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ANTHEM INC
Form S-1MEF
October 29, 2001

As filed with the Securities and Exchange Commission on October 29, 2001

Registration No. 333-

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

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ANTHEM, INC.
(Exact name of Registrant as specified in its charter)

Indiana	6324	35-2145715
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

120 Monument Circle
Indianapolis, Indiana 46204
(317) 488-6000
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

David R. Frick
Executive Vice President and
Chief Legal and Administrative Officer
Anthem, Inc.
120 Monument Circle
Indianapolis, Indiana 46204
(317) 488-6000
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Tibor D. Klopfer Baker & Daniels Suite 2700 300 North Meridian Street Indianapolis, Indiana 46204	William D. Torchiana Sullivan & Cromwell 125 Broad Street New York, New York 10004 (212) 558-4000
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(317) 237-0300

Approximate date of commencement of proposed sale to the public: As soon as is practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-67714

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(1) (2) (3)	Amount of Registration Fee
Common Stock, \$.01 par value.....	\$285,200,000	\$71,300

- (1) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933.
- (2) A portion of the shares to be registered represents shares that are to be offered outside of the United States but that may be resold from time to time in the United States. Such shares are not being registered for the purpose of sales outside the United States.
- (3) Represents the maximum aggregate offering price of additional shares being registered.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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EXPLANATION AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement on Form S-1 is being filed with the Securities and Exchange Commission (the "Commission") by Anthem, Inc., an Indiana corporation (the "Company"), pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement incorporates by reference the contents of the Company's Registration Statement on Form S-1 (Registration No. 333-67714) which was declared effective by the Commission on October 29, 2001 relating to the offering of shares of Common Stock of the Company with a maximum aggregate offering price of up to \$1,702,000,000.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on the 29th day of October, 2001.

Anthem, Inc.

/s/ Larry C. Glasscock

By: _____
Larry C. Glasscock
President and Chief Executive
Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Capacity -----	Date -----
/s/ Larry C. Glasscock Larry C. Glasscock	President, Chief Executive Officer and Director (Principal Executive Officer)	October 29, 2001
/s/ Michael L. Smith Michael L. Smith	Executive Vice President and Chief Financial and Accounting Officer (Principal Financial Officer and Principal Accounting Officer)	October 29, 2001
* L. Ben Lytle	Director	October 29, 2001
* Susan B. Bayh	Director	October 29, 2001
* William B. Hart	Director	October 29, 2001

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Signature -----	Capacity -----	Date -----
*	Director	October 29, 2001
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Allan B. Hubbard		
*	Director	October 29, 2001
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Victor S. Liss		
*	Director	October 29, 2001
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William G. Mays		
*	Director	October 29, 2001
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James W. McDowell, Jr.		
*	Director	October 29, 2001
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B. LaRae Orullian		
*	Director	October 29, 2001
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Senator Donald W. Riegle, Jr.		
*	Director	October 29, 2001
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William J. Ryan		
*	Director	October 29, 2001
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George A. Schaefer, Jr.		
*	Director	October 29, 2001
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Dennis J. Sullivan, Jr.		
* By: /s/ David R. Frick		
Attorney-in-Fact		

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INDEX TO EXHIBITS

Exhibit Number	Document
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- 5 Opinion of Baker & Daniels
 - 23.1 Consent of Ernst & Young LLP
 - 23.2 Consent of Baker & Daniels (contained in Exhibit 5)
 - 23.3 Consent of Robert H. Dobson, FSA, MAAA, Dale S. Hagstrom, FSA, MAAA, Daniel J. McCarthy, FSA, MAAA, and Milliman USA, Inc.

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