

CENTENE CORP
Form 424B5
April 24, 2014
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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-174164

The information in this prospectus supplement is not complete and may be changed. This prospectus supplement is part of an effective registration statement filed with the Securities and Exchange Commission. This prospectus supplement and the accompanying prospectus are not an offer to sell and they are not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to Completion, dated April 24, 2014

PROSPECTUS SUPPLEMENT

(To Prospectus dated May 13, 2011)

\$300,000,000

Centene Corporation

% Senior Notes due 2022

This is an offering by Centene Corporation of an aggregate principal amount of \$300,000,000 of % senior notes due 2022, which we refer to as the notes. We will pay interest on the notes on and of each year, commencing on , 2014. The notes will mature on , 2022.

At any time on or after , 2019 we may redeem the notes at the prices set forth in this prospectus supplement. We may redeem the notes at any time prior to , 2019, in whole or in part, at a price equal to 100% of the principal amount of the notes redeemed plus any accrued and unpaid interest thereon and a make-whole premium. If we undergo a change of control under certain circumstances, we may be required to offer to purchase the notes from holders at a purchase price equal to 101% of the principal amount plus accrued and unpaid interest.

The notes are our senior unsecured obligations and rank equally in right of payment with all of our existing and future senior debt and will be senior in right of payment to all of our existing and future subordinated debt. The notes are not guaranteed by any of our subsidiaries and are only required to be guaranteed by any of our subsidiaries in limited circumstances in the future. As a result, the notes are effectively subordinated to any obligations of our subsidiaries, including medical claims liability, accounts payable and accrued expenses, unearned revenue and other long-term liabilities. The notes are effectively junior to all of our existing and future secured obligations to the extent of the value of the assets securing such obligations.

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Investing in the notes involves risks. See Risk Factors beginning on page S-7. Before investing in the notes, you should also consider the risks described under Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2013 and in our quarterly report on Form 10-Q for the quarter ended March 31, 2014.

	Per Note	Total
Price to the public ⁽¹⁾	%	\$
Underwriting discounts and commissions	%	\$
Proceeds to us (before expenses) ⁽²⁾	%	\$

(1) Interest on the notes will accrue from _____, 2014.

(2) We have agreed to reimburse the underwriters for certain expenses in connection with this offering. See Underwriting (Conflicts of Interest). Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Barclays, on behalf of the underwriters, expects to deliver the notes offered hereby to purchasers in

book-entry form on or about _____, 2014.

Joint Book-Running Managers

Barclays

SunTrust Robinson Humphrey

Wells Fargo Securities

Co-Managers

Allen & Company LLC

Citigroup
Prospectus Supplement dated _____

Morgan Stanley
, 2014

Regions Securities LLC

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You should read this document together with additional information described under the heading **Where You Can Find More Information**. You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized anyone to provide you with different information. We are not making an offer of these securities in any state where the offer or sale is not permitted. You should not assume that the information we have included in this prospectus supplement or the accompanying prospectus is accurate as of any date other than the date of this prospectus supplement or the accompanying prospectus or that any information we have incorporated by reference is accurate as of any date other than the date of the document incorporated by reference. If the information varies between this prospectus supplement and the accompanying prospectus, the information in this prospectus supplement supersedes the information in the accompanying prospectus. Neither this prospectus supplement nor the accompanying prospectus constitutes an offer, or an invitation on our behalf or on behalf of the underwriters, to subscribe for and purchase any of the securities and may not be used for or in connection with an offer or solicitation by anyone, in any jurisdiction in which such an offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the Securities and Exchange Commission, or SEC, utilizing a shelf registration process. Under this shelf registration process, we may sell the securities described in the accompanying prospectus from time to time. In this prospectus supplement, we provide you with specific information about the notes we are selling in this offering and about the offering itself. Both this prospectus supplement and the accompanying prospectus include or incorporate by reference important information about us and other information you should know before investing in the notes. This prospectus supplement also adds, updates and changes information contained or incorporated by reference in the accompanying prospectus. To the extent that any statement we make in this prospectus supplement is inconsistent with the statements made in the accompanying prospectus, the statements made in the accompanying prospectus are deemed modified or superseded by the statements made in this prospectus supplement. You should read both this prospectus supplement and the accompanying prospectus, as well as the additional information in the documents described below under the heading Incorporation By Reference, before investing in the notes.

Unless the context otherwise requires, the terms the Company, we, us, our or similar terms and Centene refer to Centene Corporation, together with its consolidated subsidiaries.

INDUSTRY AND MARKET DATA

Throughout this prospectus supplement and the documents incorporated by reference herein, we rely on and refer to information and statistics regarding the healthcare industry. We obtained this information and these statistics from various third-party sources, discussions with state regulators and our own internal estimates. We believe that these sources and estimates are reliable, but we have not independently verified them and cannot guarantee their accuracy or completeness.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any document we file at the SEC's Public Reference Room, 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on their public reference room. Our SEC filings are also available to the public at the SEC's website at <http://www.sec.gov>. Our common stock is listed under the symbol CNC and traded on the New York Stock Exchange (the NYSE). You may also inspect the information we file with the SEC at the NYSE's offices at 20 Broad Street, New York, New York 10005. Information about us, including our SEC filings, is also available at our Internet site at <http://www.centene.com>. However, the information on our Internet site is not a part of this prospectus supplement or any prospectus.

This prospectus supplement does not contain all of the information set forth in the registration statement or in the exhibits and schedules thereto, in accordance with the rules and regulations of the SEC, and we refer you to that omitted information. The statements made in this prospectus supplement pertaining to the content of any contract, agreement or other document that is an exhibit to the registration statement necessarily are summaries of their material provisions and we qualify those statements in their entirety by reference to those exhibits for complete statements of their provisions. The registration statement and its exhibits and schedules are available at the SEC's public reference room or through its website.

