED HISTORICAL FINANCIAL DATA

The following selected historical financial information is being provided to assist you in your analysis of the financial aspects of the transaction.

The Centene annual historical information is derived from the audited consolidated financial statements of Centene as of and for each of the years in the five-year period ended December 31, 2014. The assets, liabilities and results of operations of Kentucky Spirit Health Plan and University Health Plans have been classified as discontinued operations for all periods presented.

The Health Net annual historical information is derived from the audited consolidated financial statements of Health Net as of and for each of the years in the five-year period ended December 31, 2014. On April 1, 2012, Health Net completed the sale of the business operations of its Medicare PDP business, which is referred to as the PDP Business, to Pennsylvania Life Insurance Company, a subsidiary of CVS Caremark Corporation. As such, the selected historical financial information included below of Health Net includes the results of the PDP Business for the period from January 1, 2010 through March 31, 2012, and does not include the results of the PDP Business for the period from April 1, 2012 through December 31, 2014.

The data as of and for the six months ended June 30, 2015 and 2014 has been derived from the unaudited interim financial statements of both Centene and Health Net and, in the opinion of each company's management, includes all normal and recurring adjustments that are considered necessary for the fair presentation of the results for the interim period.

The information is only a summary and should be read in conjunction with each company's historical consolidated financial statements and related notes contained in the Centene and Health Net annual reports on Form 10-K for the year ended December 31, 2014 and quarterly reports on Form 10-Q for the period ended June 30, 2015, which are incorporated by reference into this joint proxy statement/prospectus, as well as other information that has been filed with the SEC. See "Where You Can Find More Information" beginning on page 220 of this joint proxy statement/prospectus for information on where you can obtain copies of this information. The historical results included below and elsewhere in this joint proxy statement/prospectus are not necessarily indicative of the future performance of Centene, Health Net or the combined company.

Table of Contents**Centene Corporation**

(in millions, except share data)	Six Months Ended		As of and for the				
	June 30, 2015	2014	2014	Year Ended December 31, 2013	2012	2011	2010
Statement of operations data:							
Premium and service revenues (1)	\$ 9,945	\$ 7,093	\$ 15,667	\$ 10,526	\$ 7,682	\$ 5,052	\$ 4,284
Earnings from continuing operations, net of income tax expense	153	80	261	162	76	117	94
Discontinued operations, net of income tax expense (benefit)	(1)	1	3	4	(87)	(9)	4
Net earnings (loss)	152	81	264	166	(11)	108	98
(Earnings) loss attributable to noncontrolling interests	(1)	1	7	(1)	13	3	(3)
Net earnings attributable to Centene Corporation	\$ 151	\$ 82	\$ 271	\$ 165	\$ 2	\$ 111	\$ 95
Net earnings (loss) per common share attributable to Centene Corporation:							
Basic:							
Continuing operations	\$ 1.28	\$ 0.70	\$ 2.30	\$ 1.49	\$ 0.86	\$ 1.20	\$ 0.93
Discontinued operations	(0.01)	0.01	0.03	0.03	(0.84)	(0.09)	0.04
Basic earnings per common share	\$ 1.27	\$ 0.71	\$ 2.33	\$ 1.52	\$ 0.02	\$ 1.11	\$ 0.97
Diluted:							
Continuing operations	\$ 1.24	\$ 0.68	\$ 2.23	\$ 1.43	\$ 0.83	\$ 1.15	\$ 0.90
Discontinued operations	(0.01)	0.01	0.02	0.04	(0.81)	(0.09)	0.04
Diluted earnings per common share	\$ 1.23	\$ 0.69	\$ 2.25	\$ 1.47	\$ 0.02	\$ 1.06	\$ 0.94
Consolidated Balance Sheet Data:							
Cash and cash equivalents (1)	\$ 1,967	\$ 1,200	\$ 1,546	\$ 974	\$ 746	\$ 494	\$ 434
Investments and restricted deposits (1)	1,782	1,203	1,557	941	727	653	640
Total assets	7,022	4,683	5,838	3,529	2,774	2,190	1,944
Medical claims liability (1)	2,092	1,394	1,723	1,112	815	519	457
Long term debt (1)	1,139	885	888	666	535	348	328
Total stockholders' equity	1,940	1,486	1,743	1,243	954	936	797

(1) From Continuing Operations

Table of Contents**Health Net, Inc.**

(in millions, except share data)	As of and for the						
	Six Months Ended			Year Ended December 31,			
	June 30, 2015	2014	2014	2013	2012	2011	2010
	(unaudited)						
Revenues:							
Health plan services premiums	\$ 7,724	\$ 6,143	\$ 13,361	\$ 10,377	\$ 10,459	\$ 9,879	\$ 9,492
Government contracts	296	298	604	572	689	1,417	3,344
Net Income	\$ 88	\$ 150	\$ 146	\$ 170	\$ 122	\$ 72	\$ 204
Income Summary (1):							
Net Income Per Share Basic (1):							
Income from continuing operations	\$ 1.15	\$ 1.87	\$ 1.83	\$ 2.14	\$ 0.31	\$ 0.69	\$ 1.75
Income of discontinued operation, net of tax (2)					1.18	0.12	0.33
Net income	\$ 1.15	\$ 1.87	\$ 1.83	\$ 2.14	\$ 1.49	\$ 0.81	\$ 2.08
Net Income Per Share Diluted (1):							
Income from continuing operations	\$ 1.13	\$ 1.85	\$ 1.80	\$ 2.12	\$ 0.31	\$ 0.68	\$ 1.73
Income of discontinued operation, net of tax (2)					1.16	0.12	0.33
Net income	\$ 1.13	\$ 1.85	\$ 1.80	\$ 2.12	\$ 1.47	\$ 0.80	\$ 2.06
Consolidated Balance Sheet Data:							
Cash and cash equivalents and investments available for sale	\$ 3,135	\$ 2,273	\$ 2,665	\$ 2,060	\$ 2,153	\$ 1,790	\$ 2,022
Total assets	5,860	4,777	5,396	3,929	3,934	3,608	4,132
Loans payable Long term	210	100	100	100	100	113	
Senior notes payable	400	399	400	399	399	399	399
Total stockholders equity (3)	1,712	1,822	1,709	1,629	1,557	1,443	1,694

- (1) The six months ended June 30, 2015 was impacted by \$73.7 million pretax expenses primarily related to the Cognizant Transaction. The six months ended June 30, 2014 reflects a tax benefit of \$72.6 million, net of adjustments to reserve for uncertain tax benefits, created by a loss on the stock of one of our subsidiaries. For 2014, includes an \$88.5 million pretax asset impairment primarily related to Health Net's assets held for sale in connection with the Cognizant Transaction and \$96.8 million of pretax expenses primarily related to the Cognizant Transaction. Health Net's operating results for the year ended December 31, 2014 were also impacted by fees imposed under the Patient Protection and Affordable Care Act, which we refer to as the ACA, including \$141.4 million in amortization of deferred costs of health insurer fee and \$97.6 million in other ACA fees. For 2013, Health Net had approximately \$56 million in favorable reserve developments related to prior years. These reserve developments related to prior years when considered together with the provision for adverse deviation recorded as of December 31, 2013, did not have a material impact on Health Net's operating results or financial

condition. In addition, Health Net's operating results for the year ended December 31, 2013 were impacted by \$12.0 million in pretax costs primarily related to Health Net's continuing efforts to address scale issues. For 2012, includes a gain on sale of discontinued operation in the amount of \$114.8 million after-tax. Health Net's operating results for the year ended December 31, 2012 were impacted by approximately \$35 million of adverse development related to prior years recorded as part of Health Net's health care cost. In addition, Health Net's operating results for the year ended December 31, 2012 were impacted by pretax costs of \$35.6 million related to Health Net's G&A cost reduction efforts, a \$5.0 million expense related to the early termination of a medical management contract and \$1.3 million in

Table of Contents

litigation-related expenses net of an insurance reimbursement. For 2011, includes a \$181 million pretax expense related to a litigation judgment in the first quarter. In addition, Health Net's operating results for the year ended December 31, 2011 were impacted by a \$40.8 million favorable adjustment to loss on sale of Health Net's Northeast health plan subsidiaries that were sold on December 11, 2009 and a \$6.8 million benefit from litigation reserve adjustments, partially offset by pretax costs of \$25.2 million related to Health Net's G&A cost reduction efforts. For 2010, includes pretax charges of \$61.2 million related to Health Net's operations strategy and other cost management initiatives, and \$9.0 million in early debt extinguishment and related interest rate swap termination costs, partially reduced by a \$46.5 million benefit from litigation reserve adjustments and a \$42.0 million adjustment to loss on sale of Northeast health plan subsidiaries.

- (2) Includes the operating results of Health Net's PDP Business that was sold on April 1, 2012.
- (3) No cash dividends were declared in any of the periods presented.

Table of Contents**SELECTED UNAUDITED PRO FORMA COMBINED CONSOLIDATED FINANCIAL INFORMATION**

The transaction will be accounted for under the acquisition method of accounting, which means the assets and liabilities of Health Net will be recorded, as of the completion of the transaction, at their respective fair values and added to those of Centene. For a more detailed description of the acquisition method of accounting, see The Merger Accounting Treatment on page 122 of this joint proxy statement/prospectus.

We have presented below selected unaudited pro forma combined consolidated financial information, which is referred to as Selected Pro Forma Financial Information, that reflects the acquisition method of accounting and gives effect to the transaction, in the case of the statement of operations information, as though the transaction had occurred as of January 1, 2014 and, in the case of the balance sheet information, as though the transaction had occurred as of June 30, 2015.

The unaudited pro forma combined consolidated financial information, which is referred to as Unaudited Pro Forma Financial Information, has been prepared giving effect to the payment of the merger consideration in exchange for each share of Health Net common stock outstanding as of the close of business on September 14, 2015, the most recent practicable date for which such information was available. The number of shares of Health Net common stock outstanding as of the record date is not expected to be meaningfully different from the number as of September 14, 2015.

The Unaudited Pro Forma Financial Information would have been different had the companies actually been combined as of January 1, 2014 or June 30, 2015. For example, the Selected Pro Forma Financial Information does not reflect cost savings that may result from the transaction. The combined pro forma financial information has been presented for illustrative purposes only and is based on assumptions and estimates considered appropriate by Centene's management; however, it is not necessarily indicative of the results of operations and financial position that would have been achieved had the pro forma events taken place on the dates indicated, or of the future consolidated results of operations or of the financial position of the combined company. The following Selected Pro Forma Financial Information has been derived from, and should be read in conjunction with, the Unaudited Pro Forma Condensed Combined Consolidated Financial Statements and related notes beginning on page 188 of this joint proxy statement/prospectus.

	Six Months Ended June 30, 2015	Year Ended December 31, 2014
	(in millions, except share data)	
Combined Consolidated Statement of Operations Information:		
Total Revenues	\$ 18,657	\$ 30,525
Earnings from operations	401	488
Net earnings attributable to common stockholders	137	240
Net earnings per common share:		
Basic	\$ 0.82	\$ 1.45
Diluted	\$ 0.79	\$ 1.41
Weighted average shares outstanding		
Basic	167,996,171	165,447,666

Diluted

172,709,431

170,297,711

Table of Contents

	As of
	June 30, 2015
	(in millions)
Combined Consolidated Balance Sheet Information	
Cash and cash equivalents	\$ 2,841
Investments and restricted deposits	4,161
Goodwill and Intangible assets, net	5,689
Total assets	17,117
Medical claims liability	3,850
Long term debt	4,131
Total stockholders' equity	4,870

Table of Contents**COMPARATIVE HISTORICAL AND UNAUDITED PRO FORMA COMBINED PER SHARE INFORMATION**

The following table sets forth selected historical per share information of Centene and Health Net and unaudited pro forma combined consolidated per share information reflecting the transaction between Centene and Health Net, under the acquisition method of accounting, and the issuance of 0.622 of a validly issued, fully paid and non-assessable share of Centene common stock in exchange for each share of Health Net common stock. You should read this information in conjunction with the selected historical financial information, included elsewhere in this joint proxy statement/prospectus, and the historical financial statements of Centene and Health Net and related notes contained in the Centene and Health Net annual reports on Form 10-K for the year ended December 31, 2014 and the quarterly reports on Form 10-Q for the period ended June 30, 2015, which are incorporated by reference into this joint proxy statement/prospectus. The unaudited Centene pro forma combined consolidated per share information is derived from, and should be read in conjunction with, the Unaudited Pro Forma Condensed Combined Consolidated Financial Statements and related notes beginning on page 188 of this joint proxy statement/prospectus. The historical per share information is derived from audited financial statements of Centene and Health Net as of and for the year ended December 31, 2014 and the unaudited financial statements for the six months ended June 30, 2015.

The unaudited pro forma combined consolidated per share information would have been different had the companies actually been combined as of the beginning of the periods presented. For example, the unaudited pro forma combined consolidated per share information does not reflect cost savings that may result from the transaction. The unaudited pro forma combined consolidated per share information has been presented for illustrative purposes only and is based on assumptions and estimates considered appropriate by Centene's management; however, it is not necessarily indicative of the results of operations and financial position that would have been achieved had the pro forma events taken place on the dates indicated, or of the future consolidated results of operations or of the financial position of the combined company.

	As of/For the Six Months Ended June 30, 2015	As of/For the Year Ended December 31, 2014
Centene Historical per Common Share Data:		
Net income-basic	\$ 1.27	\$ 2.33
Net income-diluted	1.23	2.25
Book value (1)	16.29	14.72
Health Net Historical per Common Share Data:		
Net income-basic	\$ 1.15	\$ 1.83
Net income-diluted	1.13	1.80
Book value (1)	22.15	21.89
Unaudited Pro Forma Combined per Centene Common Share Data:		
Net income-basic	\$ 0.82	\$ 1.45
Net income-diluted	0.79	1.41
Book value (1)	28.96	N/A
Unaudited Pro Forma Combined per Health Net Equivalent Share Data:		
Net income-basic (2)	\$ 0.51	\$ 0.90

Net income-diluted (2)	0.49	0.88
Book value (1)(2)	18.01	N/A

- (1) Amount is calculated by dividing shareholders' equity by common shares or shares of common stock, as applicable, outstanding. Pro forma book value per share as of December 31, 2014, is not meaningful as the estimated pro forma adjustments were calculated as of June 30, 2015.
- (2) Amounts calculated by multiplying unaudited pro forma combined per share amounts by the exchange ratio in the merger (0.622 of a Centene common share for each share of Health Net common stock).

