

HUMANA INC  
Form 8-K  
February 24, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 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, 2014**

**Humana Inc.**  
**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction of Incorporation)**

**1-5975**  
**(Commission File Number)**

**61-0647538**  
**(IRS Employer Identification No.)**

**500 West Main Street, Louisville, KY**  
**(Address of Principal Executive Offices)**

**40202**  
**(Zip Code)**

**502-580-1000**

**(Registrant's Telephone Number, Including Area Code)**

**(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 7.01 Regulation FD Disclosure.**

On Friday, February 21, 2014, after the stock market close, the Centers for Medicare and Medicaid Services (CMS) issued its Advance Notice detailing preliminary 2015 Medicare Advantage benchmark payment rates. CMS has invited public comment on these preliminary rates before releasing final rates on April 7, 2014.

In the Company's earnings release call for the fourth quarter of 2013 held on February 5, 2014, the Company discussed that it anticipated the Advance Notice would result in a decline in Medicare Advantage funding of 6 to 7 percent for 2015 (including the impact of the industry fee). Based upon the 2015 Advance Notice, these same factors as well as the potential impact of CMS's proposed changes to the calculation of Fee-for-Service (FFS) costs are now expected to result in a funding decline for 2015 of 3.5 to 4.0 percent. This estimate excludes the impact of proposed changes associated with enrollee risk assessments described below.

Factors impacting the expected 2015 Medicare Advantage funding include:

1. CMS's preliminary growth rate estimate of approximately -2.0 percent
2. Other changes impacting Medicare Advantage funding of approximately -4.5 to -5.0 percent
3. Changes in risk adjustment factors of approximately +3.0 percent.

The Advance Notice also proposes changes associated with enrollee risk assessments that would potentially result in additional significant funding declines. Humana will be providing comments to CMS in support of this critical program.

The Company is continuing to evaluate the changes detailed in the Advance Notice and the related impact company-wide and by geography. Further, Humana is closely analyzing all operational avenues to address the 2015 preliminary rates and the related impacts upon the Company's Medicare membership and its earnings for 2015.

Humana is committed to providing quality care and service to its members through the Medicare Advantage program. The Company will be drawing upon its program expertise to comment on the impact of these preliminary rate changes upon beneficiaries as it provides comments to CMS.

**Cautionary Statement**

This Form 8-K includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. When used in investor presentations, press releases, Securities and Exchange Commission (SEC) filings, and in oral statements made by or with the approval of one of Humana's executive officers, the words or phrases like expects, anticipates, intends, likely will result, estimates, projects or variations of such words and similar expressions are intended to identify such forward-looking statements. These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties, and assumptions, including, among other things, information set forth in the Risk Factors section of the company's SEC filings, a summary of which includes but is not limited to the following:

If Humana does not design and price its products properly and competitively, if the premiums Humana charges are insufficient to cover the cost of health care services delivered to its members, if the company is unable to implement clinical initiatives to provide a better health care experience for its members, lower costs and appropriately document the risk profile of its members, or if its estimates of benefits expense are inadequate, Humana's profitability could be materially adversely affected. Humana estimates the costs of its benefit expense payments, and designs and prices its products accordingly, using actuarial methods and assumptions based upon, among other relevant factors, claim payment patterns, medical cost inflation, and historical developments such as claim inventory levels and claim receipt patterns. These estimates, however, involve extensive judgment, and have considerable inherent variability because they are extremely sensitive to changes in claim payment patterns and medical cost trends.

If Humana fails to effectively implement its operational and strategic initiatives, including its Medicare initiatives, its state-based contracts strategy, and its participation in the new health insurance exchanges, the company's business may be materially adversely affected, which is of particular importance given the concentration of the company's revenues in these products.

If Humana fails to properly maintain the integrity of its data, to strategically implement new information systems, to protect Humana's proprietary rights to its systems, or to defend against cyber-security attacks, the company's business may be materially adversely affected.

Humana's business may be materially adversely impacted by CMS's adoption of a new coding set for diagnoses (commonly known as ICD-10).

Humana is involved in various legal actions, or disputes that could lead to legal actions (such as, among other things, provider contract disputes relating to rate adjustments resulting from the Balanced Budget and Emergency Deficit Control Act of 1985, as amended, commonly referred to as sequestration; other provider contract disputes; and qui tam litigation brought by individuals on behalf of the government) and governmental and internal investigations, any of which, if resolved unfavorably to the company, could result in substantial monetary damages. Increased litigation and negative publicity could also increase the company's cost of doing business.