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INCORPORATION BY REFERENCE

The SEC allows us to incorporate by reference information into this prospectus supplement. This means we can disclose important information to you by referring you to another document filed separately with the SEC. The information we incorporate by reference is an important part of this prospectus supplement, and information we subsequently file with the SEC will automatically update and supersede that information. We incorporate by reference the documents listed below and any filings we make with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act) (other than the portions provided pursuant to Item 2.02 or Item 7.01 of Form 8-K or other information furnished to the SEC) after the date of this prospectus supplement and before the end of the offering of the notes pursuant to this prospectus supplement (SEC File No. 001-31826). The documents we incorporate by reference are:

our Annual Report on Form 10-K for the year ended December 31, 2013, filed with the SEC on February 21, 2014;

our Quarterly Report on Form 10-Q for the period ended March 31, 2014, filed with the SEC on April 22, 2014;

our Current Reports on Form 8-K filed with the SEC on January 10, 2014, January 31, 2014, February 6, 2014 and April 22, 2014; and

our Definitive Proxy Statement and Definitive Additional Materials on Schedule 14A filed with the SEC on March 11, 2014 and April 11, 2014.

We encourage you to read our SEC reports, as they provide additional information about us which prudent investors find important. We will provide to each person, including any beneficial owner, to whom a prospectus supplement is delivered, a copy of any or all of the information that has been incorporated by reference in the prospectus supplement but not delivered with the prospectus supplement, at no charge upon written or oral request by contacting us at Centene Corporation, Attn: Corporate Secretary, 7700 Forsyth Boulevard, St. Louis, Missouri 63105, telephone (314) 725-4477.

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CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

All statements, other than statements of current or historical fact, contained in this prospectus supplement and the accompanying prospectus are forward-looking statements. We have attempted to identify these statements by terminology including believe, anticipate, plan, expect, estimate, intend, seek, target, goal, may, will, should, can, continue and other similar words or expressions in connection with, among other things, a discussion of future operating or financial performance. In particular, these statements include statements about our market opportunity, our growth strategy, competition, expected activities and future acquisitions, investments and the adequacy of our available cash resources. We caution you that matters subject to forward-looking statements involve known and unknown risks and uncertainties, including economic, regulatory, competitive and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. These statements are not guarantees of future performance and are subject to risks, uncertainties and assumptions.

All forward-looking statements included or incorporated by reference in this prospectus supplement and the accompanying prospectus are based on information available to us on the date of this filing and we undertake no obligation to update or revise the forward-looking statements included in this filing or incorporated by reference, whether as a result of new information, future events or otherwise, after the date of this filing, except as required by law. Actual results may differ from projections or estimates due to a variety of important factors, including:

our ability to accurately predict and effectively manage health benefits and other operating expenses;

competition;

membership and revenue projections;

timing of regulatory contract approval;

changes in healthcare practices;

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

changes in expected contract start dates;

changes in expected closing dates and accretion for acquisitions;

inflation;

provider and state contract changes;

new technologies;

advances in medicine;

reduction in provider payments by governmental payors;

major epidemics;

disasters and numerous other factors affecting the delivery and cost of healthcare;

the expiration, cancellation or suspension of our Medicare or Medicaid managed care contracts by federal or state governments;

the outcome of pending legal proceedings;

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availability of debt and equity financing, on terms that are favorable to us; and

general economic and market conditions.

The risk factors set forth or incorporated by reference in the section titled "Risk Factors" contain a further discussion of these and other important factors that could cause actual results to differ from expectations. We disclaim any current intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. Due to these important factors and risks, we cannot give assurances with respect to our future premium levels or our ability to control our future medical costs.

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SUMMARY

This summary highlights information contained in this prospectus supplement, the accompanying prospectus and the documents incorporated into each by reference. Because it is a summary, it does not contain all of the information that you should consider before investing in the notes. You should read the entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference carefully, including the sections titled Risk Factors and Description of Notes and the financial statements and related notes thereto included or incorporated by reference in this prospectus supplement and the accompanying prospectus in their entirety before making an investment decision.

Centene Corporation

We are a diversified, multi-line healthcare enterprise operating in two segments: Managed Care and Specialty Services. Our Managed Care segment provides health plan coverage to individuals through government subsidized programs, including Medicaid, the State Children's Health Insurance Program (CHIP), Long Term Care (LTC), Foster Care, dual-eligible individuals in Medicare Special Needs Plans and the Supplemental Security Income Program, also known as the Aged, Blind or Disabled Program, or collectively ABD. Beginning in 2014, our Managed Care segment also provides health plan coverage to individuals covered through federally-facilitated and state-based Health Insurance Marketplaces (HIM). Our Specialty Services segment consists of our specialty companies offering diversified healthcare services and products to state programs, correctional facilities, healthcare organizations, employer groups and other commercial organizations, as well as to our own subsidiaries. As of March 31, 2014, Medicaid accounted for 75% of our at-risk membership, while CHIP (also including Foster Care) and ABD (also including Medicare) accounted for 9% and 11%, respectively. Hybrid programs, LTC, HIM and correctional services represent the remaining 5% at-risk membership.

Our at-risk managed care membership totaled approximately 2.9 million as of March 31, 2014. For the year ended December 31, 2013, our premium and service revenues and net earnings from continuing operations attributable to Centene were \$10.5 billion and \$161.2 million, respectively, and our total cash flow from operations was \$382.5 million. For the three months ended March 31, 2014, our premium and service revenues and net earnings from continuing operations attributable to Centene were \$3.4 billion and \$33.8 million, respectively, and our total cash flow from operations was \$252.4 million.

We provide 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. We also provide education and outreach programs to inform and assist members in accessing quality, appropriate healthcare services. We believe our local approach, including member and provider services, enables us to provide accessible, quality, culturally-sensitive healthcare coverage to our communities. Our health management, educational and other initiatives are designed to help members best utilize the healthcare system to ensure they receive appropriate, medically necessary services and effective management of routine, severe and chronic health problems resulting in better health outcomes. We combine our decentralized local approach for care with a centralized infrastructure of support functions such as finance, information systems and claims processing.

Our initial health plan commenced operations in Wisconsin in 1984. We were organized in Wisconsin in 1993 as a holding company for our initial health plan and reincorporated in Delaware in 2001. Our corporate office is located at 7700 Forsyth Boulevard, St. Louis, Missouri 63105, and our telephone number is (314) 725-4477. Our common stock is publicly traded on the NYSE under the ticker symbol CNC.

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The Offering

The following summary describes the principal terms of the notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. See Description of Notes for a more detailed description of the terms and conditions of the notes. In this section The Offering, the Company, we, our, or us refers only to Centene Corporation and not any of its subsidiaries.