Table of Contents**COMPARATIVE PER SHARE MARKET PRICE AND DIVIDEND INFORMATION****Market Prices**

The table below sets forth, for the calendar quarters indicated, the high and low sales prices per share of Centene common stock and Health Net common stock, both of which trade on the NYSE under the symbols CNC and HNT, respectively.

	Centene Common Stock		Health Net Common Stock	
	High	Low	High	Low
2013:				
First Calendar Quarter	\$ 24.28	\$ 20.29	\$ 29.57	\$ 24.16
Second Calendar Quarter	26.37	21.07	33.30	26.69
Third Calendar Quarter	32.52	26.01	33.90	29.11
Fourth Calendar Quarter	33.92	27.06	33.52	25.40
2014:				
First Calendar Quarter	\$ 33.18	\$ 28.44	\$ 35.70	\$ 29.23
Second Calendar Quarter	38.84	27.56	42.33	30.39
Third Calendar Quarter	41.99	35.49	47.95	40.84
Fourth Calendar Quarter	54.24	37.53	55.19	42.61
2015:				
First Calendar Quarter	\$ 71.66	\$ 51.73	\$ 61.55	\$ 50.79
Second Calendar Quarter	82.18	61.85	65.33	52.40
Third Calendar Quarter (through September 18, 2015)	83.00	57.57	76.67	61.96

On February 2, 2015, the Centene Board declared a two-for-one split of Centene common stock in the form of a 100% stock dividend distributed February 19, 2015 to stockholders of record on February 12, 2015. All share and per share information presented in this filing has been adjusted for the two-for-one stock split.

On July 1, 2015, the last trading day before the public announcement of the signing of the merger agreement, the closing sale price per share of Centene common stock was \$80.90 and the closing sale price per share of Health Net common stock was \$65.06, in each case on the NYSE. On September 18, 2015, the latest practicable date before the date of this joint proxy statement/prospectus, the closing sale price per share of Centene common stock was \$62.35 and the closing sale price per share of Health Net common stock was \$65.16, in each case on the NYSE. The table below sets forth the equivalent market value per share of Health Net common stock on July 1, 2015 and September 18, 2015, as determined by multiplying the closing prices of shares of Centene common stock on those dates by the exchange ratio of 0.622 and adding the cash portion of the merger consideration of \$28.25 per share, without interest. Although the exchange ratio is fixed, the market prices of Centene common stock and Health Net common stock will fluctuate before the special meetings and before the merger is completed. The market value of the merger consideration ultimately received by Health Net stockholders will depend on the closing price of Centene common stock on the day such stockholders receive their shares of Centene common stock pursuant to the merger agreement.

	Centene Common Stock	Health Net Common Stock	Implied Per Share Value of Merger Consideration
July 1, 2015	\$ 80.90	\$ 65.06	\$ 78.57
September 18, 2015	\$ 62.35	\$ 65.16	\$ 67.03

The market prices of Centene common stock and Health Net common stock have fluctuated since the date of the announcement of the merger agreement and will continue to fluctuate from the date of this proxy statement/

Table of Contents

prospectus to the date of the Health Net special meeting and the date the merger is completed and thereafter. No assurance can be given concerning the market prices of Centene common stock or Health Net common stock before completion of the merger or Centene common stock after completion of the merger. The exchange ratio is fixed in the merger agreement, but the market price of Centene common stock (and therefore the value of the merger consideration) when received by Health Net stockholders after the merger is completed could be greater than, less than or the same as shown in the table above. Accordingly, Health Net stockholders are advised to obtain current market quotations for Centene common stock and Health Net common stock in deciding whether to vote for adoption of the merger agreement.

Dividends

Centene has never declared any cash dividends on its capital stock and currently anticipates retaining any future earnings for the development, operation, and expansion of its business. Health Net has not paid any dividends on its common stock during fiscal years 2013, 2014 and year-to-date fiscal 2015 and has no present intention of paying any dividends on its common stock. However, the board of directors of each of Centene and Health Net retains its right to review the dividend policy periodically subject to, among other things, the limitations set forth in the merger agreement.

Table of Contents

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This document contains certain forward-looking statements with respect to the financial condition, results of operations and business of Centene, Health Net and the combined businesses of Centene and Health Net and certain plans and objectives of Centene and Health Net with respect thereto, including the expected benefits of the merger. These statements may be made directly in this joint proxy statement/prospectus or may be incorporated by reference to other documents and may include statements for the period after completion of the merger. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements often use words such as anticipate, target, expect, estimate, intend, plan, goal, believe, hope, will, may, would, could or should or other words of similar meaning or the negative thereof. There are several factors which could cause actual plans and results to differ materially from those expressed or implied in forward-looking statements. Such factors include, but are not limited to, the following:

The expected closing date of the transaction;

The possibility that the estimated synergies (as described hereinafter) and value creation from the merger will not be realized, or will not be realized within the expected time period;

The risk that the businesses will not be integrated successfully;

Disruption from the merger making it more difficult to maintain business and operational relationships;

The risk that unexpected costs will be incurred;

Changes in economic conditions, political conditions, changes in federal or state laws or regulations, including the ACA and the Health Care Education Affordability Reconciliation Act and any regulations enacted thereunder, provider and state contract changes, the outcome of pending legal or regulatory proceedings, reduction in provider payments by governmental payors, the expiration of Centene's or Health Net's Medicare or Medicaid managed care contracts by federal or state governments and tax matters;

The possibility that the merger does not close, including, but not limited to, due to the failure to satisfy the closing conditions, including the receipt of approval of Centene's stockholders and Health Net's stockholders;

The risk that financing for the transaction may not be available on favorable terms;

Risks and uncertainties discussed in the reports that Centene and Health Net have filed with the SEC; and

Risks and uncertainties set forth in or incorporated by reference into this joint proxy statement/prospectus in the section entitled Risk Factors beginning on page 44.

These forward-looking statements reflect Centene's and Health Net's current views with respect to future events and are based on numerous assumptions and assessments made by Centene and Health Net in light of their experience and perception of historical trends, current conditions, business strategies, operating environments, future developments and other factors they believe appropriate. By their nature, forward-looking statements involve known and unknown risks and uncertainties because they relate to events and depend on circumstances that will occur in the future. The factors described in the context of such forward-looking statements in this document could cause Centene's and Health Net's plans with respect to the merger, actual results, performance or achievements, industry results and developments to differ materially from those expressed in or implied by such forward-looking statements. Although it is believed that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct and persons reading this document are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as of the date of this joint proxy statement/prospectus or, in the case of a document incorporated by reference, as of the date of that document. Neither Centene nor Health Net assumes any

Table of Contents

obligation to update the information contained in this document (whether as a result of new information, future events or otherwise), except as required by applicable law. A further list and description of risks and uncertainties can be found in Centene's Annual Report on Form 10-K for the fiscal year ended December 31, 2014 and in its subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K as well as in Health Net's Annual Report on Form 10-K for the fiscal year ended December 31, 2014 and in its subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K.

Table of Contents**RISK FACTORS**

*In addition to the other information included and incorporated by reference into this joint proxy statement/prospectus, including, among others, the matters addressed in the section entitled **Cautionary Note Regarding Forward-Looking Statements** beginning on page 42, you should carefully consider the following risk factors before deciding whether to vote for the proposal to adopt the merger agreement, in the case of Health Net stockholders, or for the proposal to approve the issuance of the shares of Centene common stock forming part of the merger consideration, in the case of Centene stockholders. In addition, you should read and consider the risks associated with each of the businesses of Health Net and Centene because these risks will relate to the combined company following the completion of the merger. Descriptions of some of these risks can be found in the respective Annual Reports of Centene and Health Net on Form 10-K for the fiscal year ended December 31, 2014, as such risks may be updated or supplemented in each company's subsequently filed Quarterly Reports on Form 10-Q or Current Reports on Form 8-K, which are incorporated by reference into this joint proxy statement/prospectus. You should also consider the other information in this document and the other documents incorporated by reference into this document. See the section entitled **Where You Can Find More Information** beginning on page 220.*

Risks Related to the Merger

The merger is subject to conditions, some or all of which may not be satisfied, or completed on a timely basis, if at all. Failure to complete the merger could have material adverse effects on Centene and Health Net.

The completion of the merger is subject to a number of conditions, including, among others, the approval by the Centene stockholders of the issuance of the shares of its common stock forming part of the merger consideration, the approval by Health Net stockholders of the adoption of the merger agreement and the receipt of certain other regulatory approvals, which make the completion and timing of the completion of the merger uncertain. See the section entitled **The Merger Agreement Conditions to the Merger**, beginning on page 156, for a more detailed discussion. Also, either Centene or Health Net may terminate the merger agreement if the merger has not been consummated by July 2, 2016, except that this right to terminate the merger agreement will not be available to any party whose failure to perform any obligation under the merger agreement has been the cause of or the primary factor that resulted in the failure of the merger to be consummated on or before that date.

If the merger is not completed, Centene's and Health Net's respective ongoing businesses may be materially adversely affected and, without realizing any of the benefits of having completed the merger, Centene and Health Net will be subject to a number of risks, including the following:

the market price of Centene common stock or Health Net common stock could decline;

Centene or Health Net could owe substantial termination fees to the other party under certain circumstances;

if the merger agreement is terminated and the Centene Board or the Health Net Board seeks another business combination, Centene stockholders and Health Net stockholders cannot be certain that Centene or Health Net will be able to find a party willing to enter into a transaction on terms equivalent to or more attractive than the terms that the other party has agreed to in the merger agreement;

time and resources committed by Centene and Health Net's respective management to matters relating to the merger could otherwise have been devoted to pursuing other beneficial opportunities for their respective companies;

Centene or Health Net may experience negative reactions from the financial markets or from their respective customers or employees; and

Centene and Health Net will be required to pay their respective costs relating to the merger, such as legal, accounting, financial advisory and printing fees, whether or not the merger is completed.

Table of Contents

In addition, if the merger is not completed, Centene or Health Net could be subject to litigation related to any failure to complete the merger or related to any enforcement proceeding commenced against Centene or Health Net to perform their respective obligations under the Merger Agreement. The materialization of any of these risks could adversely impact Centene and Health Net's respective ongoing businesses.

Similarly, delays in the completion of the merger could, among other things, result in additional transaction costs, loss of revenue or other negative effects associated with uncertainty about completion of the merger.

The merger agreement contains provisions that limit each party's ability to pursue alternatives to the merger, could discourage a potential competing acquiror of either Centene or Health Net from making a favorable alternative transaction proposal and, in specified circumstances, could require either party to pay substantial termination fees to the other party.

The merger agreement contains certain provisions that restrict each of Centene's and Health Net's ability to initiate, solicit, knowingly encourage or, subject to certain exceptions, engage in discussions or negotiations with respect to, or approve or recommend, any third-party proposal for an alternative transaction. Further, even if the Centene Board withdraws or qualifies its recommendation with respect to the issuance of the shares of Centene common stock forming part of the merger consideration or if the Health Net Board withdraws or qualifies its recommendation with respect to the adoption of the merger agreement, unless the merger agreement has been terminated in accordance with its terms, Centene or Health Net, as the case may be, will still be required to submit each of their merger-related proposals to a vote at their special meeting of stockholders. In addition, the other party generally has an opportunity to offer to modify the terms of the transactions contemplated by the merger agreement in response to any third-party alternative transaction proposal before the board of directors of the company that has received a third-party alternative transaction proposal may withdraw or qualify its recommendation with respect to the merger-related proposal.

In some circumstances, upon termination of the merger agreement, a party will be required to pay a termination fee of between \$63 million and \$402 million to the other party. See the sections entitled "Summary No Solicitation" beginning on page 25, "The Merger Agreement Termination; Effect of Termination; Termination Fees and Other Fees" beginning on page 158.

These provisions could discourage a potential third-party acquiror or merger partner that might have an interest in acquiring all or a significant portion of Centene or Health Net or pursuing an alternative transaction from considering or proposing such a transaction, even if it were prepared to pay consideration with a higher per share cash or market value than the per share cash or market value proposed to be received or realized in the merger. In particular, a termination fee, if applicable, may be substantial, and could result in a potential third-party acquiror or merger partner proposing to pay a lower price to the Centene stockholders or Health Net stockholders than it might otherwise have proposed to pay absent such a fee.

If the merger agreement is terminated and either Centene or Health Net determines to seek another business combination, Centene or Health Net, as applicable, may not be able to negotiate a transaction with another party on terms comparable to, or better than, the terms of the merger.

The merger is subject to the expiration or termination of applicable waiting periods and the receipt of approvals, consents or clearances from regulatory authorities that may impose conditions that could have an adverse effect on Health Net, Centene or the combined company or, if not obtained, could prevent completion of the merger.

