

WELLPOINT INC  
Form 8-K  
May 22, 2008

**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): May 22, 2008 (May 21, 2008)**

**WELLPOINT, INC.**

(Exact name of registrant as specified in its charter)

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

**001-16751**  
(Commission File Number)  
  
**120 Monument Circle**

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

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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)

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

**By-Laws**

On May 21, 2008, the Board of Directors of WellPoint, Inc. (the Company), acting upon the recommendation of the Governance Committee, adopted amendments to the Company's By-Laws to expand the information required to be provided by a shareholder who submits pursuant to the advance notice provisions a nomination for election to the Board of Directors or a shareholder proposal for consideration at an annual meeting of shareholders. The amendments require a shareholder submitting a nomination or proposal to disclose whether the shareholder has hedged its ownership of, or entered into any transaction that has the effect of increasing or decreasing its economic risk or voting power with respect to, the Company's securities. The amendments also clarify language in the advance notice provisions for the annual shareholder meeting. The amendments took effect upon adoption by the Board.

The preceding is qualified in its entirety by reference to the Company's By-Laws, which are attached hereto as Exhibit 3.2 and are incorporated herein by reference.

**Item 9.01 Financial Statements, Pro Forma Financial Information and Exhibits.**

**(d) Exhibits**

The following exhibit is being filed herewith:

<b>Exhibit No.</b>	<b>Exhibit</b>
Exhibit 3.2	By-Laws of WellPoint, Inc., as amended May 21, 2008.

**SIGNATURE**

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 22, 2008

WELLPOINT, INC.

By: /s/ John Cannon

Name: John Cannon

Title: Executive Vice President and General Counsel

**EXHIBIT INDEX**

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4