

WELLCARE HEALTH PLANS, INC.

Form 8-K

October 13, 2011

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 16, 2011

WELLCARE HEALTH PLANS, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-32209  
(Commission File Number)

47-0937650  
(IRS Employer  
Identification No.)

8735 Henderson Road, Renaissance One  
Tampa, Florida  
(Address of principal executive offices)

33634  
(Zip Code)

Registrant's telephone number, including area code: (813) 290-6200

Not Applicable  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## Item 1.01 Entry into a Material Definitive Agreement.

## Renewal of Contracts with the Centers for Medicare &amp; Medicaid Services

On September 16, 2011, WellCare Health Plans, Inc. (the “Company”) received Contract S5967 (the “2012 PDP Contract”) between the Centers for Medicare & Medicaid Services (“CMS”) and WellCare Prescription Insurance, Inc. (“WPI”), a wholly-owned subsidiary of the Company, pursuant to which WPI, together with another Company subsidiary, provides stand-alone prescription drug plans under Medicare Part D. The 2012 PDP Contract by its terms is considered a renewal of Contract S5967 dated October 4, 2010 between CMS and WPI (the “2011 PDP Contract”) but its terms supersede the terms of the 2011 PDP Contract.

The terms and conditions contained in the 2012 PDP Contract are equivalent to the terms and conditions contained in the 2011 PDP Contract in most material respects. Pursuant to the 2012 PDP Contract, WPI will operate Medicare prescription drug plans in accordance with the benefit plans submitted by WPI to CMS and applicable laws and regulations, including those relating to the marketing of its plans, enrollment into its plans, utilization management and appeals and grievances. The term of the 2012 PDP Contract is from September 16, 2011 through December 31, 2012 and is renewable for additional one-year periods provided that WPI remains qualified to offer its plans and neither party has elected not to renew. Either party may terminate the 2012 PDP Contract during any term in accordance with applicable laws and regulations. The 2012 PDP Contract also includes an Employer/Union-Only Group Part D Addendum setting forth the terms under which WPI would be permitted to offer employer-sponsored group prescription drug plans to Part D eligible individuals enrolled in employment-based retiree health coverage.

On September 16, 2011, the Company also received the following contracts (collectively, the “2012 MA Contracts”) between CMS and the wholly-owned subsidiaries of the Company listed below (collectively, the “MA Subsidiaries”). The 2012 MA Contracts by their terms are considered renewals of the contracts of the same numbers previously entered between CMS and the MA Subsidiaries (collectively, the “Prior MA Contracts”) as of October 4, 2010 but their terms supersede the terms of the Prior MA Contracts.

MA Contract Number	MA Subsidiary	State Served
H0117	WellCare of Ohio, Inc.	Ohio
H0712	WellCare of Connecticut, Inc.	Connecticut
H0913	WellCare Health Insurance Plans of New Jersey, Inc.	New Jersey
H1032	WellCare of Florida, Inc.	Florida
H1112	WellCare of Georgia, Inc.	Georgia
H1216	Harmony Health Plan of Illinois, Inc. dba Harmony Health Plan of Missouri	Missouri
H1264	WellCare of Texas, Inc.	Texas
H1416	Harmony Health Plan of Illinois, Inc.	Illinois
H1903	WellCare of Louisiana, Inc.	Louisiana
H2491	WellCare Health Insurance of Arizona, Inc.	Hawaii
H3361	WellCare of New York, Inc.	New York

Pursuant to the 2012 MA Contracts, the MA Subsidiaries will operate Medicare Advantage coordinated care plans in the states noted in the table above. The MA Subsidiaries agree to operate these plans in accordance with the benefit plans submitted by the MA Subsidiaries to CMS and applicable laws and regulations. The terms and conditions contained in the 2012 MA Contracts are equivalent to the terms and conditions contained in the Prior MA Contracts in most material respects. They contain various requirements applicable to operation of the plans including, among other things, the benefits to be provided by the MA Subsidiaries to their enrollees, certain protections for enrollees and providers, quality improvement programs, data reporting and program integrity. Each 2012 MA Contract also includes an addendum containing the terms and conditions under which the MA Subsidiary may offer Medicare Part D prescription drug coverage through one or more of its Medicare Advantage plans. The term of the 2012 MA Contracts is from September 16, 2011 through December 31, 2012. Unless the applicable MA Subsidiary elects not to renew, each 2012 MA Contract is renewable for additional one-year periods provided that the MA Subsidiary and CMS agree on the benefit design and pricing for the MA Subsidiary’s plans for the renewal period and CMS authorizes the renewal. CMS may terminate any 2012 MA Contract during its term for various reasons, such as an MA Subsidiary’s substantial failure to comply with various contractual requirements, as detailed in the 2012 MA Contract.

