

WELLPOINT, INC  
Form 8-K  
April 23, 2013

**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): April 23, 2013

**WELLPOINT, INC.**

(Exact name of registrant as specified in its charter)

**Indiana**  
(State or other jurisdiction  
of incorporation)

**001-16751**  
(Commission  
File Number)

**35-2145715**  
(IRS Employer  
Identification No.)

Edgar Filing: WELLPOINT, INC - Form 8-K

120 Monument Circle

Indianapolis, IN 46204

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (317) 488-6000

N/A

(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))

**Section 5 Corporate Governance and Management**

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

(e) On April 23, 2013, WellPoint, Inc. and Richard C. Zoretic, Executive Vice President, Medicaid Programs, entered into a Second Amendment to Mr. Zoretic's Employment Agreement to remove the change of control tax gross up provisions. A copy of the Second Amendment to Employment Agreement is filed herewith as Exhibit 10.16(b) and incorporated herein by reference.

**Section 9 Financial Statements and Exhibits.**

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is being filed herewith:

<b>Exhibit No.</b>	<b>Exhibit</b>
10.16(b)	Second Amendment to Employment Agreement between WellPoint, Inc. and Richard C. Zoretic effective as of April 23, 2013.

**SIGNATURES**

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

Dated: April 23, 2013

WELLPOINT, INC.

By: /s/ Kathleen S. Kiefer  
Name: Kathleen S. Kiefer  
Title: Corporate Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Exhibit</b>
10.16(b)	Second Amendment to Employment Agreement between WellPoint, Inc. and Richard C. Zoretic effective as of April 23, 2013.