

CENTENE CORP  
Form 8-K  
May 09, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 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 9, 2018**

**CENTENE CORPORATION**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**001-31826**  
**(Commission**  
  
**File Number)**

**42-1406317**  
**(IRS Employer**  
  
**Identification No.)**

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**7700 Forsyth Boulevard**

**St. Louis, Missouri 63105**

**(Address of Principal Executive Office and zip code)**

**Registrant's telephone number, including area code: (314) 725-4477**

**(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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

**Item 8.01. Other Events.**

On May 9, 2018, Centene Corporation (the Company ) announced the offering of \$1.7 billion aggregate principal amount of senior notes (the Notes ) to be to be issued by Centene Escrow I Corporation, a wholly owned subsidiary of the Company. A copy of the press release making this announcement is attached hereto as Exhibit 99.1, and incorporated by reference herein. The Notes have not been registered under the Securities Act of 1933, as amended, and may not be offered or sold in the United States without registration or an applicable exemption from the registration requirements.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 99.1          | <u>Press release of Centene Corporation issued May 9, 2018.</u> |

**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.

**CENTENE CORPORATION**

Date: May 9, 2018

By: /s/ Jeffrey A. Schwaneke  
Jeffrey A. Schwaneke  
Executive Vice President & Chief Financial Officer