

HUMANA INC
Form DEFA14A
March 10, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- | | | | |
|-------------------------------------|---|--------------------------|---|
| <input type="checkbox"/> | Preliminary Proxy Statement | <input type="checkbox"/> | CONFIDENTIAL, FOR USE OF THE COMMISSION |
| <input type="checkbox"/> | Definitive Proxy Statement | <input type="checkbox"/> | ONLY (AS PERMITTED BY RULE 14A-6(E)(2)) |
| <input checked="" type="checkbox"/> | Definitive Additional Materials | | |
| <input type="checkbox"/> | Soliciting Material Pursuant to §240.14a-12 | | |

Humana Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- | | |
|-----|---|
| (1) | Amount Previously Paid: |
| (2) | Form, Schedule or Registration Statement No.: |
| (3) | Filing Party: |
| (4) | Date Filed: |
-

On March 10, 2014, Humana Inc. (the “Company”) made the following communication available to the Company’s employees:

Highlights

- You may have the right to vote on items being presented at our stockholders meeting
- Annual stockholders meeting is scheduled for April 29, 2014

Exercise your voting privilege as a Humana stockholder

Humana associates who participate in our company’s Retirement Savings Plan 401(k) and have invested funds in the Humana Common Stock Fund have the right to vote on items being presented at this year’s annual stockholders’ meeting, scheduled for April 29, 2014. You may submit one vote for each share held in your Humana Common Stock account as of February 28, 2014.

What documents do you need to vote?

Every year, Humana produces a document - the proxy statement - that details all of the information the company’s stockholders need in order to make informed votes. The proxy becomes available to stockholders and the public after Humana files it with the federal Securities and Exchange Commission on Monday, March 10, 2014. In order to vote, you must also receive an official “voting card.”

When will you receive the proxy statement and voting card?

Starting March 10th, all stockholders who have (recently or in prior years) successfully submitted electronic requests for a proxy statement and voting card will then receive - via the e-mail address you designated during the online-registration process - a proxy statement and voting card. (Please watch for e-mail from ID@ProxyVote.com.) If you did not sign up for electronic delivery of these materials, you’ll receive a “Notice and Access Card” in the mail at home regarding the material.

When can participants in the Humana Retirement Savings Plan vote?

If you wish to vote, you may do so AFTER you receive your voting card. You then must vote BEFORE 11:59 p.m., EDT on Tuesday, April 22, 2014, through Humana’s Retirement Savings Plan Trustee - Charles Schwab - with Broadridge acting as tabulator. If your voting instructions are received by 11:59 p.m. EDT on Tuesday, April 22, 2014, the Trustee will submit a proxy that reflects your instructions. If you do not give voting instructions (or give them late), the Trustee will vote your interest in the Humana Common Stock Fund in the same proportion as the shares attributed to the Humana Retirement Savings Plan actually voted. Humana’s stockholders’ meeting will be held on April 29, 2014.

Whom do you contact for answers to your stockholder-voting-process questions?

If you have any questions, please contact Joan Lenahan, Corporate Secretary.

On March 10, 2014, the Company distributed the following "Notice Regarding the Availability of Proxy Materials" to its shareholders as of the record date of February 28, 2014.

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on April 29, 2014

HUMANA INC.

Meeting Information

Meeting Type: Annual
Meeting
For holders as of: February
28, 2014
Date: April 29,
2014 Time: 9:30 a.m.,
EDT

Location: GRAND HYATT TAMPA
BAY
2900 BAYPORT DRIVE
TAMPA, FLORIDA 33607

HUMANA INC.
500 WEST MAIN STREET
21st FLOOR
LOUISVILLE, KENTUCKY 40202
ATTN: JOAN O. LENAHAN

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

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See the reverse side of this notice to obtain proxy materials and voting instructions.

— Before You Vote —
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:
NOTICE AND PROXY STATEMENT
REPORT

ANNUAL

How to View Online:

Have the information that is printed in the box marked by the arrow ® XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow ® XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 1, 2014 to facilitate timely delivery.

— How To Vote —
Please Choose One of the Following Voting Methods

Vote In Person: Attend the Annual Meeting and request a ballot to vote these shares. Mark voting instructions on the ballot and deliver to the Inspectors of Elections.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow ® XXXX XXXX XXXX available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

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THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

HUMANA INC.

The Board of Directors recommends you vote FOR proposals 1, 2, and 3:

Vote on Directors

1. Election of Directors.

| Nominees: | For | Against | Abstain | | For | Against | Abstain |
|-------------------------|-----|---------|---------|--|-----|---------|---------|
| 1a) Kurt J. Hilzinger | .. | .. | .. | 2. The ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm. | .. | .. | .. |
| 1b) Bruce D. Broussard | .. | .. | .. | | | | |
| 1c) Frank A. D'Amelio | .. | .. | .. | | | | |
| 1d) W. Roy Dunbar | .. | .. | .. | 3. The approval of the compensation of the named executive officers as disclosed in the 2014 proxy statement. | .. | .. | .. |
| 1e) David A. Jones, Jr. | .. | .. | .. | | | | |
| 1f) William J. McDonald | .. | .. | .. | The Board of Directors recommends you vote AGAINST proposal 4 | | | |
| 1g) William E. Mitchell | .. | .. | .. | 4. Stockholder Proposal on political contributions | .. | .. | .. |
| 1h) David B. Nash, M.D. | | | | | | | |
| 1i) James J. O'Brien | | | | At their discretion, the Proxies are authorized to vote upon any other matters as may come before the Annual Meeting. | | | |
| 1j) Marissa T. Peterson | | | | | | | |