Issuer	Centene Corporation.
Securities Offered	\$300,000,000 aggregate principal amount of % senior notes due 2022.
Maturity Date	The notes will mature on , 2022.
Interest Rate	The notes will bear interest at a rate equal to % per annum, accruing from the issue date of the notes.
Interest Payment Dates	Interest on the notes will be payable semi-annually on and of each year, beginning on , 2014.
Ranking	<p>The notes are our senior unsecured obligations and:</p> <p>rank equally in right of payment with all of our existing and future senior debt, including our 5.75% senior notes due 2017 and our revolving credit facility (our Revolving Credit Facility);</p> <p>rank senior in right of payment to any of our existing and future obligations that are by their terms expressly subordinated or junior in right of payment to the notes;</p> <p>rank effectively subordinate to our subsidiaries liabilities; and</p> <p>rank effectively subordinate in right of payment to any existing or future secured obligations to the extent of the value of the assets securing such obligations.</p> <p>As of March 31, 2014, on an as adjusted basis after giving effect to this offering and the application of the proceeds thereof and the repayment of \$165.0 million of borrowings under our Revolving Credit Facility subsequent to March 31, 2014, we had \$725.0 million of senior debt outstanding and approximately \$28.8 million issued and undrawn letters of credit, and our subsidiaries had \$2,152.6 million of indebtedness and other liabilities outstanding, including medical claims liability, accounts payable and accrued expenses, unearned revenue and other long-term liabilities (excluding intercompany liabilities). In addition, we had \$500.0 million of available and undrawn borrowings under our Revolving Credit Facility (with an uncommitted option to</p>

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increase our Revolving Credit Facility to up to \$600.0 million). The outstanding letters of credit referenced above are not part of our Revolving Credit Facility.

Optional Redemption

At any time on or after _____, 2019 we may redeem the notes, in whole or in part, at the prices set forth in this prospectus supplement.

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At any time prior to _____, 2019 we may redeem the notes, in whole or in part, at a price equal to 100% of the principal amount of the notes redeemed plus any accrued and unpaid interest thereon and a make-whole premium.

See Description of Notes Optional Redemption.

Change of Control

If we experience specific kinds of changes of control, we will make an offer to purchase all of the notes at a purchase price equal to 101% of the principal amount, plus accrued and unpaid interest, if any, to the date of purchase. See Description of Notes Repurchase at the Option of Holders Change of Control.

Asset Sale Proceeds

Upon certain asset sales we may be required to offer to purchase some of the notes with certain of the proceeds of such sale at a price equal to 100% of their principal amount, plus any accrued and unpaid interest to the date of purchase. See Description of Notes Repurchase at the Option of Holders Asset Sales.

Certain Covenants

The indenture that governs the notes contains covenants that, among other things, limit our ability and the ability of our restricted subsidiaries to:

incur additional indebtedness and issue preferred stock;

pay dividends or make other distributions;

make other restricted payments and investments;

sell assets, including capital stock of restricted subsidiaries;

create certain liens;

incur restrictions on the ability of restricted subsidiaries to pay dividends or make other payments, in the case of our subsidiaries, guarantee indebtedness;

engage in transactions with affiliates;

create unrestricted subsidiaries; and

merge or consolidate with other entities.

These covenants are subject to important exceptions and qualifications, that are described under the headings *Description of Notes Certain Covenants* and *Description of Notes Repurchase at the Option of Holders* in this prospectus supplement. In addition, following the first day the notes have an investment grade rating from either Standard & Poor's Ratings Group, Inc. (S&P) or Moody's Investors Service, Inc. (Moody's), subject to certain conditions, we and our restricted subsidiaries will no longer be subject to certain of these covenants. See *Description of Notes Certain Covenants Covenant Termination*.

Form and Denomination

The notes will be issued only in fully registered form, without coupons, in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. The notes will be issued in book-entry form and will be represented by global certificates

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deposited with, or on behalf of, the Depository Trust Company, or DTC, and registered in the name of Cede & Co., DTC's nominee. Beneficial interests in the notes will be shown on, and transfers will be effected only through, records maintained by DTC or its nominee; and these interests may not be exchanged for certificated notes, except in limited circumstances.

Use of Proceeds

We intend to use the net proceeds of this offering to repay amounts outstanding under our Revolving Credit Facility, to pay related fees and expenses and for general corporate purposes. See Use of Proceeds.

Conflicts of Interest

Affiliates of Barclays Capital Inc., SunTrust Robinson Humphrey, Inc., Wells Fargo Securities, LLC, Citigroup Global Markets Inc. and Regions Securities LLC each will receive 5% or more of the net proceeds of this offering by reason of the repayment of the outstanding indebtedness under our Revolving Credit Facility, as described under Use of Proceeds. Accordingly, Barclays Capital Inc., SunTrust Robinson Humphrey, Inc., Wells Fargo Securities, LLC, Citigroup Global Markets Inc. and Regions Securities LLC will be deemed to have a conflict of interest within the meaning of Rule 5121 of the Financial Industry Regulatory Authority, Inc. (FINRA) and this offering will be conducted pursuant to the requirements of that rule. Rule 5121 requires that a qualified independent underwriter as defined in Rule 5121(f)(12) participate in the preparation of this prospectus supplement and exercise its usual standard of due diligence with respect thereto. Allen & Company LLC has agreed to act as qualified independent underwriter for this offering and will not receive any additional fees for serving in that capacity. We have agreed to indemnify Allen & Company LLC for certain liabilities, including liabilities under the Securities Act of 1933, as amended (the Securities Act). Pursuant to Rule 5121(c), none of Barclays Capital Inc., SunTrust Robinson Humphrey, Inc., Wells Fargo Securities, LLC, Citigroup Global Markets Inc. and Regions Securities LLC, or any other underwriter that has a conflict of interest pursuant to Rule 5121, is permitted to confirm sales to any account over which they exercise discretionary authority without the specific written approval of the accountholder. See Underwriting (Conflicts of Interest).

Risk Factors

Investing in the notes involves substantial risks. You should carefully consider the risks described under the heading Risk Factors in addition to the other information contained in this prospectus supplement and the documents incorporated by reference herein before making an investment in the notes.

Trustee

For additional information regarding the notes, see the Description of Notes section of this prospectus supplement. The Bank of New York Mellon Trust Company, N.A.

