ANTHEM INC
Form 425
June 11, 2002

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Subject Company: Trigon Healthcare, Inc.
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On June 11, 2002, Anthem, Inc. provided the following transition update through its intranet to its associates about the proposed merger.

The Transition Update
No. 3, June 11, 2002

In This Issue:

- Trigon and Anthem set dates for shareholder meetings, record dates
- Questions and answers about the transition
- Transition fun facts

Shareholder Meeting Dates, Record Dates Set

Anthem and Trigon have each scheduled special shareholders meetings to be held on July 23, 2002, to consider certain approvals in connection with the proposed merger of the two companies. Anthem s meeting will be held at its corporate offices at 120 Monument Circle in Indianapolis at 10 a.m. local time. Trigon s meeting will be held at its corporate offices at 2015 Staples Mill Road in Richmond at 11 a.m. local time.

The record date set for the determination of shareholders entitled to vote at the meetings was also announced. Both companies have set their record dates as of the close of business on June 6, 2002.

In addition to certain approvals by each company s shareholders, the merger and related transactions are subject to certain regulatory and other approvals, including those by the antitrust division of the U.S. Department of Justice, the Virginia Bureau of Insurance (Virginia State Corporation Commission) and the Blue Cross Blue Shield Association. It is anticipated that the merger will close during the third quarter of this year.

Transition Update will keep you posted on this process.

Questions & Answers

An important function of *The Transition Update* is to answer questions submitted from people at Trigon and Anthem. We anticipate getting a wide variety of questions, some that apply to Trigon only, some that are geared toward Anthem and others that apply to both. Therefore, the Questions & Answers section of the *Update* will reflect those questions that are relevant to the given audience.

No Anthem questions this week.

What would you like to know about the transition? Contact Monica Kendrick via Lotus Notes if you have questions.

Transition Fun Facts

Did you know?

Build on what you learned last week. Below are some more fun facts about the states where we do business.

	Virginia	**Indiana**	**Kentucky**
Admission to Statehood	June 25, 1788	December 11, 1816	June 1, 1792
Governor	Mark R. Warner	Frank O'Bannon	Paul E. Patton
	Ohio	**Connecticut**	**New Hampshire**
Admission to Statehood	March 1, 1803	January 9, 1788	June 21, 1788
Governor	Bob Taft	John G. Rowland	Jeanne Shaheen
	Colorado	**Nevada**	**Maine**
Admission to Statehood	August 1, 1876	October 31, 1864	March 15, 1820
Governor	Bill Owens	Kenny Guinn	Angus S. King, Jr.

Give us your feedback

The Transition Update is a regular online newsletter for all Trigon employees and Anthem associates designed to keep you informed during the transition.

If you have a story idea or question, contact Monica Kendrick via e-mail, phone (317) 488-6250.

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

This newsletter contains certain forward-looking information about Anthem, Inc. (Anthem) and the combined company after completion of the transactions that are intended to be covered by the safe harbor for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that are not historical facts. Words such as expect(s)", feel(s)", believe(s)", will , may , anticipate(s) and similar expressions are intended to identify forward-looking statements. These statements include, but are not limited to, financial projections and estimates and their underlying assumptions; statements regarding plans, objectives and expectations with respect to future operations, products and services; and statements regarding future performance. Such statements are subject to certain risks and uncertainties, many of which are difficult to predict and generally beyond the control of Anthem, that could cause actual results to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. These risks and uncertainties include: those discussed and identified in public filings with the Securities and Exchange Commission (SEC) made by Anthem; trends in health care costs and utilization rates; our ability to secure sufficient premium rate increases; competitor pricing below market trends of increasing costs; increased government regulation of health benefits and managed care; significant acquisitions or divestitures by major competitors; introduction and utilization of new prescription drugs and technology; a downgrade in our financial strength ratings; litigation targeted at health benefits companies; our ability to contract with providers consistent with past practice; our ability to consummate Anthem s acquisition of Trigon Healthcare, Inc. (Trigon), to achieve expected synergies and operating efficiencies in the Trigon acquisition and to successfully integrate our operations; our expectations regarding the timing, completion

and accounting and tax treatments of the transactions and the value of the transaction consideration; and general economic downturns. You are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof. Anthem does not undertake any

obligation to republish revised forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. You are also urged to carefully review and consider the various disclosures in Anthem s various SEC filings, including but not limited to the registration statement on Form S-4, including the joint proxy statement/prospectus constituting a part thereof, filed by Anthem on June 7, 2002, Anthem s Annual Reports on Form 10-K for the year ended December 31, 2001, and Anthem s Quarterly Reports on Form 10-Q for the quarterly period ended March 31, 2002.

ADDITIONAL INFORMATION AND WHERE TO FIND IT

This newsletter may be deemed to be solicitation material in respect of Anthem s proposed merger with Trigon. On June 7, 2002, Anthem filed a registration statement on Form S-4, including a joint proxy statement/prospectus constituting a part thereof, with the SEC in connection with the proposed merger. **INVESTORS AND SECURITY HOLDERS OF ANTHEM ARE URGED TO READ THE REGISTRATION STATEMENT, INCLUDING THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS CONSTITUTING A PART THEREOF, AND ANY OTHER RELEVANT DOCUMENTS FILED OR THAT WILL BE FILED WITH THE SEC, AS THEY BECOME AVAILABLE, BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION**. Investors and security holders of Anthem may obtain the registration statement, including the joint proxy statement/prospectus constituting a part thereof, and any other documents filed by Anthem with the SEC for free at the SEC s web site, www.sec.gov, and Anthem shareholders may obtain such documents for free from Anthem Investor Relations at 120 Monument Circle, Indianapolis, IN 46204-4903. Anthem anticipates disseminating the definitive joint proxy statement/prospectus to its shareholders on or about June 12, 2002.

PARTICIPANTS IN SOLICITATION

Anthem, its directors and executive officers, other members of its management and certain of its employees may be deemed to be participants in the solicitation of proxies with respect to the proposed merger. Information concerning Anthem s participants in the solicitation of proxies and their direct and indirect interests, by security holdings or otherwise, is set forth in the registration statement, including the joint proxy statement/prospectus constituting a part thereof. Additional information regarding the interests of Anthem s directors and executive officers in the proposed merger are set forth in the registration statement, including the joint proxy statement/prospectus constituting a part thereof that has been or will be sent to Anthem shareholders.