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As a government contractor, Humana is exposed to risks that may materially adversely affect its business or its willingness or ability to participate in government health care programs including, among other things, loss of material government contracts, governmental audits and investigations, potential inadequacy of government-determined payment rates or other changes in the governmental programs in which Humana participates.

The Health Care Reform Law, including The Patient Protection and Affordable Care Act and The Health Care and Education Reconciliation Act of 2010, could have a material adverse effect on Humana's results of operations, including restricting revenue, enrollment and premium growth in certain products and market segments, restricting the company's ability to expand into new markets, increasing the company's medical and operating costs by, among other things, requiring a minimum benefit ratio on insured products, lowering the company's Medicare payment rates and increasing the company's expenses associated with a non-deductible health insurance industry fee and other assessments; the company's financial position,

including the company's ability to maintain the value of its goodwill; and the company's cash flows. In addition, if Humana is unable to adjust its business model to address the non-deductible health insurance industry fee and other assessments, including the three-year commercial reinsurance fee, such as through the reduction of the company's operating costs, there can be no assurance that the non-deductible health insurance industry fee and other assessments would not have a material adverse effect on the company's results of operations, financial position, and cash flows.

Humana's participation in, and the operational functionality of, the new federal and state health care exchanges, which have experienced certain technical difficulties in their early implementation and which entail uncertainties associated with mix and volume of business, could adversely affect the company's results of operations, financial position, and cash flows.

Humana's business activities are subject to substantial government regulation. New laws or regulations, or changes in existing laws or regulations or their manner of application could increase the company's cost of doing business and may adversely affect the company's business, profitability and cash flows.

Any failure to manage operating costs could hamper Humana's profitability.

Any failure by Humana to manage acquisitions and other significant transactions successfully may have a material adverse effect on its results of operations, financial position, and cash flows.

If Humana fails to develop and maintain satisfactory relationships with the providers of care to its members, the company's business may be adversely affected.

Humana's pharmacy business is highly competitive and subjects it to regulations in addition to those the company faces with its core health benefits businesses.

Changes in the prescription drug industry pricing benchmarks may adversely affect Humana's financial performance.

If Humana does not continue to earn and retain purchase discounts and volume rebates from pharmaceutical manufacturers at current levels, Humana's gross margins may decline.

Humana's ability to obtain funds from certain of its licensed subsidiaries is restricted by state insurance regulations.

Downgrades in Humana's debt ratings, should they occur, may adversely affect its business, results of operations, and financial condition.

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Changes in economic conditions could adversely affect Humana's business and results of operations.

The securities and credit markets may experience volatility and disruption, which may adversely affect Humana's business.

Given the current economic climate, Humana's stock and the stock of other companies in the insurance industry may be increasingly subject to stock price and trading volume volatility.

In making forward-looking statements, Humana is not undertaking to address or update them in future filings or communications regarding its business or results. In light of these risks, uncertainties, and assumptions, the forward-looking events discussed herein may or may not occur. There also may be other risks that the company is unable to predict at this time. Any of these risks and uncertainties may cause actual results to differ materially from the results discussed in the forward-looking statements.

Humana advises investors to read the following documents as filed by the company with the SEC for further discussion both of the risks it faces and its historical performance:

Form 10-K for the year ended December 31, 2013;

Form 8-Ks filed during 2013 and 2014.

**About Humana**

Humana Inc., headquartered in Louisville, Kentucky, is a leading health care company that offers a wide range of insurance products and health and wellness services that incorporate an integrated approach to lifelong well-being. By leveraging the strengths of its core businesses, Humana believes it can better explore opportunities for existing and emerging adjacencies in health care that can further enhance wellness opportunities for the millions of people across the nation with whom the company has relationships.

More information regarding Humana is available to investors via the Investor Relations page of the company's web site at [www.humana.com](http://www.humana.com), including copies of:

Annual reports to stockholders;

Securities and Exchange Commission filings;

Most recent investor conference presentations;

Quarterly earnings news releases;

Replays of most recent earnings release conference calls;

Calendar of events (including upcoming earnings conference call dates and times, as well as planned interaction with research analysts and institutional investors);

Corporate Governance information

**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.

**HUMANA INC.**

**BY: /s/ Steven E. McCulley  
Steven E. McCulley  
Interim Chief Financial Officer**

Dated: February 24, 2014