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The following sets forth our summary historical consolidated financial information for the periods presented. The following information is only a summary and should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations, and the consolidated financial statements and the related notes, which appear in our Annual Report on Form 10-K for the year ended December 31, 2013, and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, which have been incorporated herein by reference. The assets, liabilities and results of operations of Kentucky Spirit Health Plan have been classified as discontinued operations for all periods presented. We have derived the statement of operations data for the 2011, 2012 and 2013 fiscal years and the balance sheet data as of December 31, 2011, 2012 and 2013, from our audited financial statements, which are incorporated by reference into this prospectus supplement. We have derived the statement of operations data for the three months ended March 31, 2013 and March 31, 2014, and the balance sheet data as of March 31, 2014, from our unaudited interim financial statements, which are incorporated by reference into this prospectus supplement. Our unaudited interim financial statements were prepared on the same basis as the audited annual financial statements, and, in the opinion of management, include all adjustments, consisting only of normal, recurring adjustments necessary for a fair presentation of the information set forth therein. Interim results are not necessarily indicative of the results to be expected for an entire year, and our historical results for any prior period are not necessarily indicative of results to be expected for any future period.

	Year Ended December 31,			Three Months Ended	
	2011	2012	2013	2013	2014
	<i>(In thousands)</i>				
Statement of Operations Data:					
Revenues:					
Premium	\$ 4,948,137	\$ 7,568,889	\$ 10,153,460	\$ 2,388,639	\$ 3,070,887
Service	103,765	112,742	372,580	33,194	281,174
Premium and service revenues	5,051,902	7,681,631	10,526,040	2,421,833	3,352,061
Premium tax and health insurer fee	159,575	428,665	337,289	103,649	107,827
Total revenues	5,211,477	8,110,296	10,863,329	2,525,482	3,459,888
Expenses:					
Medical costs	4,191,268	6,781,081	8,994,641	2,154,546	2,742,453
Cost of services	78,114	87,705	326,924	25,065	242,284
General and administrative expenses	577,898	677,157	931,137	203,296	295,512
Premium tax expense	160,394	428,354	333,210	102,975	78,278
Impairment loss		28,033			
Health insurer fee expense					31,327
Total operating expenses	5,007,674	8,002,330	10,585,912	2,485,882	3,389,854
Earnings from operations	203,803	107,966	277,417	39,600	70,034
Other income (expense):					
Investment and other income	13,355	35,285	18,457	4,263	4,724
Debt extinguishment costs	(8,488)				
Interest expense	(20,320)	(20,460)	(26,957)	(6,625)	(7,023)
Earnings from continuing operations, before income tax expense	188,350	122,791	268,917	37,238	67,735
Income tax expense	70,687	47,412	107,080	14,690	34,555
Earnings from continuing operations, net of income tax expense	117,663	75,379	161,837	22,548	33,180
Discontinued operations, net of income tax (benefit) expense of \$(4,165), \$(47,741), \$2,284, \$348 and \$(8), respectively	(9,300)	(86,674)	3,881	363	(833)
Net earnings (loss)	108,363	(11,295)	165,718	22,911	32,347
Noncontrolling interest	(2,855)	(13,154)	619	(91)	(636)
Net earnings attributable to Centene Corporation	\$ 111,218	\$ 1,859	\$ 165,099	\$ 23,002	\$ 32,983

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Amounts attributable to Centene Corporation common shareholders

Earnings from continuing operations, net of income tax expense	\$ 120,518	\$ 88,533	\$ 161,218	\$ 22,639	\$ 33,816
Discontinued operations, net of income tax (benefit) expense	(9,300)	(86,674)	3,881	363	(833)
Net earnings	\$ 111,218	\$ 1,859	\$ 165,099	\$ 23,002	\$ 32,983

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	As of December 31,			As of
	2011	2012	2013	March 31, 2014
<i>(In thousands)</i>				
Consolidated Balance Sheet Data From Continuing Operations:				
Cash and cash equivalents	\$ 493,532	\$ 745,933	\$ 974,304	\$ 1,218,004
Investments and restricted deposits	652,992	727,157	940,972	997,674
Total assets	2,092,530	2,534,612	3,413,483	4,342,521
Medical claims liability	518,840	815,161	1,111,709	1,298,513
Long-term debt	348,344	535,481	665,697	810,970
Total stockholders' equity	936,419	953,767	1,243,439	1,422,178

Other Financial Data From Continuing Operations:

	Year Ended December 31,			Twelve
	2011	2012	2013	Months Ended March 31, 2014
<i>(In thousands)</i>				
Adjusted EBITDA ¹	\$ 287,536	\$ 273,611	\$ 398,301	\$ 437,966

(1) Adjusted EBITDA is defined as net earnings from continuing operations attributable to Centene before interest expense, income taxes, depreciation and amortization, adjusted to exclude non-cash stock compensation expense from continuing operations and certain other non-cash items that we believe are not indicative of future performance.

Included in this prospectus supplement is Adjusted EBITDA. Management believes that this non-GAAP financial measure provides information that is useful to investors in understanding period-over-period operating results and enhances the ability of investors to analyze Centene's business trends and to understand Centene's performance. This non-GAAP financial measure should not be considered in isolation, or as a substitute for the corresponding GAAP financial measure and may not be comparable to similar measures used by other companies. A reconciliation of this non-GAAP financial measure with the most directly comparable financial measure calculated in accordance with GAAP follows:

	Year Ended December 31,			Twelve Months Ended
	2011	2012	2013	March 31, 2014
<i>(In thousands)</i>				
Net earnings from continuing operations attributable to Centene Corporation	\$ 120,518	\$ 88,533	\$ 161,218	\$ 172,395
Income tax expense	70,687	47,412	107,080	126,944
Interest expense	20,320	20,460	26,957	27,355
Depreciation and amortization	57,870	64,172	66,893	72,064
Non-cash stock compensation	18,141	25,001	36,153	39,208
Celtic impairment		28,033		
Adjusted EBITDA	\$ 287,536	\$ 273,611	\$ 398,301	\$ 437,966

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RISK FACTORS

*Before investing in the notes, you should carefully consider the following risk factors and the information discussed in **Risk Factors** in our Annual Report on Form 10-K for the year ended December 31, 2013 and in our quarterly report on Form 10-Q for the quarter ended March 31, 2014, which is incorporated by reference into this prospectus supplement and the accompanying prospectus, as well as the other information included or incorporated by reference into this prospectus supplement and the accompanying prospectus, before making an investment decision. The following is not intended as, and should not be construed as, an exhaustive list of relevant risk factors. There may be other risks that a prospective investor should consider that are relevant to its own particular circumstances or generally.*

Risks Related to the Notes

We and our subsidiaries may not be able to generate sufficient cash to service all of our indebtedness, and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.

