

UNITEDHEALTH GROUP INC  
Form 8-K  
March 27, 2012

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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):

March 26, 2012

UnitedHealth Group Incorporated

(Exact name of registrant as specified in its charter)

Minnesota

1-10864

41-1321939

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

UnitedHealth Group Center, 9900 Bren Road  
East, Minnetonka, Minnesota

55343

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

952-936-1300

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:

- 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))



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

On March 26, 2012, UnitedHealth Group (the "Company") entered into an amended and restated employment agreement with Larry C. Renfro. The revised agreement (i) amends Mr. Renfro's good reason termination provision to reflect his appointment as Chief Executive Officer of the Company's Optum health services business in July 2011, (ii) amends Mr. Renfro's equity awards to provide Mr. Renfro with two years of service credit for each year he remains employed with the Company after attainment of age 59 for purposes of determining eligibility for retirement, and (iii) clarifies that Mr. Renfro will be deemed eligible for retirement if he is terminated by the Company without cause or if he resigns for good reason prior to otherwise becoming eligible for retirement. All other terms of the employment agreement are unchanged.

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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.

*March 27, 2012*

UnitedHealth Group Incorporated

By: */s/ Dannette L. Smith*

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*Name: Dannette L. Smith*

*Title: Secretary to the Board of Directors*