Before the merger may be completed, any waiting period (or extension thereof) applicable to the merger must have expired or been terminated, and any approvals, consents or clearances required in connection with the merger must

have been obtained, in each case, under applicable law, including pursuant to the insurance laws and, in some instances, state health care laws. In deciding whether to grant the required regulatory approval, consent or clearance, the relevant governmental entities will consider the effect of the merger on competition

Table of Contents

within their relevant jurisdiction. The terms and conditions of the approvals, consents and clearances that are granted may impose requirements, limitations or costs or place restrictions on the conduct of the combined company's business. Under the merger agreement, Centene and Health Net have agreed to use their reasonable best efforts to obtain such approvals, consents and clearances and therefore may be required to comply with conditions or limitations imposed by governmental authorities, except that neither party may be required to agree to any term, limitation, condition, restriction or requirement that, individually or in the aggregate, would have or would reasonably be expected to have a material and adverse effect on the financial condition, business, revenue or EBITDA of Centene or Health Net, in each case, as currently conducted, or a requirement that would or would reasonably be expected to restrict or prohibit any lines or types of business in which Centene or Health Net shall be permitted to engage and would have or would reasonably be expected to have a material and adverse effect on Centene or Health Net.

In addition, regulators may impose conditions, terms, obligations or restrictions in connection with their approval of or consent to the merger, and such conditions, terms, obligations or restrictions may delay completion of the merger or impose additional material costs on or materially limit the revenues of the combined company following the completion of the merger. There can be no assurance that regulators will choose not to impose such conditions, terms, obligations or restrictions, and, if imposed, such conditions, terms, obligations or restrictions may delay or lead to the abandonment of the merger. For a more detailed description of the regulatory review process, see the section entitled "The Merger Regulatory Approvals Required for the Merger" beginning on page 122.

The exchange ratio is fixed and will not be adjusted in the event of any change in either Centene's or Health Net's stock price. As a result, the merger consideration payable to Health Net's stockholders may be subject to change if Centene's stock price fluctuates.

Upon completion of the merger, each share of Health Net common stock will be converted into the right to receive \$28.25 in cash and 0.622 of a validly issued, fully paid and non-assessable share of Centene common stock. This exchange ratio will not be adjusted for changes in the market price of either Centene common stock or Health Net common stock between the date the merger agreement was signed and completion of the merger. Due to the fixed exchange ratio, fluctuations in the price of Centene common stock will drive corresponding changes in the value of the merger consideration payable to each Health Net stockholder. As a result, changes in the price of Centene common stock prior to the completion of the merger will affect the value of Centene common stock that Health Net common stockholders will receive on the closing date.

The price of Centene common stock has fluctuated during the period between the date the merger agreement was executed and the date of this joint proxy statement/prospectus, and may continue to change through the date of each of Centene and Health Net's stockholder meetings and the date the merger is completed. For example, based on the range of closing prices of Centene common stock during the period from July 1, 2015, the last full trading day before the public announcement of the merger, through September 18, 2015, the latest practicable trading date before the date of this joint proxy statement/prospectus, the exchange ratio represented a value of the stock portion of the merger consideration ranging from a high of \$51.63 to a low of \$35.81 for each share of Health Net common stock. The actual market value of the Centene common stock received by holders of Health Net common stockholders upon completion of the merger may be outside this range.

These variations could result from changes in the business, operations or prospects of Centene or Health Net prior to or following the completion of the merger, regulatory considerations, general market and economic conditions and other factors both within and beyond the control of Centene or Health Net. At the time of the special stockholders meetings, Health Net stockholders will not know with certainty the value of the shares of Centene common stock that they will receive upon completion of the merger.

Table of Contents

Members of the management and board of directors of Health Net and Centene have interests in the merger that are different from, or in addition to, those of other stockholders.

In considering whether to approve and adopt the transactions contemplated by the merger agreement, Health Net and Centene stockholders should recognize that members of management and the Health Net and Centene Board have interests in the merger that differ from, or are in addition to, their interests as stockholders of Health Net or Centene.

The executive officers and directors of Health Net have arrangements with Health Net that provide for severance, accelerated vesting of certain rights and other benefits upon completion of the merger and/or if their employment or service is terminated under certain circumstances following the completion of the merger. Executive officers and directors of Health Net also have rights to indemnification, advancement of expenses and directors' and officers' liability insurance that will survive the completion of the merger. One independent director to be designated by the Health Net Board from those directors serving on the Health Net Board as of July 2, 2015, who qualifies as an independent director as defined by Section 303A.02 of the NYSE Listed Company Manual and is reasonably acceptable to the Nominating and Corporate Governance Committee of Centene, will be appointed to the Centene Board as of immediately following the closing. The Health Net Board was aware of these interests and considered them, among other matters, in approving the merger agreement and making its recommendation that the Health Net stockholders vote **FOR** the Merger proposal, the Merger-Related Compensation proposal and the Health Net Adjournment proposal.

With respect to Centene, these interests include that all nine members of the Centene Board, including Mr. Neidorff, will remain on the Centene Board, and Mr. Neidorff, the Chairman of the Centene Board and Centene's President and Chief Executive Officer, will remain as the Chairman of the Centene Board and Centene's President and Chief Executive Officer. The executive officers of Centene will remain the executive officers of the combined company. The Centene Board was aware of these interests and considered them, among other matters, in approving the merger agreement and making its recommendation that the Centene stockholders vote **FOR** the Share Issuance proposal, the Centene Adjournment proposal and the Charter Amendment proposal.

These interests are further described in *The Merger* *Interests of Directors and Executive Officers of Centene in the Merger* beginning on page 107 and *The Merger* *Interests of Directors and Executive Officers of Health Net in the Merger*.

If the mergers do not qualify as a reorganization under Section 368(a) of the Code, the stockholders of Health Net may be required to pay substantial U.S. federal income taxes.

Centene and Health Net intend for the mergers, taken together, to be treated as a reorganization within the meaning of Section 368(a) of the Code for U.S. federal income tax purposes. However, it is not a condition to Health Net's obligation or Centene's obligation to complete the transactions that the mergers, taken together, be treated as a reorganization. If the subsequent merger is not completed or if the IRS or a court determines that the mergers should not be treated as a reorganization within the meaning of Section 368(a) of the Code, in either event, a holder of Health Net common stock would recognize taxable gain or loss upon the exchange of Health Net common stock for Centene common stock pursuant to the merger. See *The Merger* *U.S. Federal Income Tax Consequences* beginning on page 130.

Each party is subject to business uncertainties and contractual restrictions while the proposed merger is pending, which could adversely affect each party's business and operations.

In connection with the pendency of the merger, it is possible that some customers, suppliers and other persons with whom Centene or Health Net has a business relationship may delay or defer certain business decisions or might decide to seek to terminate, change or renegotiate their relationships with Centene or Health

Table of Contents

Net, as the case may be, as a result of the merger, which could negatively affect Centene's or Health Net's respective revenues, earnings and cash flows, as well as the market price of Centene common stock or Health Net common stock, regardless of whether the merger is completed.

Under the terms of the merger agreement, each of Centene or Health Net is subject to certain restrictions on the conduct of its business prior to completing the merger, which may adversely affect its ability to execute certain of its business strategies, including the ability in certain cases to enter into or amend contracts, acquire or dispose of assets, incur indebtedness or incur capital expenditures. Such limitations could adversely affect each party's businesses and operations prior to the completion of the merger.

Each of the risks described above may be exacerbated by delays or other adverse developments with respect to the completion of the merger.

Uncertainties associated with the merger may cause a loss of management personnel and other key employees which could adversely affect the future business and operations of the combined company.

Centene and Health Net are dependent on the experience and industry knowledge of their officers and other key employees to execute their business plans. The combined company's success after the completion of the merger will depend in part upon the ability of Centene and Health Net to retain key management personnel and other key employees. Prior to completion of the merger, current and prospective employees of Centene and Health Net may experience uncertainty about their roles within the combined company following the completion of the merger, which may have an adverse effect on the ability of each of Centene and Health Net to attract or retain key management and other key personnel. In addition, no assurance can be given that the combined company will be able to attract or retain key management personnel and other key employees of Centene and Health Net to the same extent that Centene and Health Net have previously been able to attract or retain their own employees.

Litigation filed against Health Net, Centene, the Merger Subs and the members of the Health Net Board could prevent or delay the consummation of the merger or result in the payment of damages following completion of the merger.

In connection with the merger, two purported Health Net stockholders have filed two putative stockholder class action lawsuits against Health Net, Centene, the Merger Subs and the members of the Health Net Board. The lawsuits, as amended and consolidated, allege, among other things, that the merger consideration is inadequate, that the process culminating in the merger was flawed, that the directors of Health Net breached their fiduciary duties in connection with the merger, and that Centene and the Merger Subs aided and abetted the breaches of fiduciary duty. The amended complaint also alleges that the Form S-4 Registration Statement filed on August 19, 2015 contains material misstatements and omits material information. The consolidated lawsuit seeks to enjoin the merger and other relief. The outcome of any such litigation is uncertain. If a dismissal is not granted or a settlement is not reached, the lawsuits could prevent or delay completion of the merger and result in substantial costs to Centene and Health Net, including any costs associated with indemnification. Additional lawsuits may be filed against Centene, Health Net or the directors and officers of either company in connection with the merger. The defense or settlement of any lawsuit or claim that remains unresolved at the time the merger is consummated may adversely affect the combined company's business, financial condition, results of operations and cash flows. See "The Merger Litigation Related to the Merger" beginning on page 129 for more information about the lawsuits that have been filed related to the merger.

Table of Contents

The unaudited pro forma condensed combined financial information in this joint proxy statement/prospectus is presented for illustrative purposes only and may not be reflective of the operating results and financial condition of the combined company following completion of the merger.

The unaudited pro forma condensed combined financial information in this joint proxy statement/prospectus is presented for illustrative purposes only and is not necessarily indicative of what the combined company's actual financial position or results of operations would have been had the merger been completed on the dates indicated. Further, the combined company's actual results and financial position after the merger may differ materially and adversely from the unaudited pro forma condensed combined financial data that is included in this joint proxy statement/prospectus. The unaudited pro forma condensed combined financial information has been prepared with the expectation, as of the date of this joint proxy statement/prospectus, that Centene will be identified as the acquirer under GAAP and reflects adjustments based upon preliminary estimates of the fair value of assets to be acquired and liabilities to be assumed. The final acquisition accounting will be based upon the actual purchase price and the fair value of the assets and liabilities of the party that is determined to be the acquiree under GAAP as of the date of the completion of the merger. In addition, subsequent to the closing date, there will be further refinements of the acquisition accounting as additional information becomes available. Accordingly, the final acquisition accounting may differ materially from the pro forma condensed combined financial information reflected in this document. See

Unaudited Pro Forma Condensed Combined Financial Statements beginning on page 188 for more information.

Completion of the merger may trigger change in control or other provisions in certain agreements to which Health Net is a party, which may have an adverse impact on the combined company's business and results of operations.

The completion of the merger may trigger change in control and other provisions in certain agreements to which Health Net is a party. If Centene and Health Net are unable to negotiate waivers of those provisions, the counterparties may exercise their rights and remedies under the agreements, potentially terminating the agreements or seeking monetary damages. Even if Centene and Health Net are able to negotiate waivers, the counterparties may require a fee for such waivers or seek to renegotiate the agreements on terms less favorable to Health Net or the combined company. Any of the foregoing or similar developments may have an adverse impact on the combined company's business and results of operations.

The Centene common shares to be received by Health Net stockholders upon completion of the merger will have different rights from shares of Health Net common stock.

Upon completion of the merger, Health Net stockholders will no longer be stockholders of Health Net but will instead become stockholders of Centene and their rights as Centene stockholders will be governed by the terms of Centene's certificate of incorporation, as amended, and Centene's by-laws. The terms of Centene's certificate of incorporation, as amended, and by-laws are in some respects materially different than the terms of Health Net's certificate of incorporation and bylaws, which currently govern the rights of Health Net stockholders. See Comparison of Rights of Stockholders of Centene and Health Net beginning on page 207 of this joint proxy statement/prospectus for a discussion of the different rights associated with shares of Health Net common stock and shares of Centene common stock.

Risks Relating to the Combined Company after Completion of the Merger

The combined company may be unable to successfully integrate the businesses of Centene and Health Net and realize the anticipated benefits of the merger.

The success of the merger will depend, in part, on the combined company's ability to successfully combine the businesses of Centene and Health Net, which currently operate as independent public companies, and realize the anticipated benefits, including synergies, cost savings, innovation and operational efficiencies, from the combination. If the combined company is unable to achieve these objectives within the anticipated time frame, or

Table of Contents

at all, the anticipated benefits may not be realized fully or at all, or may take longer to realize than expected and the value of its common stock may be harmed. Additionally, rating agencies may take negative actions against the combined company.

The merger involves the integration of Health Net's business with Centene's existing business, which is a complex, costly and time-consuming process. Centene and Health Net have not previously completed a transaction comparable in size or scope to the proposed merger. The integration of the two companies may result in material challenges, including, without limitation:

the diversion of management's attention from ongoing business concerns and performance shortfalls at one or both of the companies as a result of the devotion of management's attention to the merger;

managing a larger combined company;

maintaining employee morale and retaining key management and other employees;

the possibility of faulty assumptions underlying expectations regarding the integration process;

retaining existing business and operational relationships and attracting new business and operational relationships;

consolidating corporate and administrative infrastructures and eliminating duplicative operations;

coordinating geographically separate organizations;

unanticipated issues in integrating information technology, communications and other systems;

unanticipated changes in federal or state laws or regulations, including the ACA and the Health Care Education Affordability Reconciliation Act and any regulations enacted thereunder; and

unforeseen expenses or delays associated with the merger.

Many of these factors will be outside of the combined company's control and any one of them could result in delays, increased costs, decreases in the amount of expected revenues and diversion of management's time and energy, which could materially affect the combined company's financial position, results of operations and cash flows.

Centene and Health Net are currently permitted to conduct only limited planning for the integration of the two companies following the merger and have not yet determined the exact nature of how the businesses and operations of

the two companies will be combined after the merger. The actual integration may result in additional and unforeseen expenses, and the anticipated benefits of the integration plan may not be realized.

Centene stockholders and Health Net stockholders will have a reduced ownership and voting interest after the merger and will exercise less influence over the policies of the combined company than they now have on the policies of Centene and Health Net, respectively.

