

CENTENE CORP
Form 8-K
December 14, 2018

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): December 12, 2018

CENTENE CORPORATION
(Exact Name of Registrant as Specified in Charter)

Delaware	001-31826	42-1406317
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

7700 Forsyth Blvd.
St. Louis, Missouri 63105
(Address of Principal Executive Offices) (Zip Code)
Registrant's telephone number, including area code: (314) 725-4477
(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 8.01 OTHER EVENTS

On December 12, 2018, the Board of Directors declared a two-for-one split of the Centene's common stock in the form of a 100% stock dividend and is expected to be effective in the first quarter of 2019. The split is subject to stockholder approval of an amendment to Centene's certificate of incorporation to increase the number of authorized shares of common stock. The record date for the related Special Meeting of Stockholders as well as the record date for the proposed stock dividend is December 24, 2018.

Important Additional Information and Where to Find It

Centene Corporation, its directors and its officers may be deemed to be participants in the solicitation of proxies from stockholders in connection with the special meeting seeking approval to increase the number of Centene's authorized shares of common stock under its Certificate of Incorporation in order to effect a stock split (the "Special Meeting"). Centene has filed a preliminary proxy statement with the U.S. Securities and Exchange Commission (the "SEC") in connection with the solicitation of proxies for the Special Meeting (the "Preliminary Proxy Statement"), together with a preliminary proxy card. **STOCKHOLDERS ARE URGED TO READ THE PRELIMINARY PROXY STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS THAT CENTENE WILL FILE WITH THE SEC CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** The definitive proxy statement for the Special Meeting will be delivered to stockholders when it is available. Additional information regarding the identity of these potential participants and their direct or indirect interests, by security holdings or otherwise, will be set forth in the Proxy Statement and other materials to be filed with the SEC in connection with the Special Meeting. Information relating to the foregoing can also be found in Centene's definitive proxy statement for its 2018 Annual Meeting of Stockholders (the "2018 Proxy Statement"), filed with the SEC on March 9, 2018. To the extent holdings of Centene's securities by such potential participants (or the identity of such participants) have changed since the information printed in the 2018 Proxy Statement, such information has been or will be reflected on Statements of Change in Ownership on Forms 3 and 4 filed with the SEC. Stockholders will be able to obtain, free of charge, copies of the Proxy Statement, any amendments or supplements thereto and any other documents (including the proxy card) when filed by Centene with the SEC in connection with the Special Meeting at the SEC's website (<http://www.sec.gov>), at the Centene's website (<https://investors.centene.com/financial-information/sec-filings>) or by contacting our Secretary, Keith H. Williamson, by phone at 314-725-4477, by email at kwilliamson@centene.com or by mail at Centene Corporation, Attn: Keith H. Williamson, Centene Plaza, 7700 Forsyth Boulevard, St. Louis, Missouri 63105. In addition, copies of the proxy materials, when available, may be requested from the Company's proxy solicitor, Saratoga Proxy Consulting, LLC at 212-257-1311 or toll-free at 888-368-0379.

SIGNATURE

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.

CENTENE CORPORATION

Date: December 14, 2018 By: /s/ Jeffrey A. Schwaneke

Jeffrey A. Schwaneke

Executive Vice President & Chief Financial Officer