Our ability to make scheduled payments on or to refinance our debt obligations depends on our and our subsidiaries' financial condition and operating performance, which is subject to prevailing economic and competitive conditions and to certain financial, business, competitive, legislative, regulatory and other factors beyond our control. As a result, we may not be able to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal and interest on our indebtedness. In addition, because we conduct a significant portion of our operations through our subsidiaries, repayment of our indebtedness is also dependent on the generation of cash flow by our subsidiaries and their ability to make such cash available to us by dividend, debt repayment or otherwise. Our subsidiaries are distinct legal entities and they do not have any obligation to pay amounts due on the notes or to make funds available for that purpose or for other obligations. Pursuant to applicable state limited liability company laws and other laws and regulations, our subsidiaries may not be able to, or may not be permitted to, make distributions to us in order to enable us to make payments in respect of the notes. In the event that we do not receive distributions from our subsidiaries, we may be unable to make required principal and interest payments on our indebtedness.

We cannot assure you that our business will generate sufficient cash flow from operations, or that future borrowings will be available to us under our Revolving Credit Facility in an amount sufficient to enable us to pay our indebtedness, including these notes, or to fund our other liquidity needs. If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay investments and capital expenditures, or to sell assets, seek additional capital or restructure or refinance our indebtedness, including the notes. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. Our ability to restructure or refinance our debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. The terms of existing or future debt instruments and the indenture governing the notes may restrict us from adopting some of these alternatives.

The restrictive covenants in our debt instruments may limit our operating flexibility. Our failure to comply with these covenants could result in defaults under our indenture and future debt instruments even though we may be able to meet our debt service obligations.

The instruments governing our indebtedness, including the indentures governing the notes and the 5.75% senior notes due 2017 and our Revolving Credit Facility, impose significant operating and financial restrictions on us. These restrictions significantly limit, among other things, our ability to incur additional indebtedness, pay dividends, repay junior indebtedness, sell assets, make investments, engage in transactions with affiliates, create liens and engage in certain types of mergers or acquisitions. Our future debt instruments may have similar or more restrictive covenants. These restrictions could limit our ability to obtain future financings, make capital expenditures, withstand a future downturn in our

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business or the economy in general, or otherwise take advantage of business opportunities that may arise. If we fail to comply with these restrictions, the note holders or lenders under any debt instrument could declare a default under the terms of the relevant indebtedness even though we are able to meet debt service obligations and, because our indebtedness has cross-default and cross-acceleration provisions, could cause all of our debt to become immediately due and payable.

We cannot assure you that we would have sufficient funds available, or that we would have access to sufficient capital from other sources, to repay any accelerated debt. Even if we could obtain additional financing, we cannot assure you that the terms would be favorable to us. If we default on any future secured debt, the secured creditors could foreclose on their liens. As a result, any event of default could have a material adverse effect on our business and financial condition, and could prevent us from paying amounts due under the notes.

Despite current indebtedness levels, we may still be able to incur substantially more debt, including secured debt, which could further exacerbate the risks we face.

We and our subsidiaries may be able to incur substantial additional indebtedness in the future, including secured indebtedness. The terms of the indentures governing the notes and the 5.75% senior notes due 2017 do not fully prohibit us or our subsidiaries from incurring additional indebtedness. As of March 31, 2014, as adjusted after giving effect to this offering and the use of proceeds therefrom and the repayment of \$165.0 million of borrowings under our Revolving Credit Facility subsequent to March 31, 2014, we had \$500.0 million of available and undrawn borrowings under our Revolving Credit Facility (with an uncommitted option to expand to up to \$600.0 million). If new debt is added to our current debt levels, the related risks that we now face would increase. In addition, the indentures governing the notes and the 5.75% senior notes due 2017 do not prevent us or our subsidiaries from incurring obligations that do not constitute indebtedness under the applicable indenture. A substantial amount of debt we incur in the future could be secured. To the extent we were to secure debt we incur in the future under any credit facility or other issuance of debt, your ability to receive payments under the notes will be effectively subordinated to the secured debt, which will have a prior claim on any assets securing the debt, to the extent of the value of those assets and it is possible that there will be insufficient assets remaining from which claims of the holders of the notes can be satisfied. As of the date of this prospectus supplement, we do not have significant amounts of secured indebtedness.

Because we are a holding company and depend entirely on cash flow from our subsidiaries to meet our obligations, your right to receive payment on the notes will be effectively subordinated to our subsidiaries' obligations.

The notes will be obligations exclusively of Centene Corporation. Our cash flow and our ability to service our debt, including the notes, depends on the earnings of our subsidiaries and on the distribution of earnings, loans or other payments to us by our subsidiaries.

Our subsidiaries are separate and distinct legal entities with no obligations to pay any amounts due on the notes or to provide us with funds for our payment obligations, whether by dividend, distribution, loan or other payments. In addition, the ability of our subsidiaries to make any dividend, distribution, loan or other payment to us is subject to statutory restrictions, regulatory capital requirements and contractual restrictions, including under the 5.75% senior notes due 2017 and our Revolving Credit Facility. Payments to us by our subsidiaries will also be contingent upon our subsidiaries' earnings and their business considerations.

Our right to receive any assets of our subsidiaries upon their bankruptcy, liquidation, dissolution, reorganization or similar proceeding, and therefore your right to participate in those assets, will be effectively subordinated to the claims of those subsidiaries' creditors, including trade creditors. In addition, even if Centene Corporation were a creditor of one or more of our subsidiaries, our rights as a creditor would be subordinated to any security interest in the assets of those subsidiaries and any debt of our subsidiaries senior to that held by us. As a result, the notes will be effectively subordinated to all liabilities, including medical claims liability, accounts payable and accrued expenses, unearned revenue and other

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long-term liabilities, of our current or future subsidiaries. Because we depend on the cash flow of our subsidiaries to meet our own obligations, including with respect to the notes, these types of restrictions could impair our ability to make scheduled interest payments on the notes and to pay the principal at maturity. As of March 31, 2014, as adjusted after giving effect to this offering and the use of proceeds therefrom and the repayment of \$165.0 million of borrowings under our Revolving Credit Facility subsequent to March 31, 2014, the notes would have been effectively subordinated to \$2,152.6 million of liabilities outstanding of our subsidiaries, including medical claims liability, accounts payable and accrued expenses, unearned revenue and other long-term liabilities (excluding intercompany liabilities).