Centene stockholders presently have the right to vote in the election of the Centene Board and on other matters affecting Centene. Health Net stockholders presently have the right to vote in the election of the Health Net Board and on other matters affecting Health Net. Immediately after the merger is completed, it is expected that current Centene stockholders will own approximately 71% of the combined company's common stock outstanding and current Health Net stockholders will own approximately 29% of the combined company's common stock outstanding, respectively.

As a result, current Centene stockholders and current Health Net stockholders will have less influence on the policies of the combined company than they now have on the policies of Centene and Health Net, respectively.

Table of Contents

The future results of the combined company may be adversely impacted if the combined company does not effectively manage its expanded operations following the completion of the merger.

Following the completion of the merger, the size of the combined company's business will be significantly larger than the current size of either Centene's or Health Net's respective businesses. The combined company's ability to successfully manage this expanded business will depend, in part, upon management's ability to design and implement strategic initiatives that address not only the integration of two discrete companies, but also the increased scale and scope of the combined business with its associated increased costs and complexity. There can be no assurances that the combined company will be successful or that it will realize the expected operating efficiencies, cost savings and other benefits currently anticipated from the merger.

The combined company is expected to incur substantial expenses related to the completion of the merger and the integration of Centene and Health Net.

The combined company is expected to incur substantial expenses in connection with the completion of the merger and the integration of Centene and Health Net. There are a large number of processes, policies, procedures, operations, technologies and systems that must be integrated, including purchasing, accounting and finance, sales, payroll, pricing, revenue management, marketing and benefits. In addition, the businesses of Centene and Health Net will continue to maintain a presence in St. Louis, Missouri and Woodland Hills, California, respectively. The substantial majority of these costs will be non-recurring expenses related to the merger (including financing of the merger), facilities and systems consolidation costs. The combined company may incur additional costs to maintain employee morale and to retain key employees. Centene and Health Net will also incur transaction fees and costs related to formulating integration plans for the combined business, and the execution of these plans may lead to additional unanticipated costs. Additionally, as a result of the merger, rating agencies may take negative actions with regard to the combined company's credit ratings, which may increase the combined company's costs in connection with the financing of the merger. These incremental transaction and merger-related costs may exceed the savings the combined company expects to achieve from the elimination of duplicative costs and the realization of other efficiencies related to the integration of the businesses, particularly in the near term and in the event there are material unanticipated costs.

The combined company will be significantly more leveraged than Centene is currently.

Upon completion of the merger, the combined company expects to incur approximately \$2,382 million in additional indebtedness. The combined company will have consolidated indebtedness of approximately \$4,136 million, which is greater than the current indebtedness of Centene prior to the merger. The increased indebtedness and higher debt-to-equity ratio of the combined company in comparison to that of Centene on a historical basis will have the effect, among other things, of reducing the flexibility of Centene to respond to changing business and economic conditions and increasing borrowing costs. For more information on the financial impact of the combined company's indebtedness, see Unaudited Pro Forma Condensed Combined Financial Statements beginning on page 188.

The financing arrangements that the combined company will enter into in connection with the merger may, under certain circumstances, contain restrictions and limitations that could significantly impact the combined company's ability to operate its business.

Centene is incurring significant new indebtedness in connection with the merger. Centene and Health Net expect that the agreements governing the indebtedness that the combined company will incur in connection with the merger will contain covenants that, among other things, may, under certain circumstances, place limitations on the dollar amounts paid or other actions relating to:

payments in respect of, or redemptions or acquisitions of, debt or equity issued by the combined company or its subsidiaries, including the payment of dividends on Centene common stock;

incurring additional indebtedness;

Table of Contents

incurring guarantee obligations;

paying dividends;

creating liens on assets;

entering into sale and leaseback transactions;

making investments, loans or advances;

entering into hedging transactions;

engaging in mergers, consolidations or sales of all or substantially all of their respective assets; and

engaging in certain transactions with affiliates.

In addition, the combined company will be required to maintain a minimum amount of excess availability as set forth in these agreements.

The combined company's ability to maintain minimum excess availability in future periods will depend on its ongoing financial and operating performance, which in turn will be subject to economic conditions and to financial, market and competitive factors, many of which are beyond the combined company's control. The ability to comply with this covenant in future periods will also depend on the combined company's ability to successfully implement its overall business strategy and realize contemplated merger synergies.

Various risks, uncertainties and events beyond the combined company's control could affect its ability to comply with the covenants contained in its debt agreements. Failure to comply with any of the covenants in its existing or future financing agreements could result in a default under those agreements and under other agreements containing cross-default provisions. A default would permit lenders to accelerate the maturity of the debt under these agreements and to foreclose upon any collateral securing the debt. Under these circumstances, the combined company might not have sufficient funds or other resources to satisfy all of its obligations. In addition, the limitations imposed by financing agreements on the combined company's ability to incur additional debt and to take other actions might significantly impair its ability to obtain other financing.

Centene has obtained commitment letters from potential lenders. However, the definitive loan documents have not been finalized.

The market price of the combined company's common stock may be affected by factors different from those affecting the price of Centene or Health Net common stock.

Upon completion of the merger, holders of Centene common stock and Health Net common stock will be holders of common stock of Centene. As the businesses of Centene and Health Net are different, the results of operations as well

as the price of the combined company's common stock may in the future be affected by factors different from those factors affecting Centene and Health Net as independent stand-alone companies. The combined company will face additional risks and uncertainties that Centene or Health Net may currently not be exposed to as independent companies.

The market price of Centene's common stock may decline as a result of the merger.

The market price of Centene common stock may decline as a result of the merger if, among other things, the combined company is unable to achieve the expected growth in earnings, or if the operational cost savings estimates in connection with the integration of Centene's and Health Net's businesses are not realized, or if the transaction costs related to the merger are greater than expected, or if the financing related to the transaction is on unfavorable terms. The market price also may decline if the combined company does not achieve the perceived benefits of the merger as rapidly or to the extent anticipated by financial or industry analysts or if the effect of the

Table of Contents

merger on the combined company's financial position, results of operations or cash flows is not consistent with the expectations of financial or industry analysts.

Other Risk Factors of Centene and Health Net

Centene's and Health Net's businesses are and will be subject to the risks described above. In addition, Centene and Health Net are, and will continue to be subject to the risks described in Centene's and Health Net's respective Annual Reports on Form 10-K for the fiscal year ended December 31, 2014 as updated by subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, all of which are filed with the SEC and incorporated by reference into this joint proxy statement/prospectus. See "Where You Can Find More Information" beginning on page 220 for the location of information incorporated by reference into this joint proxy statement/prospectus.

Table of Contents

THE MERGER

The following is a discussion of the transaction and the material terms of the merger agreement between Centene and Health Net. You are urged to read carefully the merger agreement in its entirety, a copy of which is attached as Annex A to this joint proxy statement/prospectus and incorporated by reference herein.

Background of the Merger

The Health Net Board regularly reviews and assesses Health Net's performance, risks, opportunities and strategy at board meetings. Additionally, the Health Net Board and management team regularly review and evaluate the possibility of pursuing various strategic alternatives and relationships as part of Health Net's ongoing efforts to strengthen its businesses and maximize value for its stockholders, taking into account economic, regulatory, competitive and other conditions.

In September 2013, the Health Net Board directed Health Net's management to engage financial advisors to assist with the identification of potential strategic partners and the consideration of a potential business combination. Health Net engaged financial advisors, including J.P. Morgan in connection with the foregoing strategic review process.

As part of this strategic process, Health Net had preliminary discussions with several entities and engaged in negotiations with two potential strategic partners (Strategic Party A) and (Strategic Party B). In early 2014, Strategic Party A offered to acquire Health Net. Despite several months of negotiations and price rounds, the highest price offered by Strategic Party A did not constitute a significant premium over the then current trading price of Health Net common stock. Strategic Party B submitted a preliminary non-binding indication of interest, but declined to submit an offer to acquire Health Net. The Health Net Board was actively involved in monitoring and participating in decisions regarding the negotiation process. Negotiations with Strategic Party A continued into mid-2014, focused primarily on pricing terms and the ability to procure the necessary antitrust clearance and state regulatory approvals required to complete a transaction. In July 2014, Strategic Party A decided to end discussions regarding a possible transaction with Health Net, noting significant concerns with state regulatory approval requirements. At this juncture, the Health Net Board directed management to cease active efforts towards a possible business combination.

The Health Net Board also directed management to renew its efforts to negotiate a possible outsourcing transaction with Cognizant Healthcare Services, LLC, which we refer to as Cognizant . On November 2, 2014, Health Net entered into an agreement with Cognizant, which was amended and restated on November 21, 2014. We refer to such agreement, as amended and restated, as the Cognizant Agreement . The Cognizant Agreement provided Health Net with the right to terminate the agreement until no later than ten (10) days after all regulatory approvals necessary to implement the Cognizant Agreement were obtained, which we refer to as a Pre-Commencement Termination Right. Health Net had the right to terminate the Cognizant Agreement after the Pre-Commencement Termination Right expired, but with a significant financial penalty.

In November 2014, Mr. Neidorff contacted Mr. Gellert to set up a meeting to discuss the business environment and their respective businesses. On or about November 25, 2014, Messrs. Neidorff and Gellert met in Los Angeles and spoke generally about market conditions and the complementary aspects of their respective businesses. They agreed to meet again to discuss whether there was a way for the two companies to work together. Mr. Gellert informed the members of the Health Net Board of these discussions and the directors agreed that Mr. Gellert should continue to communicate with Mr. Neidorff about potential avenues for the two companies to work together.

On March 2, 2015, Mr. Neidorff and other representatives of Centene met with Mr. Gellert and other representatives of Health Net in St. Louis. The parties discussed the future of their respective businesses and the managed care

industry and the expected impact of the ACA on each company as well as their respective

Table of Contents

philosophical business approaches. The parties did not discuss a potential transaction at this meeting. Mr. Neidorff concluded the meeting by stating that he wanted to maintain an open dialogue. Mr. Gellert and Mr. Neidorff informed their respective boards of directors of the content of these discussions.

In April 2015, Mr. Gellert was invited to meet with another potential strategic partner (Strategic Party C and, together with Strategic Party A and Strategic Party B, the Strategic Parties). On April 24, 2015, Mr. Gellert met with executives of Strategic Party C and discussed potential opportunities, including whether there were any viable structures for a potential business combination between the two parties. The parties identified significant hurdles to closing a potential transaction, including regulatory and antitrust approvals. Mr. Gellert informed the Health Net Board of these discussions.

Between the meeting in St. Louis on March 2, 2015 and the end of May, 2015, Mr. Neidorff contacted Mr. Gellert by telephone several times to discuss, among other things, market conditions and their businesses generally. On or about May 28, 2015, Mr. Neidorff's assistant contacted Mr. Gellert's assistant to schedule a meeting between the parties at a time when Mr. Neidorff intended to be on the west coast in early June 2015.

On June 8, 2015, Mr. Neidorff and other representatives of Centene, including representatives of Evercore and Allen & Company, met with Mr. Gellert and representatives of J.P. Morgan in Long Beach, California. At that meeting, Mr. Neidorff informed Mr. Gellert that Centene was interested in pursuing a potential business combination with Health Net. The parties discussed potential opportunities with respect to a combined entity as well as potential synergies. Mr. Gellert informed the Health Net Board of these discussions and scheduled a telephonic board meeting. Mr. Neidorff informed the Centene Board of the meeting.

On June 13, 2015, the Health Net Board met telephonically. At this meeting, Mr. Gellert provided background on Centene's business and details of his June 8 conversation with Mr. Neidorff. He informed the Health Net Board that Centene expressed interest in beginning due diligence during the week of June 15 and that Centene was interested in evaluating a potential transaction on an expedited basis in light of the upcoming expected implementation of the Cognizant Agreement and public speculation regarding consolidation activity in the health insurance industry. The Health Net Board authorized commencement of discussions and due diligence and agreed to discuss a potential transaction in greater detail on a call early during the week of June 15.

On Monday, June 15, 2015, Health Net and Centene exchanged parallel drafts of non-disclosure agreements. Between June 15 and June 16, 2015, Skadden, Arps, Slate, Meagher & Flom LLP (Skadden), as counsel to Centene, and Morgan Lewis, as counsel to Health Net, negotiated the terms of the non-disclosure agreements. On Tuesday, June 16, 2015, the parties executed such agreements and commenced due diligence.

On Tuesday, June 16, 2015, the Health Net Board met telephonically. Mr. Gellert briefed the Health Net Board on recent developments in the health insurance industry, including announcements of, and public speculation regarding, acquisition activity in the sector. He noted that Centene had engaged McKinsey & Company to assist with identifying synergies, Evercore and Allen & Company as financial advisors, and Skadden as legal counsel. Mr. Gellert also informed the Health Net Board that Centene had indicated that it would consider proposing a business combination involving a significant stock component at a premium to Health Net's then current stock price consistent with market practice, which Centene described as between 15% to 24%, depending on its diligence evaluation. Mr. Gellert advised the Health Net Board that, in his view, Centene's investment of time and resources indicated its interest was genuine and that the potential value to Health Net stockholders justified an investment of Health Net's resources and engagement of external advisors, especially in light of the Health Net Board's prior interest in pursuing a strategic transaction and the potential long-term stand-alone challenges, such as, among others, the difficulty of expanding in other markets, previously identified by the Health Net Board. The Health Net Board agreed and approved the

engagement of J.P. Morgan, as well as Morgan Lewis as legal counsel for the transaction, Morris, Nichols, Arsht & Tunnell LLP as Delaware legal counsel for the transaction, and Crowell & Moring LLP and Sidley Austin LLP as special legal counsel for the transaction.

