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

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 12, 2017**

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**ANTHEM, INC.**

(Exact name of registrant as specified in its charter)

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

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

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

**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)

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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))

Indicated 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.

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## **Section 1—Registrant’s Business and Operations**

### **Item 1.02    Termination of a Material Definitive Agreement.**

As previously disclosed, on April 28, 2017, the U.S. Circuit Court of Appeals for the District of Columbia affirmed the ruling of the U.S. District Court for the District of Columbia, which blocks Anthem, Inc.’s (the “Company”) proposed acquisition of Cigna Corporation (“Cigna”). On May 11, 2017, the Delaware Court of Chancery ruled that it will deny the Company’s motion for a preliminary injunction to enjoin Cigna from terminating the Merger Agreement but stayed its ruling pending the Company’s determination as to whether or not to seek an appeal.

Consequently, on May 12, 2017, the Company delivered to Cigna a notice terminating the Agreement and Plan of Merger (the “Merger Agreement”), dated as of July 23, 2015, by and among the Company, Cigna and a direct wholly owned subsidiary of the Company.

The foregoing description of the Merger Agreement is subject to, and is qualified in its entirety by, the full text of the Merger Agreement, which was filed as Exhibit 2.1 to the Current Report filed by the Company on July 27, 2015, and which is incorporated herein by reference.

## **Section 7—Regulation FD**

### **Item 7.01—Regulation FD Disclosure.**

On May 12, 2017, the Company issued a press release in response to the decision by the Delaware Court of Chancery denying the Company’s motion for a preliminary injunction and announcing the termination of the Merger Agreement. A copy of the press release is furnished as Exhibit 99.1 to this report.

None of the information furnished in Item 7.01 or Exhibit 99.1 hereto shall be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended. Unless expressly set forth by specific reference in such filings, none of the information furnished in this report shall be incorporated by reference in any filing under the Securities Act of 1933, as amended, whether made before or after the date hereof and regardless of any general incorporation language in such filings.

## **Section 9—Financial Statements and Exhibits**

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

- (d) Exhibits.

The following exhibit is being furnished herewith:

| <u>Exhibit<br/>No.</u> | <u>Exhibit</u>                    |
|------------------------|-----------------------------------|
| 99.1                   | Press Release dated May 12, 2017. |

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**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: May 12, 2017

ANTHEM, INC.

By: /s/ Kathleen S. Kiefer

Name: Kathleen S. Kiefer

Title: Corporate Secretary

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**EXHIBIT INDEX**

| <u>Exhibit<br/>No.</u> | <u>Exhibit</u>                    |
|------------------------|-----------------------------------|
| 99.1                   | Press Release dated May 12, 2017. |



**Anthem Comments on Decision of the Delaware Court of Chancery on  
Acquisition of Cigna; Terminates Merger Agreement**

INDIANAPOLIS – May 12, 2017 – Anthem, Inc. (NYSE: ANTM) today commented on the decision by the Delaware Court of Chancery denying Anthem's motion for a preliminary injunction. Since the transaction was announced, Anthem has worked hard to complete the merger, one that was approved by over 99% of the votes cast by the shareholders of both companies. Anthem believed this acquisition was a truly compelling opportunity to positively impact the health and well-being of its members, and to expand access to high quality affordable health care for consumers.

In light of yesterday's decision and Cigna's refusal to support the merger, however, Anthem has delivered to Cigna a notice terminating the Merger Agreement. Cigna has failed to perform and comply in all material respects with its contractual obligations. As a result, Cigna is not entitled to a termination fee. On the contrary, Cigna's repeated willful breaches of the Merger Agreement and its successful sabotage of the transaction has caused Anthem to suffer massive damages, claims which Anthem intends to vigorously pursue against Cigna.

Anthem has been a leader in providing individuals with access to high quality, affordable health care and its decision to acquire Cigna was grounded in a commitment to this goal and to leading our industry during this period of dynamic change. Moving forward, Anthem will remain focused on serving as America's valued health partner, delivering superior health care services to our more than 40 million members with greater value at less cost.

**About Anthem, Inc.**

Anthem is working to transform health care with trusted and caring solutions. Our health plan companies deliver quality products and services that give their members access to the care they need. With over 74 million people served by its affiliated companies, including more than 40 million within its family of health plans, Anthem is one of the nation's leading health benefits companies. For more information about Anthem's family of companies, please visit [www.antheminc.com/companies](http://www.antheminc.com/companies).

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**Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995**

This document, and oral statements made with respect to information contained in this communication, contain certain forward-looking information about Anthem, Inc. ("Anthem"). Forward-looking statements are statements that are not generally historical facts. Words such as "expect(s)," "feel(s)," "believe(s)," "will," "may," "anticipate(s)," "intend," "estimate," "project" and similar expressions (including the negative thereof) are intended to identify forward-looking statements, which generally are not historical in nature. Such statements are subject to certain known and unknown risks and uncertainties, many of which are difficult to predict and generally beyond Anthem's control, that could cause actual results and other future events 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 Anthem's public filings with the SEC. Important factors that could cause actual results and other future events to differ materially from the forward-looking statements made in this communication are set forth in other reports or documents that Anthem may file from time to time with the SEC. All forward-looking statements attributable to Anthem or any person acting on behalf of Anthem are expressly qualified in their entirety by this cautionary statement. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof. Except to the extent otherwise required by federal securities law, 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 or the receipt of new information. Readers are also urged to carefully review and consider the various disclosures in Anthem's SEC reports.