

WELLPOINT, INC
Form 8-K
May 21, 2010

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 21, 2010 (May 18, 2010)

WELLPOINT, INC.

(Exact name of registrant as specified in its charter)

Indiana
(State or other jurisdiction
of incorporation)

001-16751
(Commission
File Number)

35-2145715
(IRS Employer
Identification No.)

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120 Monument Circle

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))

Section 5 - Corporate Governance and Management.

Item 5.07 Submission of Matters to a Vote of Security Holders

WellPoint, Inc. (the Company) held its Annual Meeting of Shareholders on May 18, 2010. The following is a summary of the matters voted on at the meeting as described in detail in the Company's definitive Proxy Statement filed on April 2, 2010, and the voting results for each matter:

- The three nominees for director were elected to serve three-year terms to expire at the annual meeting of shareholders in 2013, as follows:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|-------------------------|-------------|------------|---------|------------------|
| Sheila P. Burke | 292,724,651 | 37,324,111 | 342,859 | 20,321,916 |
| George A. Schaefer, Jr. | 292,694,439 | 37,359,151 | 338,031 | 20,321,916 |
| Jackie M. Ward | 287,458,096 | 42,565,126 | 368,399 | 20,321,916 |

- The appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2010 was ratified by the following shareholder vote:

| | |
|----------|-------------|
| For: | 347,816,878 |
| Against: | 2,686,430 |
| Abstain: | 210,229 |

- By the following vote, the shareholders did not approve a shareholder proposal requesting that the Board of Directors launch a feasibility study for returning to non-profit status:

| | |
|-------------------|-------------|
| For: | 30,515,202 |
| Against: | 293,266,306 |
| Abstain: | 6,610,113 |
| Broker Non-Votes: | 20,321,916 |

- By the following vote, the shareholders did not approve a shareholder proposal requesting that the Company provide enhanced disclosure of lobbying expenses:

| | |
|-------------------|-------------|
| For: | 49,818,560 |
| Against: | 215,130,018 |
| Abstain: | 65,443,043 |
| Broker Non-Votes: | 20,321,916 |

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5. The shareholders approved a shareholder proposal requesting that the Board of Directors adopt a policy that Company shareholders be given the opportunity at each annual meeting of shareholders to vote on a non-binding, advisory resolution to ratify the compensation of the Company's named executive officers (the Say on Pay proposal) by the following vote:

| | |
|-------------------|-------------|
| For: | 198,786,680 |
| Against: | 117,503,035 |
| Abstain: | 14,101,906 |
| Broker Non-Votes: | 20,321,916 |

6. By the following vote, the shareholders did not approve a shareholder proposal requesting that the Board of Directors take the necessary steps (excluding those that may be taken only by the Company's shareholders) to change the Company's jurisdiction of incorporation from Indiana to Delaware:

| | |
|-------------------|-------------|
| For: | 124,381,210 |
| Against: | 199,908,789 |
| Abstain: | 6,101,622 |
| Broker Non-Votes: | 20,321,916 |

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.

Dated: May 21, 2010

WELLPOINT, INC.

By: /s/ John Cannon

Name: John Cannon

Title: EVP, General Counsel and

Corporate Secretary