

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

1. Name and Address of Reporting Person *
Asher Andrew Lynn

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2019

 Director 10% Owner
X Officer (give title below) Other (specify below)
EVP, Chief Financial Officer

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

(Street)

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

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

TAMPA, FL 33634

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock								800	I	By Trust
Common Stock	03/01/2019		M ⁽¹⁾		1,089	A	\$ 0	49,638	D	
Common Stock	03/01/2019		M ⁽²⁾		775	A	\$ 0	50,413	D	
Common Stock	03/01/2019		M ⁽³⁾		719	A	\$ 0	51,132	D	
	03/01/2019		F			D		44,298	D	

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Common	6,834	\$
Stock	<u>(4)</u>	260.05

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(5)	03/01/2019		M		1,089		(6)	(6)	Common Stock	1,089	\$
Restricted Stock Units	(5)	03/01/2019		M		775		(7)	(7)	Common Stock	775	\$
Restricted Stock Units	(5)	03/01/2019		M		719		(8)	(8)	Common Stock	719	\$

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Asher Andrew Lynn
C/O WELLCARE HEALTH PLANS, INC.
8735 HENDERSON ROAD
TAMPA, FL 33634

EVP, Chief Financial Officer

Signatures

/s/ Kendra Archer,
Attorney-in-fact

03/05/2019

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Vesting of restricted stock units granted to the Reporting Person on March 28, 2016.
- (2) Vesting of restricted stock units granted to the Reporting Person on March 22, 2017.
- (3) Vesting of restricted stock units granted to the Reporting Person on March 19, 2018.
- (4) Forfeiture of shares to satisfy tax obligations related to stock units that were granted to the Reporting Person on March 28, 2016, March 22, 2017, and March 19, 2018, and vested on March 1, 2019.
- (5) Each restricted stock unit represents a contingent right to receive one share of WCG common stock.
- (6) The award of restricted stock units vests in approximately equal increments on March 1, 2017, March 1, 2018 and March 1, 2019. Vested shares will be delivered to the Reporting Person upon vest.
- (7) The award of restricted stock units vests in approximately equal increments on March 1, 2018, March 1, 2019 and March 1, 2020. Vested shares will be delivered to the Reporting Person upon vest.
- (8) The award of restricted stock units vests in approximately equal increments on March 1, 2019, March 1, 2020 and March 1, 2021. Vested shares will be delivered to the Reporting Person upon vest.

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

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