Table of Contents

Representatives of J.P. Morgan advised the Health Net Board that, in light of Centene's current market capitalization, they expected that any proposal would have a significant stock component. Representatives of J.P. Morgan also discussed the financing that Centene would likely have to arrange to consummate the transaction. Representatives of J.P. Morgan also advised that Centene's interest appeared to be credible and *bona fide*. Representatives of J.P. Morgan also indicated, based on conversations with representatives of Centene's financial advisors, that Centene was eager to reach an agreement by the end of June, prior to the pending implementation of the Cognizant Agreement, which might preclude Centene's desired combined company strategy.

Mr. Gellert further advised the Health Net Board of the proposed timing for a potential transaction, noting that Centene had stated that it would not pursue a business combination once Health Net had initiated the implementation of the Cognizant Agreement. The Health Net Board then discussed the possibility of a transaction with other potential strategic partners, including the Strategic Parties. However, in light of the current trend toward consolidation in the industry and the potential regulatory and antitrust concerns associated with many potential transaction partners, the Health Net Board concluded that other potential transaction partners were not viable candidates for a business combination. During this meeting, it was also observed that, with the extensive transaction activity in the health care industry, maintaining confidentiality of the potential transaction would be a priority.

The Health Net Board further discussed Centene's likely strategy in managing the combined business, including potential synergies, as well as the potential impact of the upcoming Supreme Court decision in *King vs. Burwell*. Mr. Gellert noted that, like Health Net, Centene was a low cost leader with a clear strategy and that Centene management would likely want to retain many of Health Net's employees, who have executed that same strategy in California. He explained his view that Centene's and Health Net's complementary strategies, together with the combination of resources, provided a compelling business rationale for the potential transaction. The Health Net Board agreed that discussions should move forward for the potential transaction.

On Tuesday, June 16, 2015, the Centene Board met telephonically. Representatives of Skadden discussed various process considerations for the Centene Board in evaluating a possible transaction with Health Net and the directors' duties under Delaware law regarding a potential transaction with Health Net.

Mr. Neidorff reviewed other strategic alternatives the Centene Board had considered in the past and could consider in the future. Mr. Neidorff discussed the strategic and financial rationale for a transaction with Health Net and reasons for believing a transaction with Health Net would be beneficial for Centene's stockholders. Mr. Neidorff provided background on the discussions with Health Net regarding a potential transaction, including a summary of meetings and communications to date with Mr. Gellert.

Mr. Neidorff noted that in-person business diligence meetings had commenced at Health Net's corporate headquarters that day, with Centene's management and representatives from Centene's financial advisors, Evercore and Allen & Company, and McKinsey in attendance. Mr. Neidorff also reviewed the analyses of potential synergies that had been conducted to date, with McKinsey's assistance.

Evercore and Allen & Company then provided a business and financial overview of Health Net and an overview of the potential pro forma financial impact of the proposed transaction on Centene based on Wall Street research analysts' consensus estimates for Health Net. Centene's financial advisors also discussed preliminary views as to the potential market reaction to the proposed transaction.

From Tuesday, June 16, 2015 through Friday, June 19, 2015, representatives of Centene and various third-party advisors participated in due diligence meetings in Woodland Hills, California. Concurrently, Centene's independent registered public accounting firm, KPMG, LLP ("KPMG") reviewed Health Net's audit work papers from its

independent registered public accounting firm, Deloitte & Touche, LLP (Deloitte).

On Sunday, June 21, 2015, Morgan Lewis sent an initial draft of certain portions of the merger agreement, including Health Net s representations and warranties, to Skadden.

Table of Contents

On Monday, June 22, 2015, the Health Net Board met telephonically. Management reported that, based upon conversations to date, there existed a reasonable basis to conclude that it was possible that the parties could reach agreement on an acceptable transaction. Management also noted Centene's stated deadline of July 1, 2015 to execute the merger agreement in order to avoid potential leaks of the potential transaction and to address certain considerations relating to the Cognizant Agreement. The Health Net Board recognized that timing was a key driver for the deal process.

The Health Net Board discussed the Cognizant Agreement, including employee transition matters and penalties associated with a termination of the Cognizant Agreement. The Health Net Board concluded that it would be important to secure Cognizant's agreement that Health Net could renew efforts to implement a version of the Cognizant Agreement if Health Net were unable to consummate the potential transaction with Centene.

Kathleen A. Waters, Health Net's Senior Vice President, General Counsel and Secretary, updated the Health Net Board on the progress of each party's due diligence, as well as "clean room" procedures agreed to by the parties to protect certain sensitive information.

Representatives of J.P. Morgan advised the Health Net Board regarding the financing that Centene would likely have to arrange to consummate the transaction and the fact that a significant portion of the merger consideration was expected to be in Centene common stock. Representatives of J.P. Morgan also presented materials previously provided to the Health Net Board in detail and answered questions from members of the Health Net Board who had reviewed the materials in advance of the meeting. Morgan Lewis advised on various financing, regulatory and stockholder vote matters, each of which was a contributing factor to the certainty of closing any business combination. The Health Net Board discussed that Centene would need to obtain stockholder approval of the issuance of shares of Centene common stock in the transaction. The Health Net Board discussed with the representatives of J.P. Morgan the considerations associated with the use of price collars in transactions involving a significant stock component, including the fact that most similar transactions do not contain price collars and the recognition that a price collar could be misconstrued as an indication that Health Net was not confident in the prospects of the combined company. The Health Net Board also discussed the various proposed termination fees and the context in which they would be payable by each party and determined to seek a meaningful termination fee by Centene to mitigate against any potential uncertainty, including failure to obtain the approval of Centene's stockholders.

Ms. Waters and Morgan Lewis also reviewed the regulatory approvals required for a potential transaction, and compared the anticipated approval process for the potential transaction with Centene to the anticipated approval process in the previously considered transaction with Strategic Party A.

The Health Net Board directed management to continue pursuing a potential transaction, with a focus on deal certainty and price. Management was further directed to contact Cognizant at an appropriate time, and to proceed on diligence and negotiation with Centene of definitive agreements in light of Centene's proposed transaction timing.

On Tuesday, June 23, 2015, the Centene Board met in person at Centene's headquarters. During the meeting, the Centene Board discussed a number of aspects which it believed were relevant to the Board's consideration of the potential transaction with Health Net including, among other things, an assessment of each company's strengths in terms of culture, technology and relationships with state governments. The Centene Board also discussed Centene's resources for undertaking a potential transaction with Health Net. During the course of the meeting, representatives of Skadden described certain considerations that the Centene Board should focus on in evaluating a potential transaction with Health Net, including the directors' duties under Delaware law with regard to a potential transaction with Health Net.

Mr. Neidorff then updated the Centene Board on his discussions with Mr. Gellert and on discussions between Centene's and Health Net's respective financial advisors regarding a possible transaction. He also reviewed with the Centene Board his preliminary discussions with the chief executive officers of other

Table of Contents

companies regarding a potential transaction, as had been reviewed previously with the Centene Board. Mr. Neidorff noted that such discussions had concluded at a preliminary stage and were no longer continuing.

The Centene Board then reviewed the key tasks completed on the potential transaction with Health Net during the week ended June 21 and discussed the ongoing due diligence process and findings then to date regarding synergies and financial, operational and legal matters concerning different aspects of Health Net's various businesses. The Centene Board then discussed the review conducted of Health Net's projections, the work performed by McKinsey, and a detailed analysis of Health Net's technology and IT and the current and pending contracts with Cognizant. The Centene Board further discussed, among other things, Health Net's government contracts business, Health Net's management and regional leadership, Health Net's projections, regulatory considerations concerning a potential transaction, and the potential impact on Health Net's business and operations of the pending decision of the U.S. Supreme Court in *King v. Burwell* regarding the ACA.

Centene's financial advisors then discussed with the Centene Board a business and financial overview of Health Net and the potential pro forma financial impact of the proposed transaction on Centene based on Centene management's preliminary synergy estimates and, in the case of Health Net, the adjusted Health Net case, as well as a preliminary overview of implied transaction metrics at various illustrative purchase prices. Centene's financial advisors also discussed an overview of the proposed consideration, consisting of a mix of stock and cash, and potential financing plans for the proposed transaction.

Representatives of Skadden then reviewed the regulatory approvals required for a potential transaction and the terms of the draft merger agreement with the Centene Board.

On Tuesday, June 23, 2015, and Wednesday, June 24, 2015, Health Net participated in due diligence meetings in Centene's corporate offices. During this period, Messrs. Neidorff and Gellert continued to discuss potential synergies of the transaction. Mr. Neidorff also expressed Centene's interest in retaining key Health Net personnel, but no specific terms regarding such retention were discussed. Concurrently, Deloitte reviewed Centene's audit work papers from KPMG.

On Tuesday, June 23, 2015, Centene's financial advisors, at the direction of Centene, relayed to Health Net's financial advisor Centene's proposed mix of consideration, consisting of \$28.25 in cash and shares of Centene common stock, at a fixed exchange ratio, valued in the aggregate, as of such date, at \$73.00 per share (an approximately 13% premium over Health Net's closing stock price on June 23, 2015). Following this discussion, representatives of J.P. Morgan and Mr. Gellert communicated to Centene's financial advisors that the Health Net Board would likely view Centene's proposed consideration as inadequate and would likely be unwilling to engage in further discussions at that valuation in the proposed timeframe contemplated by Centene for a potential transaction.

On Wednesday, June 24, 2015, Skadden distributed an initial draft of the merger agreement to Morgan Lewis.

The parties continued their due diligence with conference calls and the exchange of documents from Wednesday, June 24, 2015 through July 1, 2015.

Between June 24, 2015 and July 1, 2015, Centene's and Health Net's legal counsel negotiated certain provisions of the merger agreement, including, among others, representations and warranties, covenants relating to regulatory approvals and various termination provisions, as well as related ancillary agreements, such as voting agreements.

On Thursday, June 25, 2015, Centene's financial advisors, at the direction of Centene, relayed to Health Net's financial advisors Centene's revised proposed mix of consideration, consisting of \$28.25 in cash and shares of Centene common

stock, at a fixed exchange ratio, valued in the aggregate, as of such date, at \$75.50 per share (an approximately 16% premium over Health Net's closing stock price on June 25, 2015).

Table of Contents

On Monday, June 29, 2015, the Health Net Board met in person in Los Angeles. Mr. Gellert provided the Health Net Board with an update on negotiations since the last meeting, including negotiations regarding price and contractual terms, as well as the progress of the due diligence process and timing considerations proposed by Centene and his view that the failure to meet the proposed timeframe would significantly diminish the chances of entering into a transaction with Centene.

Mr. Gellert explained that, while he did not believe that Health Net needed to effect a strategic transaction at that time, a business combination with Centene would be consistent with a number of the longer term strategic considerations previously discussed by the Health Net Board, many of which had been underlying Health Net's strategic review process during the prior year. Mr. Gellert advised the Health Net Board of his view that the proposed business combination presented as few obstacles to completion as could be reasonably expected from a regulatory and antitrust perspective and that this transaction presented significant opportunities and appeared to be in the best interest of Health Net's stockholders. He also noted that based on a recent discussion with the Chief Executive Officer of Strategic Party A, there appeared to be no viable path to overcome the regulatory issues that caused that prior strategic review process to conclude without completion of a transaction.

The Health Net Board then discussed options for approaching Cognizant and potential synergies associated with a business combination with Centene.

Management and representatives of J.P. Morgan also presented management's forecasts of Health Net's business on a stand-alone basis and a discussion was held regarding the associated potential upside and risks. Representatives of J.P. Morgan advised that the business combination with Centene appeared to represent, based on the information provided to J.P. Morgan by Centene and Health Net and publicly available financial information, an attractive alternative financially to the current stand-alone prospects. The Health Net Board concluded that, in light of the positive forecast on a stand-alone basis, which may be negatively impacted by entering into a strategic transaction that fails to close, and the potential loss of certain existing stand-alone strategic opportunities if Health Net pursued the Centene transaction, certainty of completion of the transaction remained a key focus.

The Health Net Board further discussed the regulatory and Centene stockholder approval risks that were discussed at the previous meeting.

Mr. Gellert expressed his view that the two companies were strategically aligned, that the proposed merger consideration would afford a good premium to Health Net stockholders and that the proposed transaction would provide a significant growth opportunity for the combined company. He advised that the business combination was expected to permit migration of Health Net's model to Centene's existing geographical footprint, a strategic goal which he believed would be difficult and expensive to achieve on a stand-alone basis.

Representatives of J.P. Morgan also discussed recent publicly announced transactions and public speculation regarding potential transactions in the sector and the potential impact on the proposed transaction with Centene. Although such recent acquisition activity could make Centene a potential acquisition target for a third-party, the Health Net Board discussed that any such alternative transactions could potentially be confronted with significant regulatory and antitrust obstacles. Representatives of J.P. Morgan also presented materials previously provided to the Health Net Board in detail and answered questions from members of the Health Net Board who had reviewed the materials in advance of the meeting.

The Health Net Board also discussed the potential tax consequences of the proposed business combination, and the potential combined company board composition and management, including the importance of retaining key Health Net personnel to the operations of the combined company. Messrs. Gellert and Health Net's Chief Financial and

Operating Officer, James Woys, advised the Health Net Board that, while discussions with Centene had not included specific employment terms, they were each willing to remain with the combined company for a transition period to help ensure a successful combination.

Table of Contents

Mr. Woys provided the Health Net Board with detailed information regarding Centene and its business, including the results of the financial diligence review performed by management and Deloitte. Management advised the Health Net Board that the diligence results were satisfactory, and management indicated it was comfortable with Centene's estimates for fiscal 2015 and 2016.

Morgan Lewis discussed a memorandum previously provided to the Health Net Board with respect to its fiduciary duties in the context of the transaction process. In connection with these discussions, the Health Net Board noted that the merger agreement would provide for a post-signing market check and discussed the likelihood that any potential suitors for Health Net would surface during the first 45 days following the announcement of the execution of the merger agreement and that such suitors would likely not be deterred by the termination fee payable by Health Net to enter into an alternative transaction and that any such potential suitors would likely have sufficient cash on hand to consummate any such alternative transaction.