In addition, our regulated subsidiaries have historically generated substantially all of our revenues. Our regulated subsidiaries are subject to various state government statutory and regulatory restrictions applicable to insurance companies generally, that limit the amount of dividends, loans and advances and other payments they can make to us. If insurance regulators at any time determine that payment of a dividend or any other payment to us would be detrimental to an insurance subsidiary's policyholders or creditors, because of the financial condition of the insurance subsidiary or otherwise, the regulators may block dividends or other payments to us that would otherwise be permitted without prior approval. Furthermore, if one or more of our regulated subsidiaries becomes insolvent, the regulators may seize its assets to cover its obligations under healthcare policies, which could result in our remaining assets generating insufficient revenue to pay the notes in full or at all.

The indenture governing the notes permits us to sell a substantial amount of our assets without any requirement that the proceeds be used to offer to repurchase the notes.

The indenture governing the notes permits us at any time and from time to time to sell up to 10% of our consolidated assets without any requirement that we repay or reduce commitments of other debt, that we reinvest the proceeds from any such sale in other assets or that we offer to repurchase the notes. As a result unless we (i) sell more than 10% of our consolidated assets in one transaction or (ii) our aggregate sales result in a sale of all or substantially all of the properties or assets of Centene and its restricted subsidiaries, taken as a whole, and therefore trigger a change of control, we will not be required to offer to repurchase the notes as a result of such asset sales. See Description of Notes Repurchase at the Option of Holders Asset Sales and Description of Notes Repurchase at the Option of Holders Change of Control.

We may not have the ability to raise the funds necessary to finance the change of control offer required by the indenture.

Upon a change of control, we will be required to offer to repurchase all outstanding notes at 101% of the principal amount thereof plus accrued and unpaid interest to the date of repurchase. However, it is possible that we will not have sufficient funds at the time of the change of control to make the required repurchase of notes or that the restrictions in our Revolving Credit Facility or any other future indebtedness will not allow such repurchases. In order to satisfy our obligations, we could seek to refinance the notes and any other indebtedness then required to be repurchased, or obtain a waiver from the holders of the notes and other affected indebtedness. However, we may not be able to obtain a waiver or effect a refinancing on terms acceptable to us, if at all. Our failure to purchase, or give notice of an offer to purchase, the notes would be a default under the indenture governing the notes. See Description of Notes Repurchase at Option of Holders.

In addition, certain important corporate events, such as leveraged recapitalizations, may not, under the indenture governing the notes, constitute a change of control that would require us to repurchase the notes, notwithstanding the fact that such corporate events could increase the level of our indebtedness or otherwise adversely affect our capital structure, credit ratings or the value of the notes. See Description of Notes Repurchase at the Option of Holders Change of Control.

The change of control put right might not be enforceable.

The Chancery Court of Delaware raised the possibility that a change of control put right occurring as a result of a failure to have continuing directors comprising a majority of a board of directors

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may be unenforceable on public policy grounds. Therefore, in certain circumstances involving a significant change in the composition of our Board of Directors, holders of the notes may not be entitled a change of control put right. See Description of Notes Repurchase at the Option of Holders Change of Control.

If the notes are rated investment grade at any time by either Standard & Poor's or Moody's, certain covenants contained in the indenture will be terminated, and the holders of the notes will lose the protection of these covenants.

The indenture governing the notes contains certain covenants that will be terminated and cease to have any effect from and after the first date when the notes are rated investment grade by either Standard & Poor's or Moody's. See Description of Notes Certain Covenants Covenant Termination. These covenants restrict, among other things, our ability to pay dividends or make other restricted payments, incur additional debt and to enter into certain types of transactions. Because these restrictions would not apply to the notes at any time after the notes have achieved an investment grade rating, the holders of the notes would not be able to prevent us from incurring substantial additional debt, paying dividends or making other restricted payments or entering into certain types of transactions.

There is currently no public market for the notes, and an active trading market may not develop for the notes. The failure of a market to develop for the notes could adversely affect the liquidity and value of your notes.

The notes are a new issue of securities, and there is no existing market for the notes. We do not intend to apply for listing of the notes on any securities exchange or for quotation of the notes on any automated dealer quotation system. We have been advised by the underwriters that following the completion of the offering, certain of the underwriters currently intend to make a market in the notes. However, they are not obligated to do so and any market-making activities with respect to the notes may be discontinued by them at any time without notice. In addition, any market-making activity will be subject to limits imposed by law. A market may not develop for the notes, and there can be no assurance as to the liquidity of any market that may develop for the notes. If an active, liquid market does not develop for the notes, the market price and liquidity of the notes may be adversely affected. If any of the notes are traded after their initial issuance, they may trade at a discount from their initial offering price.

The liquidity of the trading market, if any, and future trading prices of the notes will depend on many factors, including, among other things, prevailing interest rates, our operating results, financial performance and prospects, the market for similar securities and the overall securities market, and may be adversely affected by unfavorable changes in these factors.

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USE OF PROCEEDS

We estimate that the net proceeds of this offering will be approximately \$295.0 million, after deducting underwriting discounts and commissions and estimated expenses of the offering. We intend to use the net proceeds of this offering to repay approximately \$130.0 million aggregate principal amount of outstanding borrowings under our Revolving Credit Facility and to pay related fees and expenses. The remainder of the proceeds will be used for general corporate purposes, primarily including the funding of statutory capital. Pending such use, the proceeds may be invested temporarily in short-term, interest-bearing, investment-grade securities or similar assets.

In connection with the consummation of this offering, we will enter into an interest rate swap agreement pursuant to which the entire aggregate principal amount of the notes offered hereby will be effectively swapped for an equivalent notional amount of floating rate debt.

