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## Section 1: 8-K (8-K)

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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): **August 22, 2016**

## WELLCARE HEALTH PLANS, INC.

(Exact name of registrant as specified in its charter)

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

**001-32209**  
(Commission File Number)

**47-0937650**  
(IRS Employer  
Identification No.)

**8725 Henderson Road, Renaissance One**  
**Tampa, Florida**

(Address of principal executive offices)

**33634**  
(Zip Code)

Registrant's telephone number, including area code: **(813) 290-6200**

#### Not Applicable

(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))

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

On August 23, 2016, WellCare Health Plans, Inc. (the “Company”) announced that Larry Anderson, its Senior Vice President and Chief Human Resources Officer, will be leaving the Company on October 1, 2016. Effective August 22, 2016, Mr. Anderson is no longer deemed an executive officer of the Company, but he has agreed to remain with the Company through the departure date to assist with the transition of his duties and responsibilities. Michael Yount, the Company’s Senior Vice President and Chief Compliance Officer, will assume leadership responsibility for human resources on an interim basis.

Provided that Mr. Anderson performs his obligations at a satisfactory level, he will be entitled to a \$125,000 bonus upon his departure from the Company, pursuant to a letter agreement dated August 22, 2016, and attached as Exhibit 10.1 hereto and incorporated herein by reference.

A copy of the press release announcing these changes is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
<a href="#"><u>10.1</u></a>	<a href="#"><u>Letter Agreement between WellCare Health Plans, Inc. and Lawrence D. Anderson dated August 22, 2016</u></a>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Press Release dated August 23, 2016</u></a>

## **SIGNATURES**

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

**WELLCARE HEALTH PLANS, INC.**

August 23, 2016

/s/ Michael W. Haber  
Michael W. Haber  
Secretary

## EXHIBIT INDEX

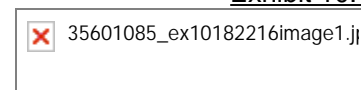
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<a href="#">99.1</a>	<a href="#">Press Release dated August 23, 2016</a>

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### Section 2: EX-10.1 (LETTER AGREEMENT BETWEEN THE REGISTRANT AND MR. ANDERSON DATED 8/22/16)

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Exhibit 10.1



**Kenneth A. Burdick**  
Chief Executive Officer

August 22, 2016

Lawrence D. Anderson  
[Address]

Dear Larry:

As we discussed, effective August 22, 2016, you will no longer be serving in your current role as Chief Human Resources Officer of WellCare Health Plans, Inc. (the "Company"), and your last day with the Company will be October 1, 2016 (the "Departure Date").

The Company appreciates your cooperation and valuable service leading the Company's human resources organization during the past six months, and your agreement to provide for a smooth transition of your responsibilities. This letter agreement sets forth below the terms under which the Company proposes to retain you through the Departure Date (the "Transition Period").

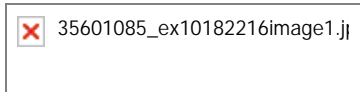
You agree to work through the Transition Period, during which you will continue to be available based on the Company's needs. In exchange, during the Transition Period, the Company will continue to pay you your base salary as currently in effect and you also will continue to receive health benefits and participate in other applicable employee benefits plans. In addition, you will continue to vest in your equity awards, through the Departure Date, but in accordance with the terms of the applicable equity agreements, any unvested equity awards will terminate on the Departure Date.

Upon completion of the Transition Period, provided that you have performed your obligations at a satisfactory level, you will be entitled to a bonus in an amount of \$125,000.00, less applicable withholdings (the "Bonus") and your employment will be considered terminated without "Cause" as such term is defined in the WellCare Health Plans, Inc. Executive Severance Plan (the "Severance Plan"). The severance pay and benefits are described in Section 5(a) of the Severance Plan (the "Severance Benefits"). The Bonus and Severance Benefits would be paid in consideration for your execution and delivery within thirty (30) days after the Departure Date of a Waiver and Release Agreement in the form enclosed (the "Waiver") without revocation, and contingent upon you abiding by the restrictive covenants in your Restrictive Covenants Agreement dated November 17, 2011 (copy enclosed). Accordingly, after the Departure Date, please execute and date the Waiver and return it to Michael Haber, the Company's Secretary, no later than thirty (30) days after the Departure Date. The Bonus

would be paid on the first payroll cycle following the expiration of the Waiver revocation period and the Severance Benefits would be paid in accordance with the terms of the Severance Plan, each subject to any payment delay required to comply with Internal Revenue Code Section 409A.

**Office Address:** 8725 Henderson Road | Renaissance 1 | Tampa, FL 33634

**Mailing Address:** 8735 Henderson Road | Renaissance 2 | Tampa, FL 33634



L. Anderson  
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I wish you success in your future endeavors.

Sincerely,

/s/ Kenneth A. Burdick

Kenneth A. Burdick

Enclosures

**AGREED AND ACCEPTED:**

/s/ Lawrence D. Anderson  
Lawrence D. Anderson

8/23/2016  
Date

**Office Address:** 8725 Henderson Road | Renaissance 1 | Tampa, FL 33634  
**Mailing Address:** 8735 Henderson Road | Renaissance 2 | Tampa, FL 33634

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**Section 3: EX-99.1 (PRESS RELEASE DATED AUGUST 23, 2016)**

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Exhibit 99.1



**WellCare Announces Departure of Chief Human Resources Officer**

**TAMPA, Fla. (Aug. 23, 2016)** — WellCare Health Plans, Inc. (NYSE: WCG) announced that, effective Oct. 1, 2016, Larry Anderson, senior vice president and chief human resources officer, is leaving the company. Effective Aug. 22, 2016, Anderson is no longer an executive officer, but will remain with WellCare after this time to assist with the transition of his duties and responsibilities.

“Larry made significant contributions during his nearly six years with WellCare, including helping to strengthen our leadership team through the addition of several new key executives with industry expertise,” said Ken Burdick, WellCare’s CEO. “We thank Larry for his service to the company and wish him much success in his future endeavors.”

WellCare is conducting a search for a chief human resources officer. Michael Yount, senior vice president and chief compliance officer, will assume this responsibility on an interim basis.

#### **About WellCare Health Plans, Inc.**

Headquartered in Tampa, Fla., WellCare Health Plans, Inc. (NYSE: WCG) focuses exclusively on providing government-sponsored managed care services, primarily through Medicaid, Medicare Advantage and Medicare Prescription Drug Plans, to families, children, seniors and individuals with complex medical needs. WellCare serves approximately 3.8 million members nationwide as of June 30, 2016. For more information about WellCare, please visit the company's website at [www.wellcare.com](http://www.wellcare.com) or view the company's videos at <https://www.youtube.com/user/WellCareHealthPlan>.

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