The Health Net Board discussed the proposed timing of the transaction. Mr. Gellert noted that, in his belief, the Health Net Board and management had had sufficient time to understand Centene's business and its projections for fiscal years 2015 and 2016. The Health Net Board agreed.

The Health Net Board further discussed material open items in the draft merger agreement, including provisions relating to the Cognizant Agreement, potential termination fees and non-solicitation provisions. The Health Net Board agreed that management should continue to seek the best price possible, but that an agreement within the current range would be acceptable when combined with other key terms.

On Monday, June 29, 2015, Skadden distributed to Morgan Lewis initial drafts of the voting agreements and the exhibits to the merger agreement.

On Monday, June 29, 2015, Health Net, through representatives of J.P. Morgan, requested that Centene increase its offer to aggregate cash and stock consideration valued at \$80.00 per share (an approximately 25% premium over Health Net's closing stock price on June 29, 2015) and presented proposals on key open issues concerning (i) certain termination fees in the event of a failure to complete the transaction under various circumstances; (ii) protection in the event of an inability to obtain antitrust approvals; (iii) financing commitments; and (iv) the Cognizant Agreement. Health Net also requested three board seats on the Centene Board.

Later in the day on Monday, June 29, 2015, Centene responded through its financial advisors, at Centene's request, with an offer of aggregate cash and stock consideration valued, as of such date, at \$78.25 per share (an approximately 23% premium over Health Net's closing stock price on June 29, 2015) and one board seat on the Centene Board. In addition, Centene's financial advisors discussed generally with Health Net's financial advisor other key open issues. At Centene's request, the financial advisors also discussed Centene's contemplated financing for the transaction and confirmed, on Centene's behalf, that there would be no financing contingency and that debt commitment letters would be delivered by Centene at the time of the execution of the merger agreement.

On Tuesday, June 30, 2015, the Health Net Board met twice telephonically, the first time in the morning. The Health Net Board discussed possible deal protections in the event the transaction were to be terminated as a result of the failure to obtain antitrust or other regulatory approvals.

Mr. Woys and Ms. Waters reported to the Health Net Board on their discussions with Cognizant and explained that Health Net was working towards an agreement that would extend the Pre-Commencement Termination Right until after the close of a potential transaction with Centene in consideration for extending other business relationships with Cognizant and potentially implementing select portions of the Cognizant Agreement.

Morgan Lewis reported to the Health Net Board on the negotiations with Centene on material terms of the merger agreement. They advised that the parties had reached tentative agreement on the termination fees payable

Table of Contents

by each of Centene and Health Net in certain circumstances, including that, in order to facilitate a post-signing market check, a lower termination fee would be payable by Health Net if Health Net were to terminate the transaction to enter into another transaction during the first 45 days post-signing. They also advised that the parties agreed that each company's chief executive officer would enter into a voting agreement and explained that the voting agreement with Mr. Neidorff would likely mitigate the risk that Centene's stockholders would not approve the Share Issuance proposal. Morgan Lewis also reported that negotiations were continuing with respect to certain antitrust and regulatory provisions.

After the board meeting, Health Net, through its financial advisors, requested that Centene offer aggregate cash and stock consideration valued at \$79.00 per share (an approximately 23% premium over Health Net's closing stock price on June 30, 2015). In addition, Health Net requested (i) two board seats; (ii) an additional day to consider the transaction such that the execution of a definitive agreement would occur on July 2, 2015; and (iii) additional protection with respect to antitrust and other regulatory approval requirements.

Later on Tuesday, June 30, 2015, Morgan Lewis distributed a revised draft of the merger agreement and comments to related exhibits. Also later that day, Centene, through its financial advisors, responded with a proposed aggregate price of \$78.45 per share (an approximately 22% premium over Health Net's closing stock price on June 30, 2015) and one seat on the Centene Board, and agreed to extend the negotiations by an additional day. The parties continued to negotiate the termination provisions for antitrust and other regulatory reasons.

In the evening of June 30, 2015, the Health Net Board reconvened. Mr. Gellert provided the Health Net Board with an update on the status of negotiations with Centene. Members of the Health Net Board discussed expected synergies, the need for existing management to remain engaged through a transition period, employee retention concerns and possible antitrust considerations. Mr. Gellert and Morgan Lewis advised the Health Net Board that Centene had agreed to extend the timing for execution of the merger agreement from July 1 to July 2, but would be unlikely to agree to the same transaction terms beyond such date.

The Health Net Board discussed the overall process and noted its prior discussions regarding the need to consider strategic alternatives in the near term and further noted the difficulty of pursuing other acceptable alternatives without taking on greater regulatory and antitrust risk. The Health Net Board concluded that, given the potential desire to engage in a strategic transaction in the near term, as well as the state of the market, if acceptable terms could be reached, including with respect to regulatory and antitrust matters, it would be in the best interests of Health Net's stockholders for this opportunity to be presented for their approval.

On Tuesday, June 30, 2015, the Centene Board had an in-person meeting in St. Louis, Missouri. During the course of the meeting, representatives of Skadden reviewed various process considerations for the Centene Board in evaluating a possible transaction with Health Net and reviewed various federal antitrust and state regulatory considerations.

Mr. Neidorff provided an update on the potential transaction with Health Net and discussions with Health Net, including a summary of meetings and communications with Mr. Gellert and other discussions between the two companies and their respective representatives. In addition, Mr. Neidorff and representatives of Skadden discussed the status of negotiations with Health Net on certain material terms of the potential transaction, including with respect to Centene's obligations to obtain requisite regulatory approvals, the circumstances and amount of potential termination fees and the status of the contemplated financing plans related to the potential transaction. The Centene Board also reviewed the strategic rationale for the potential transaction.

Members of Centene's management then discussed strategic considerations in proceeding with the potential transaction and reviewed the status of Centene's due diligence review. Centene's management further discussed

PricewaterhouseCoopers' review of Health Net's public financial statements, tax papers and quality of earnings analysis, as well as IT and HR related matters. The Centene Board and Centene's management, together with Centene's advisors, continued to discuss potential synergies arising from the potential transaction and the likelihood of Centene achieving such synergies.

Table of Contents

The Centene Board then reviewed the terms of the contemplated financing for the potential transaction and the terms of the current draft of Centene's commitment letter.

Mr. Neidorff noted that a request had been made by Health Net to add current members of the Health Net Board to the Centene Board following completion of a potential transaction with Health Net and that Centene had proposed one board seat to Health Net as part of the negotiations. The directors discussed the possibility of expanding the existing Centene Board. Following this discussion, representatives of Skadden reviewed with the Centene Board the fiduciary duties of the directors under Delaware law.

Representatives of Skadden then reviewed written materials describing the merger agreement. Among other things, Skadden discussed the potential tax-free treatment of the equity portion of the consideration payable to Health Net stockholders; the fact that Health Net stockholders would be entitled to appraisal rights in connection with the potential transaction; the contemplated treatment of existing Health Net equity awards; the conditions to closing; the nature of and obligations regarding financing; deal protection provisions, including, among others, limitations included in the merger agreement on the ability (subject to certain exceptions) of each of Centene and Health Net to solicit competing acquisition proposals or change its recommendation to their respective stockholders with respect to the potential transaction, the circumstances under which the merger agreement may be terminated by either party and the related termination fee amounts; and the obligations of each party to obtain required regulatory approvals; and the proposed voting agreements from the chief executive officer of each party.

Centene's financial advisors then reviewed with the Centene Board financial aspects of the potential transaction, including, without limitation, a summary of financial terms of the potential transaction and implied equity and enterprise values for Health Net based on the proposed purchase price, as well as implied purchase price multiples and premiums. During the course of these discussions, Centene's financial advisors also summarized Centene's and Health Net's historical relative stock price performance, provided an overview of selected companies and selected precedent transactions in the managed care industry, implied premiums paid in selected transactions and the discounted cash flows of Health Net and Centene based on the adjusted Health Net case and the Centene management forecast, respectively. The Centene Board additionally discussed with Centene's management and its financial advisors potential synergies related to the potential transaction. After further discussion, the Centene Board instructed Centene's management to continue negotiations of the proposed price and other terms of a transaction with Health Net.

On Wednesday, July 1, 2015, the Health Net Board met telephonically two times.

The first meeting occurred in the morning. Mr. Gellert reported that an agreement in principle with Cognizant had been reached consistent with the terms that were previously directed by the Health Net Board.

Morgan Lewis provided an update regarding the status of negotiations with Centene, including key transaction terms relating to termination, regulatory approval risk and non-solicitation, advising that such items had been resolved consistent with prior discussions with the Health Net Board.

The Health Net Board extensively discussed the antitrust review process and related provisions in the merger agreement. Morgan Lewis gave a detailed presentation on the timeline of antitrust review and discussed its view regarding antitrust concerns. Morgan Lewis then engaged in a detailed discussion of certain deal protections in the merger agreement. Mr. Gellert and Morgan Lewis also advised that other potential strategic partners for either party could likely present greater antitrust issues.

Mr. Gellert reported to the Health Net Board management's high degree of confidence in the expected synergies that could be achieved by the combined company. He also indicated that Centene was interested in retaining key Health

Net personnel, and confirmed his and Mr. Woys' willingness to remain with the combined company for a transition period, although no specific or definitive employment terms had been discussed.

Table of Contents

The Health Net Board discussed Centene's proposed timing for a deal announcement. Mr. Gellert and Morgan Lewis confirmed that Centene had made it clear that its offer would be withdrawn if the merger agreement was not executed prior to July 3, 2015, and the Health Net Board discussed Centene's position in light of other rumored transactions in the market.

Representatives of J.P. Morgan expressed J.P. Morgan's view that the premium represented by the implied value of the \$78.45 per share merger consideration based on Centene's closing stock price on July 1, 2015 over Health Net's closing stock price on July 1, 2015 was slightly more than 20%, which was in line with other recent similar transactions. Representatives of J.P. Morgan also presented materials previously provided to the Health Net Board in detail and answered questions from members of the Health Net Board who had reviewed the materials in advance of the meeting.

Negotiations continued during the day of July 1, 2015, with the parties focused on open key terms. Centene, through its financial advisors, proposed a final mix of cash and stock consideration that, based on the trading price of Centene's common stock as of such date, was valued in the aggregate at \$78.57 per share (an approximately 21% premium over Health Net's closing stock price on July 1, 2015).

During the evening of Wednesday, July 1, 2015, the Centene Board met via teleconference. At the invitation of Mr. Neidorff, representatives of Skadden provided a further review of the fiduciary duties of the Centene Board.

Representatives of Skadden then updated the Centene Board on negotiations with Health Net and reviewed the terms of the draft merger agreement, a copy of which previously had been provided to the Centene Board along with a summary of the material terms of the merger agreement, noting changes from the previously distributed merger agreement summary. Among other terms, they discussed the proposed price, termination fee payable by Centene in the event of a failure to receive antitrust clearance, deal protection measures, including the termination fees payable by or to Centene in the event of a competing transaction or a change in the recommendation of either the Centene Board or the Health Net Board with respect to the transactions contemplated by the merger agreement, Health Net's request for the designation of a director to the Centene Board and the retention plan for Health Net employees, and certain other deal-related items. In addition, representatives of Skadden reviewed the financing commitment terms set forth in a draft commitment letter with Wells Fargo previously provided to the Centene Board and responded to questions.

Representatives of Evercore then reviewed Evercore's financial analysis presented at the meeting on the previous day and described Evercore's internal procedures for authorizing the fairness opinion and discussed in detail the provisions of, and bases for, the opinion. Evercore then reviewed with the Centene Board its financial analyses of the merger consideration and rendered an oral opinion, which was confirmed by delivery of a written opinion dated July 1, 2015, to the Centene Board to the effect that, as of that date and based upon and subject to the factors, procedures, assumptions, qualifications and limitations set forth in the opinion, the merger consideration payable by Centene pursuant to the merger agreement was fair, from a financial point of view, to Centene.

Also at this meeting, Allen & Company reviewed with the Centene Board its financial analysis of the merger consideration and rendered an oral opinion, which was confirmed by delivery of a written opinion dated July 1, 2015, to the Centene Board to the effect that, as of that date and based on and subject to the matters described in the opinion, the merger consideration payable by Centene pursuant to the merger agreement was fair, from a financial point of view, to Centene.

The Centene Board and its advisors engaged in an extended discussion of the transaction with Health Net and the merger agreement, considering a number of factors, including the comparative likelihood of consummation of the potential transaction, the agreement in principle between Cognizant and Health Net regarding revised terms of the

Cognizant Agreement, the opportunities presented by the potential transaction, the recent and historical market prices for Health Net common stock and Centene common stock and the fact that the stock portion of the merger consideration would be subject to a fixed exchange ratio, the Centene Board's belief

Table of Contents

that the potential transaction presented significant synergy opportunities and the current environment in the managed healthcare industry. A lengthy discussion followed regarding the merger, the merger agreement, and the transactions contemplated thereby, including the proposed financing of the potential transaction. The Centene Board then reviewed the resolutions authorizing the execution of the merger agreement. After carefully considering the merger agreement and the resolutions, it was the consensus of the Centene Board that the merger was in the best interests of Centene's stockholders and unanimously voted to approve and adopt the resolutions authorizing the transaction and related matters.

The Health Net Board reconvened in the evening of July 1, 2015.

Representatives of J.P. Morgan made a presentation to the Health Net Board regarding the proposed consideration to be received in the transaction by Health Net's stockholders, including a discussion of the synergies identified by Centene and the implied premium of the proposed merger consideration over the current trading price of Health Net common stock.