Interest accrues on outstanding amounts under our Revolving Credit Facility at a rate between 1.50% and 2.50% plus the LIBOR Rate, or at a rate between 0.50% and 1.50% plus the Prime Rate. Our weighted average interest rate on outstanding borrowings under the facility at March 31, 2014 was 2.58%. Our Revolving Credit Facility will expire in June 2018. Affiliates of Barclays Capital Inc., SunTrust Robinson Humphrey, Inc., Wells Fargo Securities, LLC, Citigroup Global Markets Inc., Morgan Stanley & Co. LLC, and Regions Securities LLC, each an underwriter of this offering, are lenders under our Revolving Credit Facility and will receive a portion of the offering proceeds pursuant to repayments being made under our Revolving Credit Facility.

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The following table sets forth our consolidated cash and cash equivalents and capitalization as of March 31, 2014, (1) on an actual basis and (2) on an adjusted basis, after giving effect to (i) the repayment of \$165.0 million of borrowings under our Revolving Credit Facility subsequent to March 31, 2014 and (ii) the issuance and sale of the notes offered hereby and the application of the net proceeds therefrom as described under Use of Proceeds.

You should read this table in conjunction with Use of Proceeds and the financial statements incorporated by reference in this prospectus supplement.

	March 31, 2014	
	Actual	As Adjusted
	<i>(In millions)</i>	
Unregulated cash and cash equivalents	\$ 29.3	\$ 29.3
Regulated cash and cash equivalents	1,188.7	1,188.7
Total cash and cash equivalents from continuing operations⁽¹⁾	\$ 1,218.0	\$ 1,218.0
Revolving Credit Facility ⁽²⁾	\$ 295.0	\$
5.75% senior notes due 2017	425.0	425.0
% senior notes due 2022 offered hereby		300.0
Unamortized premium on senior notes	5.6	5.6
Interest rate swaps	8.6	8.6
Mortgage notes payable	72.1	72.1
Capital leases and other	10.7	10.7
Total debt	\$ 817.0	\$ 822.0
Stockholders' equity	1,422.2	1,422.2
Total capitalization	\$ 2,239.2	\$ 2,244.2

⁽¹⁾ Does not reflect cash generated or used after March 31, 2014 except as indicated above on an as adjusted basis to give effect to \$165.0 million of cash used to repay borrowings under our Revolving Credit Facility subsequent to March 31, 2014.

⁽²⁾ Subsequent to March 31, 2014, we repaid \$165.0 million of borrowings under our Revolving Credit Facility, and as of April 24, 2014, the amount outstanding under our Revolving Credit Facility was \$130.0 million. In addition, as of April 24, 2014, we had approximately \$28.8 million of issued and outstanding undrawn letters of credit which are not part of our Revolving Credit Facility. After giving effect to this offering, there will be \$500.0 million of available and undrawn borrowings under our Revolving Credit Facility (with an uncommitted option to increase our Revolving Credit Facility to up to \$600.0 million) and all of the issued undrawn letters of credit will remain outstanding.

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DESCRIPTION OF OTHER INDEBTEDNESS

Revolving Credit Facility

On May 21, 2013 we executed a five year, unsecured, \$500.0 million Revolving Credit Facility with various financial institutions and Barclays Bank PLC as administrative agent. Borrowings under our Revolving Credit Facility bear interest based upon LIBOR rates, the Federal Funds Rate or the Prime Rate. We have an uncommitted option to increase our Revolving Credit Facility to up to \$600.0 million. Our Revolving Credit Facility contains non-financial and financial covenants, including requirements of minimum fixed charge coverage ratios, maximum debt-to-EBITDA ratios and minimum tangible net worth. Our Revolving Credit Facility will expire on (i) June 1, 2018, provided it will mature 90 days prior to the maturity date of the 5.75% senior notes due 2017 if such notes are not refinanced (or extended), certain financial conditions are not met, or the Company does not carry \$100 million of unrestricted cash, or (ii) on an earlier date in the instance of a default as defined therein. As of April 24, 2014, we have \$370 million of available and undrawn borrowings under our Revolving Credit Facility. After giving effect to this offering, there will be no amounts outstanding under our Revolving Credit Facility.

5.75% Senior Notes due 2017

In May 2011, we issued \$250.0 million non-callable 5.75% senior notes due 2017 (the 5.75% notes) at a discount to yield 6%. In connection with the May 2011 issuance, we entered into an interest rate swap for a notional amount of \$250.0 million.

In November 2012, we issued an additional \$175.0 million non-callable 5.75% senior notes due 2017 (the add-on notes) at a premium to yield 4.29%. The indenture governing the 5.75% notes and the add-on notes contains non-financial and financial covenants, including requirements of a minimum fixed charge coverage ratio. Interest is paid semi-annually in June and December. At March 31, 2014, the total net unamortized debt premium on the 5.75% notes and add-on notes was \$5.6 million.

Letters of Credit & Surety Bonds

We had outstanding letters of credit of \$28.8 million as of March 31, 2014, which were not part of our Revolving Credit Facility. The letters of credit bore interest at 0.47% as of March 31, 2014. We had outstanding surety bonds of \$158.6 million as of March 31, 2014.

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DESCRIPTION OF NOTES

The % senior notes due 2022 (the *notes*) constitute a series of debt securities referred to in the accompanying prospectus. The notes will be treated as a single class of securities under the indenture for voting and other purposes. This description supplements and, to the extent inconsistent therewith, replaces the descriptions of the general terms and provisions contained in Description of Debt Securities in the accompanying prospectus.

You can find the definitions of certain terms used in this description under the subheading Certain Definitions. In this description, references to *Centene*, *us* and *our* refer only to Centene Corporation and not to any of its subsidiaries.

Centene will issue the notes under an indenture among itself and The Bank of New York Mellon Trust Company, N.A., as trustee. The terms of the notes include those stated in the indenture and those made part of the indenture by reference to the Trust Indenture Act of 1939, as amended (the *Trust Indenture Act*).

The following description and the Description of Debt Securities in the accompanying prospectus are a summary of the material provisions of the indenture. It does not restate that agreement in its entirety. We urge you to read the indenture because it, and not this description or the Description of Debt Securities in the accompanying prospectus, defines your rights as holders of the notes. Copies of the indenture are available upon request to Centene at the address indicated under Where You Can Find More Information elsewhere in this prospectus supplement. Certain defined terms used in this description but not defined below under Certain Definitions have the meanings assigned to them in the indenture.

