
Section 1: 8-K (8-K DATED FEBRUARY 21, 2019)

**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): **February 21, 2019**

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.)

**8735 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))

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

On February 21, 2019, Glenn D. Steele, Jr., M.D. and Paul E. Weaver notified the Board of Directors of WellCare Health Plans, Inc. (the "Company") that each intends to retire as a member of the Board of Directors of the Company at the end of their current terms, and not stand for re-election at the Company's 2019 Annual Meeting of Shareholders. Neither Dr. Steele's nor Mr. Weaver's decision to retire is due to any disagreement with the Company on any matter relating to the Company's operations, policies or practices.

In addition, a copy of the press release issued on February 25, 2019 announcing the retirement of Dr. Steele and Mr. Weaver is filed as Exhibit 99.1 hereto and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

Number

Description

[99.1](#)

[Press Release dated February 25, 2019](#)

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.

Date: February 25, 2019

WELLCARE HEALTH PLANS, INC.

/s/ Anat Hakim

Anat Hakim

Executive Vice President, General Counsel and
Secretary

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Section 2: EX-99.1 (PRESS RELEASE DATED FEBRUARY 25, 2019)

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Exhibit 99.1



WellCare Announces Retirement of Glenn D. Steele, Jr., M.D. and Paul E. Weaver from Board of Directors

TAMPA, Fla. (Feb. 25, 2019) — WellCare Health Plans, Inc. (NYSE: WCG) announced today that Glenn D. Steele, Jr., M.D. and Paul E. Weaver have notified the company's board of directors that each intends to retire as a member of the board at the end of their current terms and will not stand for re-election at the company's 2019 Annual Meeting of Shareholders.

Steele joined WellCare's board of directors in 2009. During most of his tenure, Steele served as chair of the board's healthcare quality and access committee. Weaver became a director in 2010. Since that time, he served as chair of the board's audit, finance and regulatory compliance committee.

Chris Michalik, Chairman of the WellCare's board of directors, said "Glenn and Paul helped to transform WellCare into the company we are today by leveraging their background and expertise. We are extremely grateful for their leadership and guidance during their 19 combined years at WellCare and appreciate their significant impact as instrumental advisors during their terms. Their dedication to our members and company serves as an example to all. On behalf of WellCare, we extend our sincere gratitude for their significant contributions."

About WellCare Health Plans, Inc.

Headquartered in Tampa, Fla., WellCare Health Plans, Inc. (NYSE: WCG) focuses primarily on providing government-sponsored managed care services to families, children, seniors and individuals with complex medical needs primarily through Medicaid, Medicare Advantage and Medicare Prescription Drug Plans, as well as individuals in the Health

Insurance Marketplace. WellCare serves approximately 5.5 million members nationwide as of December 31, 2018. For more information about WellCare, please visit the company's website at www.wellcare.com.

CONTACTS:

Investor:

Beau Garverick
813-206-2329
beau.garverick@wellcare.com

Matt Humphries
813-206-6096
matt.humphries@wellcare.com

Media:

Kimbrel Arculeo
813-206-5428
kimbrel.arculeo@wellcare.com

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