Ms. Waters reported that terms with Cognizant also had been finalized. Ms. Waters and Morgan Lewis reported on the final negotiations with Centene, including that, in accordance with the Health Net Board's directive to mitigate antitrust and regulatory risks, Centene had agreed to an antitrust termination fee of \$250 million in the event that antitrust approval was not obtained by the termination date for a potential transaction. Morgan Lewis confirmed to the Health Net Board that all of the other key terms upon which the Health Net Board had been focused had been resolved in accordance with the Health Net Board's direction. Morgan Lewis also reported that Centene had agreed to nominate one independent Health Net director to the Centene Board. The Health Net Board agreed that the individual to be so nominated could be identified at a later date.

The Health Net Board then reviewed the resolutions authorizing the execution of the merger agreement and J.P. Morgan delivered its opinion that the merger consideration to be paid to the holders of Health Net common stock in the merger, and if applicable the subsequent merger, was fair, from a financial point of view, to such stockholders. After carefully considering the merger agreement and the resolutions, the Health Net Board unanimously voted to approve the resolutions authorizing the transaction.

On July 2, 2015, each of Health Net, Centene and the Merger Subs executed and delivered the merger agreement and the chief executive officers of each company also executed and delivered the voting agreements. On the morning of July 2, 2015, prior to market open, Health Net and Centene issued a joint press release announcing the proposed transaction.

Rationale for the Transaction

In the course of their discussions regarding a potential business combination, both Centene and Health Net recognized there were substantial potential strategic and financial benefits of the proposed transaction. This section summarizes the principal potential strategies and financial benefits that the parties expect to realize in the transaction and the other reasons that each party's board of directors approved the merger agreement and determined to recommend that their company's respective stockholders vote in favor of the transaction. For a discussion of various factors that could prevent or limit the parties from realizing some or all of these benefits, see **Risk Factors** beginning on page 44.

Each of Health Net and Centene believes the transaction will enhance stockholder value through, among other things, enabling Centene and Health Net to capitalize on the following strategic advantages and opportunities:

Strengthen Existing Businesses: The addition of Health Net's complementary business is expected to build on Centene's robust Medicaid business by bolstering Centene's presence in the California Medicaid program (Medi-Cal), which is the country's largest. The combined company expects to have approximately six million Medicaid members, making it one of the largest Medicaid managed care organizations in the country. The transaction will also strengthen Centene's presence with dual

Table of Contents

eligibles by providing access to dual eligibles who participate in Los Angeles and San Diego counties dual eligible demonstration programs, as well as other dual eligibles in California who have enrolled in Health Net's Medicare Advantage plans or receive Medi-Cal managed care benefits from Health Net.

Increased Product Diversity Provides Ability to Create a More Comprehensive Portfolio: Centene and Health Net also believe the transaction would extend Centene's offerings in both government and government funded programs, including Medicare Advantage, the subsidized health insurance exchanges under the ACA, the DOD's TRICARE and MFLC programs and VA's PC3/Choice programs. The combined company is expected to be positioned to provide its members access to more solutions, with opportunities for integrated specialty services across the entire enterprise. In particular, both companies have demonstrated success focusing on the subsidized portion of the health insurance marketplace, including Medicaid, Medicare Advantage and the ACA exchanges, but in different geographies. As a result, Centene believes there are opportunities to scale Health Net's programs that reach underserved communities and extend its business lines for this constituency. The companies believe that focusing on these government programs will allow the combined company to use its innovative local provider networks to deliver high quality, affordable and culturally sensitive health care across the combined company's expanded business.

Establish a Leadership Position in the Ongoing Evolution of the Health Care System: Both companies have been market leaders in responding to the recent changes in the health care system. Together, they enhance that positioning by extending their geographic reach and product range, by merging their capabilities to be a leader in all elements of value-based payments, by focusing on the growing segments in the market and by state-of-the art technology solutions.

Significant Synergy Opportunities: The combined company is estimated to achieve approximately \$150 million of annual cost synergies by the second year following the closing of the merger with 50% achieved after one year following closing. The synergy estimates provided above are expected from, among others, efficiencies in core G&A and integration of a range of specialty services. Additional synergies may be achieved over time from leveraging capabilities in IT systems and process management. Collectively these synergies are referred to as the estimated synergies.

Strong Financial Profile and Significant Earnings Accretion: Combined, Centene and Health Net are estimated to have 2015 pro forma annual premium and service revenues of approximately \$37 billion. The transaction is estimated to generate diluted earnings per share accretion for Centene of 10% and adjusted diluted earnings per share accretion (that is, excluding the effect of the amortization of intangibles associated with the transaction and any transaction costs) for Centene of 20% in the first year following closing.

The actual synergies derived from the transaction and costs of integration could be different from the foregoing estimates and these differences could be material. Accordingly, there can be no assurance that any of the potential benefits described above or included in the factors considered by the Centene Board described under "The Merger - Centene Board of Directors' Recommendations and Its Reasons for the Transaction" beginning on page 65 or by the Health Net Board described under "The Merger - Health Net Board of Directors' Recommendation and Its Reasons for the Transaction" beginning on page 68 will be realized. See "Risk Factors" beginning on page 44 and "Cautionary Note Regarding Forward-Looking Statements" on page 42.

Centene Board of Directors' Recommendations and Its Reasons for the Transaction

At a meeting on July 1, 2015, the Centene Board unanimously (i) determined that it is in the best interest of Centene and its stockholders, and declared it advisable, to enter into the merger agreement, (ii) approved the merger agreement and the transactions contemplated thereby, including the merger, and (iii) approved and declared the advisability of the Share Issuance, directed that the Share Issuance proposal be submitted to a vote at a meeting of Centene stockholders and unanimously recommended that Centene stockholders vote **FOR** the Share Issuance proposal.

Table of Contents

In evaluating the merger agreement and the transactions contemplated thereby, including the Share Issuance, the Centene Board consulted with Centene's management and legal and financial advisors and, in reaching its determinations, the Centene Board considered a variety of factors with respect to the transaction and the other transactions contemplated by the merger agreement, including the specific reasons described above under "Rationale for the Transaction" and the factors listed below.

The review of Centene's and Health Net's business, strategy, current and projected financial condition, current earnings and earnings prospects, and the current and prospective regulatory environment;

The current environment in the managed health care industry, including the trend of consolidation and increased competition, and the likely effect of these factors on Centene in the absence of, the transaction;

The prospect of significant competition in the future for partners for strategic business transactions;

The opportunities presented by the transaction, including the opportunity to create a leading diversified health care enterprise, serving over 10 million individuals in 23 states, an enhanced presence in the Western United States and the opportunity to allow Centene to offer a more comprehensive and scalable portfolio of innovative solutions focusing on uninsured and under-insured individuals, including participation in Medicare Advantage, programs with the DoD (TRICARE and MFLC) and VA PC3/Choice;

The combination of Health Net and Centene would expand the potential product offerings and geographic reach of the combined company with materially improved financial performance and operations in comparison to each company on a stand-alone basis thereby creating a compelling opportunity by leveraging Health Net's market share over Centene's geographic scope;

The combination of Health Net and Centene would maintain and enhance Health Net's strong commercial business in California, which could also serve as a model for other states in which similar opportunities can be identified;

Centene has strong specialty care management functions that, in combination with Health Net's provider management capabilities, including capitation and product diversity expertise, would offer strong growth potential;

Both Centene and Health Net were leading companies in responding to the ACA and building low cost, high quality solutions for the future and, although they have common business lines and focus on the ACA, there is little overlap in their service areas, allowing for the opportunity to expand the reach of their low cost, high quality solutions by geography and product line;

Recent and historical market prices for Health Net common stock and Centene common stock and the fact that the stock portion of the merger consideration is subject to a fixed exchange ratio;

The fact that Centene stockholders immediately prior to the merger will own approximately 71% of Centene's outstanding stock immediately following the transaction;

A review of the potential strategic and financial benefits associated with the transaction, including:

The addition of incremental scale in the western United States, including through Health Net's complementary network, which Centene believes will provide it with a stronger presence to compete more effectively in the Medi-Cal market and other Medicaid and Medicare markets, including in Arizona, Oregon and Washington;

The earnings accretion that Centene believes will result from the transaction, including the fact that the transaction is expected to be accretive to Centene's diluted earnings per share in the first year following the closing of the transaction; and

Centene's belief that the transaction presents significant synergy opportunities;

Centene's belief that the addition of Health Net's Medicare platform to Centene's Medicaid programs provides an opportunity for additional growth across the combined company's markets;

Greater participation in California's dual eligible demonstration program given Health Net's leading share in this market;

Table of Contents

The fact that Centene's management team and legal and financial advisors were involved throughout the negotiations and updated the Centene Board which provided additional perspectives on the negotiations;

The fact that the issuance of common stock in the transaction will be subject to the approval of Centene's stockholders and that, in this regard, Centene's directors and executive officers do not own a significant enough interest in Centene common stock, in the aggregate, to influence substantially the outcome of such stockholder vote;

The respective opinions of Allen & Company and Evercore, each dated July 1, 2015, to the Centene Board as to the fairness, from a financial point of view and as of the date of the opinion, to Centene of the merger consideration payable by Centene pursuant to the merger agreement, which opinions were subject to certain procedures followed, matters considered, assumptions made and qualifications and limitations on the review undertaken as more fully described in the sections entitled "Opinions of Centene's Financial Advisors - Allen & Company" and "Opinions of Centene's Financial Advisors - Evercore"; and

The Centene Board also specifically considered the terms of the merger agreement, including the following:

That if Centene were to receive a takeover proposal from a third party that provided superior value to Centene and its stockholders, Centene and its board of directors would be able to consider such superior value and the Centene Board may change its recommendation that Centene stockholders vote in favor of Centene's issuance of common stock in the merger and/or terminate the merger agreement;

Centene's ability, under circumstances described in the merger agreement, to provide information to and engage in discussions or negotiations with a third party that makes an unsolicited bona fide written takeover proposal;

The ability of the Centene Board, subject to certain conditions, to change its recommendation supporting the merger in response to an intervening event, if the Centene Board determines that failure to take such action would be reasonably likely to be inconsistent with its fiduciary duties;

The customary nature of Centene's other representations, warranties and covenants in the merger agreement; and

The fact that the merger agreement provides for reasonable restrictions on operations of Health Net's business between the signing of the merger agreement and completion of the merger.

The Centene Board also considered potential risks and other negative factors concerning the transaction in connection with its deliberations of the transaction, including the following:

The fact that completion of the transaction, and the lower percentage of the outstanding capital stock of the combined Centene-Health Net business represented by Centene stockholders as a result of the merger, will provide Centene stockholders with less of an opportunity to participate in Centene's future earnings growth than would be anticipated if Centene were to remain a stand-alone entity and its strategic plan were successfully implemented;

Certain risks inherent in Health Net's business and operations, including those identified in Health Net's SEC filings;

The potential risk of diverting management attention and resources from the operation of Centene's business, including other strategic opportunities and operational matters, while working toward the completion of the transaction;

The potential negative effect of the pendency of the transaction on Centene's and Health Net's business and relationships with employees, customers, providers, vendors, governmental entities, including regulators and the communities in which they operate, including the risk that certain key members of senior management might choose not to remain employed with Health Net prior to completion of the transaction;

The general risks of market conditions that could affect the price of Centene and Health Net common stock, as well as the other risks and uncertainties discussed in Health Net's public filings with the SEC;

Table of Contents

The potential risks associated with achieving anticipated cost synergies and savings and successfully integrating Health Net's business, operations and workforce with those of Centene;

The risk that the transaction may not be completed despite the parties' efforts or that completion of the merger may be unduly delayed, even if the requisite approval is obtained from each party's stockholders, including the possibility that conditions to the parties' obligations to complete the transaction may not be satisfied, and the potential resulting disruptions to Centene's business;

The fact that various regulatory approvals are required to complete the transaction, which present a risk that the applicable governmental authorities may condition their grant of required approvals or consents on the imposition of unfavorable terms or conditions or that such approvals and consents will not be able to be obtained at all;

The fact that the closing of the merger is not conditioned on Centene's ability to find suitable financing for the cash consideration;

The fact that if Health Net receives a superior proposal, the Health Net Board can modify or withdraw its recommendation that the Health Net stockholders vote in favor of the merger and/or terminate the merger agreement, if failure to take such action would be inconsistent with the director's duties under applicable law and after compliance with the applicable requirements set forth in the merger agreement (including payment of a termination fee);

The fact that upon termination of the merger agreement under specified circumstances, Centene may be required to pay Health Net a termination fee;

The fact that the parties have incurred and will continue to incur significant transaction costs and expenses in connection with the transaction, regardless of whether the transaction is completed;

The need to obtain approvals from Centene stockholders and Health Net stockholders in order to complete the transaction;

The fact that the provisions of the merger agreement impose certain restrictions on the operations of Centene until completion of the merger;

The fact that certain senior executives of Health Net would receive substantial payments in connection with the merger, and that Health Net may also be obligated to make gross-up payments to those executives for the amount of certain taxes resulting from some of these payments; and

The Centene Board also considered the type and nature of the risks described under the section entitled "Risk Factors" beginning on page 44, and the matters described under "Cautionary Note Regarding Forward-Looking Statements" beginning on page 42.

In view of the wide variety of factors considered in connection with its evaluation of the transaction and the complexity of these matters, the Centene Board did not consider it practical, nor did it attempt, to quantify, rank or otherwise assign relative weights to the different factors it considered in reaching its decision.

The Centene Board did not undertake to make any specific determination as to whether any particular factor, or any aspect of any particular factor, was favorable or unfavorable to its ultimate determination, but rather the Centene Board conducted an overall review of the factors described above, including discussions with Centene's senior management team and outside legal and financial advisors. In considering the factors described above, individual members of the Centene Board may have given different weight to different factors.

Health Net Board of Directors' Recommendations and Its Reasons for the Transaction

At a meeting on July 1, 2015, the Health Net Board unanimously (i) determined that it is in the best interest of Health Net and its stockholders, and declared it advisable, to enter into the merger agreement, (ii) approved the merger agreement and the transactions contemplated thereby, including the merger, and (iii) directed that the Merger proposal be submitted to a vote at a meeting of Health Net stockholders and unanimously recommended that Health Net stockholders vote **FOR** the Merger proposal.

