

WELLCARE HEALTH PLANS, INC.

Form 8-K

February 25, 2019

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): February 21, 2019

WELLCARE HEALTH PLANS, INC.

(Exact name of registrant as specified in its charter)

Delaware

001-32209

47-0937650

(State or other jurisdiction (Commission File Number)

(IRS Employer

of incorporation)

Identification No.)

8735 Henderson Road, Renaissance One

Tampa, Florida

33634

(Address of principal executive offices) (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company “

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. “

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

On February 21, 2019, Glenn D. Steele, Jr., M.D. and Paul E. Weaver notified the Board of Directors of WellCare Health Plans, Inc. (the “Company”) that each intends to retire as a member of the Board of Directors of the Company at the end of their current terms, and not stand for re-election at the Company’s 2019 Annual Meeting of Shareholders. Neither Dr. Steele’s nor Mr. Weaver’s decision to retire is due to any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

In addition, a copy of the press release issued on February 25, 2019 announcing the retirement of Dr. Steele and Mr. Weaver is filed as Exhibit 99.1 hereto and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

Number Description

99.1 Press Release dated February 25, 2019

SIGNATURES

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

WELLCARE HEALTH PLANS, INC.

Date: February 25, 2019

/s/ Anat Hakim

Anat Hakim

Executive Vice President, General Counsel and Secretary