The registered holder of a note will be treated as the owner of it for all purposes. Only registered holders will have rights under the indenture.

Brief Description of the Notes

The Notes

The notes:

will be senior unsecured obligations of Centene;

will be equal in right of payment to all existing and future senior Indebtedness of Centene, including Centene's obligations under the 2017 Notes and the Credit Agreement;

will be effectively subordinate in right of payment to any existing or future secured Indebtedness of Centene to the extent of the value of the assets securing such Indebtedness; and

will be senior in right of payment to any future subordinated Indebtedness of Centene.

None of Centene's subsidiaries will guarantee the notes. As a result, the notes will be structurally subordinated to all Indebtedness and other liabilities (including medical claims liability, accounts payable and accrued expenses, unearned revenue and other long-term liabilities) of Centene's subsidiaries. Any right of Centene to receive assets of any of its subsidiaries upon the subsidiary's liquidation or reorganization (and the consequent right of the holders of the notes to participate in those assets) will be effectively subordinated to the claims of that subsidiary's creditors, except to the extent that Centene is itself recognized as a creditor of the subsidiary, in which case the claims of Centene would still be subordinate in right of payment to any security in the assets of the subsidiary and any indebtedness of the subsidiary senior to that held by Centene.

All of Centene's operations are conducted through its subsidiaries. Therefore, Centene's ability to service its Indebtedness, including these notes, is dependent upon the earnings of its subsidiaries and their ability to distribute those earnings as dividends, loans or other payments to Centene. Certain of

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Centene’s subsidiaries are restricted by statute, regulatory capital requirements and certain contractual obligations in their ability to make distributions to Centene. As a result, we may not be able to cause the subsidiaries to distribute sufficient funds to enable us to meet our obligations under the notes. See Risk Factors Risks Related to the Notes Because we are a holding company and depend entirely on cash flow from our subsidiaries to meet our obligations, your right to receive payment on the notes will be effectively subordinated to our subsidiaries obligations.

As of March 31, 2014, as adjusted to give effect to this offering and the use of proceeds therefrom and the repayment of \$165.0 million of borrowings under the Credit Agreement subsequent to March 31, 2014, Centene had approximately \$725.0 million of Senior Debt outstanding and approximately \$28.8 million issued and undrawn letters of credit, and Centene’s subsidiaries had approximately \$2,152.6 million of indebtedness and other liabilities outstanding, including medical claims liability, accounts payable and accrued expenses, unearned revenue and other long-term liabilities (excluding intercompany liabilities). In addition, as of March 31, 2014, as adjusted to give effect to this offering and the use of proceeds therefrom and the repayment of \$165.0 million of borrowings under the Credit Agreement subsequent to March 31, 2014, Centene had \$500.0 million of available and undrawn borrowings under the Credit Agreement (with an uncommitted option to increase the commitment under the Credit Agreement to up to \$600.0 million). The outstanding letters of credit referenced above are not part of the Credit Agreement.

As of the Issue Date, all of our direct and indirect subsidiaries will be Restricted Subsidiaries. However, under the circumstances described below under the subheading Certain Covenants Designation of Restricted and Unrestricted Subsidiaries, we will be permitted to designate certain of our subsidiaries as Unrestricted Subsidiaries. Our Unrestricted Subsidiaries will not be subject to many of the restrictive covenants in the indenture.

Principal, Maturity and Interest

Centene initially will issue \$300.0 million aggregate principal amount of notes. Subject to compliance with the covenant described under the caption Certain Covenants Incurrence of Indebtedness and Issuance of Preferred Stock below, Centene may issue additional notes under the indenture from time to time after this offering. The initial notes and any additional notes subsequently issued under the indenture will be treated as a single class for all purposes under the indenture, including, without limitation, waivers, amendments, redemptions, and offers to purchase. Centene will issue notes in denominations of \$2,000 and integral multiples of \$1,000.

The notes will mature on _____, 2022. Interest on the notes will accrue at the rate of _____ % per annum and will be payable semi-annually in arrears on _____ and _____ commencing on _____, 2014. Centene will make each interest payment to the holders of record on the immediately preceding _____ and _____.

Interest on the notes will accrue from the date of original issuance or, if interest has already been paid, from the date it was most recently paid. Interest will be computed on the basis of a 360-day year comprised of twelve 30-day months.

Methods of Receiving Payments on the Notes

All payments on the notes will be made at the office or agency of the paying agent and registrar within the City and State of New York unless Centene elects to make interest payments by check mailed to the holders at their address set forth in the register of holders.

Paying Agent and Registrar for the Notes

The trustee will initially act as paying agent and registrar. Centene may change the paying agent or registrar without prior notice to the holders of the notes, and Centene or any of its Restricted Subsidiaries may act as paying agent or registrar.

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Transfer and Exchange

A holder may transfer or exchange notes in accordance with the provisions of the indenture. The registrar and the trustee may require a holder to furnish appropriate endorsements and transfer documents in connection with a transfer of notes. Holders will be required to pay all taxes due on transfer. Centene is not required to transfer or exchange any note selected for redemption. Also, Centene is not required to transfer or exchange any note for a period of 15 days before a selection of notes to be redeemed.

Optional Redemption

Except as set forth below, the notes are not redeemable at Centene's option prior to _____, 2019. At any time prior to _____, 2019, Centene may redeem all or any portion of the notes, at once or over time, upon notice as described under Selection and Notice, at a redemption price equal to 100% of the principal amount of notes redeemed plus the Applicable Premium as of, and accrued and unpaid interest, if any, to the redemption date (subject to the rights of holders of the notes of record on the relevant record date to receive interest due on an interest payment date falling prior to the redemption date).

On or after _____, 2019, Centene may redeem all or any portion of the notes, at once or over time, upon notice as described under Selection and Notice. The notes may be redeemed at the redemption prices set forth below, plus accrued and unpaid interest, if any, to the redemption date (subject to the right of holders of the notes of record on the relevant record date to receive interest due on an interest payment date falling prior to the redemption date). The following prices are for notes redeemed during the 12-month period commencing on _____ of the years set forth below, and are expressed as percentages of principal amount.

Year	Redemption Price
2019	%
2020	%
2021 and thereafter	100.000%

Any redemption of the notes may, at Centene's discretion, be subject to one or