Table of Contents

In evaluating the merger agreement and the transactions contemplated thereby, the Health Net Board consulted with Health Net's management and legal and financial advisors and, in reaching its determinations, the Health Net Board considered a variety of factors with respect to the transaction and the other transactions contemplated by the merger agreement, including the specific reasons described above under "Rationale for the Transaction" and the factors listed below.

Centene has national strength in a key growth segment and Health Net has deep strength in the California market with a broad range of business lines including commercial and government business, such that a combination of Health Net and Centene would be well positioned nationally and internationally for growth, margin improvement and technology improvement;

The combination of Health Net and Centene would expand the potential product offerings and geographic reach of the combined company with materially improved financial performance and operations in comparison to each company on a stand-alone basis thereby creating a compelling opportunity by leveraging Health Net's market share over Centene's geographic scope;

The combination of Health Net and Centene would maintain and enhance Health Net's strong commercial business in California, which could also serve as a model for other states in which similar opportunities can be identified;

Centene has strong specialty care management functions that, in combination with Health Net's provider management capabilities, including capitation and product diversity expertise, would offer strong growth potential;

The combination of the Health Net and Centene businesses would bring greater scale to the surviving corporation thus better positioning the surviving corporation to more effectively compete in the evolving managed care organization sector;

Both Centene and Health Net are leading companies in responding to the ACA and building low cost, high quality solutions for the future and, although they have common business lines and focus on the ACA, there is little overlap in their service areas, allowing for opportunity to expand the reach of their low cost, high quality solutions by geography and product line;

The expectation that the surviving corporation would achieve approximately \$150 million in cost savings and synergies from, among other things, reductions in corporate overhead, specialty company integration, reductions in medical costs and technology platform combinations in comparison to the two companies on a stand-alone basis;

The expectation that the surviving corporation would have increased resources to invest in future organic and acquisition growth opportunities in comparison to either company on a stand-alone basis;

The fact that the merger consideration consists of cash, providing Health Net stockholders with certainty of value and liquidity upon completion of the merger, along with a significant stock component, which would result in Health Net stockholders immediately prior to the transactions holding approximately 29% of the common stock of Centene immediately following completion of the merger, thus providing Health Net stockholders with meaningful participation in the upside potential of a larger, more diversified company; and

The oral opinion of J.P. Morgan delivered to the Health Net Board on July 1, 2015, which was subsequently confirmed in writing on the same day, that, as of such date and based upon and subject to the factors, assumptions, limitations and qualifications set forth in its opinion, the merger consideration to be paid to the holders of Health Net common stock in the merger and, if applicable, the subsequent merger was fair, from a financial point of view, to such stockholders, as more fully described below under the caption "Opinion of Health Net's Financial Advisor" beginning on page 89. The full text of the written opinion of J.P. Morgan, dated July 1, 2015, which sets forth, among other things, the assumptions made, matters considered and qualifications and limitations on the review undertaken in rendering its opinion, is attached as Annex F to this joint proxy statement/prospectus.

Table of Contents

The Health Net Board's knowledge of Health Net's business, operations, financial condition, earnings and prospects and its knowledge of Centene's business, operations, financial condition, earnings and prospects, taking into account Centene's publicly-filed information and the results of Health Net's due diligence review of Centene;

The long-term and recent historical trading prices with respect to shares of Health Net common stock and Centene common stock and the amount of the merger consideration;

The premium of the merger consideration over the recent trading prices of Health Net common stock;

The fact that the exchange ratio is fixed and will not fluctuate based upon changes in the market price of Health Net or Centene common stock between the date of the merger agreement and the date of the completion of the merger and therefore the value of the merger consideration payable to Health Net stockholders will increase in the event that the share price of Centene increases prior to completion of the merger;

The expectation that the surviving corporation will benefit from the experienced management teams of Health Net and Centene;

The fact that other potential strategic partners were known to be engaged in other transactions based on public information and that a transaction with other such potential strategic partners presented certain significant regulatory challenges;

The lengthy sale process previously pursued by Health Net that was not completed because of concerns over the ability to obtain regulatory approval in a timely manner and on satisfactory terms;

The commitments by both Health Net and Centene to complete the merger, as set forth in the merger agreement, and the belief of the Health Net Board that the transaction did not present significant apparent regulatory concerns that would impact the ability to complete the merger;

The risks and uncertainties associated with maintaining Health Net's existence as an independent company;

The hurdles associated with the potential expansion of Health Net on its own into other geographic areas and the greater opportunity of the combined company for expansion;

The possibility that the transaction may qualify as a tax-free reorganization;

The Health Net Board's review of Health Net's and Centene's business, strategy, current and projected financial condition, current earnings and earnings prospects, and the current and prospective regulatory environment;

The current environment in the managed health care industry, including the trend of consolidation and increased competition, and the likely effect of these factors on Health Net in the absence of the transaction;

The fact that the merger will be subject to the approval of Health Net's stockholders and that, in this regard, Health Net's directors and executive officers do not own a significant enough interest in Health Net common stock, in the aggregate, to influence substantially the outcome of such stockholder vote; and

The fact that Health Net stockholders who do not vote to adopt the merger agreement and approve the merger and who follow certain prescribed procedures are entitled to appraisal rights under Delaware law.

The Health Net Board also specifically considered the terms of the merger agreement, including the following:

The lack of a financing contingency to Centene's obligation to complete the merger;

The ability of Health Net to negotiate an amendment to its agreement with Cognizant regarding the outsourcing transaction described under "Background of the Merger" that allowed Health Net to extend the pre-commencement termination date of such agreement thereby providing Health Net with an opportunity to pursue the Cognizant technology solution should the merger not be completed;

Table of Contents

The significant termination fees payable by Centene to Health Net if Centene terminates the merger agreement to pursue a competing transaction with a third party or otherwise;

That if Health Net were to receive a takeover proposal from a third party that provided superior value to Health Net and its stockholders, Health Net and its board of directors would be able to consider such superior value and the Health Net Board may change its recommendation that Health Net stockholders vote in favor of the Merger proposal and/or terminate the merger agreement;

Health Net's ability, under circumstances described in the merger agreement, to provide information to and engage in discussions or negotiations with a third party that makes an unsolicited bona fide written takeover proposal;

The ability of the Health Net Board, subject to certain conditions, to change its recommendation supporting the merger in response to an intervening event, if the Health Net Board determines that failure to take such action would be reasonably likely to be inconsistent with its fiduciary duties; and

The customary nature of Health Net's other representations, warranties and covenants in the merger agreement.

The Health Net Board weighed the foregoing against a number of potentially negative factors, including:

The fact that the exchange ratio is fixed and will not fluctuate based upon changes in the market price of Health Net or Centene common stock between the date of the merger agreement and the date of the completion of the merger and therefore the value of the merger consideration payable to Health Net stockholders will decrease in the event that the share price of Centene decreases prior to completion of the merger;

The possibility that the merger may not qualify as a tax-free reorganization;

The restrictions on the conduct of Health Net's business during the period between the execution of the merger agreement and the completion of the merger;

The costs associated with the completion of the merger and the realization of the benefits expected to be obtained in connection with the merger, including management's time and energy and potential opportunity cost;

The suspension of the outsourcing arrangement with Cognizant, including the transition of employees, and the foregoing of other potential opportunities that would be incompatible with completion of the merger;

The costs and risks associated with not pursuing the Cognizant arrangement at this time;

The challenges in absorbing the effect of any failure to complete the merger, including stockholder and market reactions, as well as the diversion of management's attention from ongoing business concerns;

The risk that regulatory agencies may not approve the merger or may impose terms and conditions on their approvals that adversely affect the business and financial results of the surviving corporation as more fully described under "The Merger - Regulatory Approvals Required for the Merger" beginning on page 122;

The fact that the merger agreement does not preclude a third party from making an unsolicited proposal for a competing transaction with Centene and that, under certain circumstances more fully described in the sections "The Merger Agreement - Covenants and Agreements - No Solicitation" beginning on page 145 and "The Merger Agreement - Covenants and Agreements - Adverse Recommendation Change and Termination" beginning on page 147, Centene may furnish non-public information to and enter into discussions with such third party regarding the competing transaction and the Centene Board may withdraw or modify its recommendations to Centene stockholders regarding the merger and may terminate the merger agreement to enter into a competing transaction under certain circumstances;

Table of Contents

The challenges inherent in the combination of two businesses of the size and complexity of Health Net and Centene, especially in light of Centene's lack of experience in consummating a business combination of this size;

The risk of not being able to realize all of the anticipated cost savings and operational synergies between Health Net and Centene and the risk that other anticipated benefits might not be realized; and

The risks of the type and nature described under Risk Factors, beginning on page 44 and the matters described under Cautionary Note Regarding Forward-Looking Statements beginning on page 42.

This discussion of the information and factors considered by the Health Net Board in reaching its conclusions and recommendation includes the principal factors considered by the Health Net Board, but is not intended to be exhaustive and may not include all of the factors considered by the Health Net Board. In view of the wide variety of factors considered in connection with its evaluation of the merger and the other transactions contemplated by the merger agreement, and the complexity of these matters, the Health Net Board did not find it useful and did not attempt to quantify, rank or assign any relative or specific weights to the various factors that it considered in reaching its determination to approve the merger and the other transactions contemplated by the merger agreement, and to make its recommendation to Health Net stockholders. Rather, the Health Net Board viewed its decisions as being based on the totality of the information presented to it and the factors it considered, including its discussions with, and questioning of, members of Health Net's management and Health Net's advisors, as well as its experience and history. In addition, individual members of the Health Net Board may have assigned different weights to different factors.

Certain of Health Net's directors and executive officers have financial interests in the merger that are different from, or in addition to, those of Health Net's stockholders generally. The Health Net Board was aware of and considered these potential interests, among other matters, in evaluating the merger and in making its recommendation to Health Net stockholders. For a discussion of these interests, see Interests of Directors and Executive Officers in the Merger.

The Health Net Board unanimously determined that the merger agreement and the transaction contemplated by the merger agreement were advisable and in the best interests of Health Net and its stockholders and approved the merger agreement. Accordingly, the Health Net Board unanimously recommends that Health Net stockholders vote FOR the proposal to adopt the merger agreement at the Health Net special meeting.

Opinions of Centene's Financial Advisors

Allen & Company LLC

Centene has engaged Allen & Company as a financial advisor to Centene in connection with the proposed merger. In connection with this engagement, Centene requested that Allen & Company evaluate and render an opinion to the Centene Board regarding the fairness, from a financial point of view, to Centene of the merger consideration payable by Centene pursuant to the merger agreement. On July 1, 2015, at a meeting of the Centene Board held to evaluate the merger, Allen & Company rendered an oral opinion, which was confirmed by delivery of a written opinion dated July 1, 2015, to the Centene Board to the effect that, as of that date and based on and subject to the matters described in its opinion, the merger consideration payable by Centene pursuant to the merger agreement was fair, from a financial point of view, to Centene.

The full text of Allen & Company's written opinion, dated July 1, 2015, which describes the procedures followed, matters considered, assumptions made and qualifications and limitations on the review undertaken, is

attached to this document as Annex D and is incorporated by reference in its entirety into this joint proxy statement/prospectus. You are encouraged to read Allen & Company's opinion carefully and in its entirety. Allen & Company's opinion was intended for the benefit and use of the Centene Board (in its capacity as such) in connection with its evaluation of the merger consideration

Table of Contents

from a financial point of view to Centene and does not address any other aspect of the merger. Allen & Company's opinion did not constitute a recommendation as to the course of action that the Centene Board should pursue in connection with the merger, or otherwise address the merits of the underlying decision by Centene to engage in the merger, including in comparison to other strategies or transactions that might be available to Centene or in which Centene might engage. The opinion does not constitute advice or a recommendation to any stockholder as to how such stockholder should vote or act on any matter relating to the merger or otherwise.

Allen & Company was not requested to, and it did not, recommend the specific consideration payable in the merger or that any given consideration constituted the only appropriate consideration in the merger. The type and amount of consideration payable in the merger were determined through negotiations between Centene and Health Net, and the decision to enter into the merger was solely that of the Centene Board. Allen & Company's opinion and financial analyses were only one of many factors considered by the Centene Board in its evaluation of the merger and should not be viewed as determinative of the views of the Centene Board or management with respect to the merger or the consideration payable in the merger. Allen & Company's opinion as expressed in its opinion letter reflected and gave effect to Allen & Company's general familiarity with Centene as well as information which it received during the course of its engagement, including information provided by the managements of Centene and Health Net in the course of discussions relating to the merger as more fully described below. In arriving at its opinion, Allen & Company neither conducted a physical inspection of the properties or facilities of Centene, Health Net or any other entity, nor made or obtained any evaluations or appraisals of the assets or liabilities (contingent, off-balance sheet or otherwise) of Centene, Health Net or any other entity or conducted any analysis concerning the solvency or fair value of Centene, Health Net or any other entity. Allen & Company is not an actuary and its services did not include any actuarial determination or evaluation, any attempt to evaluate actuarial assumptions or allowances for losses with respect thereto or any analysis of the adequacy of reserves for losses or other matters and, accordingly, Allen & Company assumed that each of Centene and Health Net has, and the pro forma combined company will have, adequate reserves for losses and other matters.

In arriving at its opinion, Allen & Company, among other things:

reviewed the financial terms and conditions of the merger as reflected in a draft, dated July 1, 2015, of the merger agreement;

reviewed certain publicly available historical business and financial information relating to Centene and Health Net, including public filings of Centene and Health Net, and historical market prices and trading volumes for Centene common stock and Health Net common stock;

reviewed certain financial information relating to Centene and Health Net, including certain internal financial forecasts, estimates and other financial and operating data of Centene and Health Net provided to or discussed with Allen & Company by the respective managements of Centene and Health Net (as adjusted, in the case of th