Finally, on September 16, 2011, the Company received Medicare Mark License Agreements between CMS and each of WPI and the MA Subsidiaries (collectively, the “License Agreements”) pursuant to which CMS has granted WPI and the MA Subsidiaries a non-exclusive, non-assignable right to use the trademark “Medicare Prescription Drug Benefit program” in marketing materials beginning September 16, 2011. Such use is subject to the terms of the License Agreements. Each License Agreement terminates on December 31, 2012 but is renewable to run concurrently with any renewal of the associated 2012 PDP Contract or 2012 MA Contract.

The foregoing description does not purport to be a complete description of the parties’ rights and obligations under the 2012 PDP Contract, the 2012 MA Contracts and/or the License Agreements. The above description is qualified in its entirety by reference to the 2012 PDP Contract, the form of 2012 MA Contract, the benefit attestations for each MA Contract and the form of License Agreement, each of which is attached hereto and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed as part of this report:

Exhibit Number	Description
<u>10.1</u>	<u>Contract S5967 between the Centers for Medicare &amp; Medicaid Services and WellCare Prescription Insurance, Inc.</u>

Exhibit Number	Description
<u>10.2</u>	<u>Form of Contract between the Centers for Medicare &amp; Medicaid Services and each of (a) WellCare of Ohio, Inc. (Contract H0117), (b) WellCare of Connecticut, Inc. (Contract H0712), (c) WellCare Health Insurance Plans of New Jersey, Inc. (Contract H0913), (d) WellCare of Florida, Inc. (H1032), (e) WellCare of Georgia, Inc. (H1112), (f) Harmony Health Plan of Illinois, Inc. dba Harmony Health Plan of Missouri (H1216), (g) WellCare of Texas, Inc. (H1264), (h) Harmony Health Plan of Illinois, Inc. (H1416), (i) WellCare of Louisiana, Inc. (H1903), (j) WellCare Health Insurance of Arizona, Inc. (H2491) and (k) WellCare of New York, Inc. (H3361)</u>
10.3	<u>2012 Benefit Attestation to Contract H0117 between the Centers for Medicare &amp; Medicaid Services and WellCare of Ohio, Inc.</u>
10.4	<u>2012 Benefit Attestation to Contract H0712 between the Centers for Medicare &amp; Medicaid Services and WellCare of Connecticut, Inc.</u>
10.5	<u>2012 Benefit Attestation to Contract H0913 between the Centers for Medicare &amp; Medicaid Services and WellCare Health Insurance Plans of New Jersey, Inc.</u>
10.6	<u>2012 Benefit Attestation to Contract H1032 between the Centers for Medicare &amp; Medicaid Services and WellCare of Florida, Inc.</u>
10.7	<u>2012 Benefit Attestation to Contract H1112 between the Centers for Medicare &amp; Medicaid Services and WellCare of Georgia, Inc.</u>
10.8	<u>2012 Benefit Attestation to Contract H1216 between the Centers for Medicare &amp; Medicaid Services and Harmony Health Plan of Illinois, Inc. dba Harmony Health Plan of Missouri</u>
10.9	<u>2012 Benefit Attestation to Contract H1264 between the Centers for Medicare &amp; Medicaid Services and WellCare of Texas, Inc.</u>
10.10	<u>2012 Benefit Attestation to Contract H1416 between the Centers for Medicare &amp; Medicaid Services and Harmony Health Plan of Illinois, Inc.</u>
10.11	<u>2012 Benefit Attestation to Contract H1903 between the Centers for Medicare &amp; Medicaid Services and WellCare of Louisiana, Inc.</u>
10.12	<u>2012 Benefit Attestation to Contract H2491 between the Centers for Medicare &amp; Medicaid Services and WellCare Health Insurance of Arizona, Inc.</u>
10.13	<u>2012 Benefit Attestation to Contract H3361 between the Centers for Medicare &amp; Medicaid Services and WellCare of New York, Inc.</u>
10.14	<u>Form of Medicare Mark License Agreement between the Centers for Medicare &amp; Medicaid Services and each of (a) WellCare of Ohio, Inc. (Contract H0117), (b) WellCare of Connecticut, Inc. (Contract H0712), (c) WellCare Health Insurance Plans of New Jersey, Inc. (Contract H0913), (d) WellCare of Florida, Inc. (H1032), (e) WellCare of Georgia, Inc. (H1112), (f) Harmony Health Plan of Illinois, Inc. dba Harmony Health Plan of Missouri (H1216), (g) WellCare of Texas, Inc. (H1264), (h) Harmony Health Plan of Illinois, Inc. (H1416), (i) WellCare of Louisiana, Inc. (H1903), (j) WellCare Health Insurance of Arizona, Inc. (H2491), (k) WellCare of New York, Inc. (H3361) and (l) WellCare Prescription Insurance, Inc. (S5967)</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 13, 2011

WELLCARE HEALTH PLANS, INC.

/ s / T h o m a s L .  
Tran  
Thomas L. Tran  
Senior Vice President and Chief Financial  
Officer

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