

CIGNA CORP
Form 8-K
August 21, 2014

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) August 21, 2014

Cigna Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction of
incorporation)

1-08323
(Commission File
Number)

06-1059331
(IRS Employer
Identification No.)

900 Cottage Grove Road
Bloomfield, Connecticut 06002
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:

(860) 226-6000

Not Applicable
(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))

Item 7.01 Regulation FD Disclosure.

Cigna Corporation (“Cigna” or the “Company”) officials expect to participate in meetings and events with investors and analysts over the next several weeks, including the Morgan Stanley Global Healthcare Conference. During these meetings, Company officials expect to reaffirm projected full year 2014 consolidated adjusted income from operations, which remains in the range of \$1.94 billion to \$2.0 billion. Company officials also expect to reaffirm projected 2014 global medical customer growth (excluding limited benefits) of approximately 1% to 2% over year end 2013. In connection with U.S. health care reform legislation, the Company ceased offering limited medical benefits products effective December 31, 2013. Therefore, in determining medical customer growth expectations for 2014, the Company has excluded these products from the year end 2013 customer numbers.

Cigna discussed its full year 2014 outlook in its press release dated July 31, 2014 and during the related investor conference call. The release and the conference call transcript are available under Quarterly Reports and SEC Filings in the Investor Relations section of the Company’s website located at www.cigna.com/aboutcigna/investors.

Cigna will make a presentation at the Morgan Stanley Global Healthcare Conference that is expected to begin at approximately 1:30 p.m. Eastern Time on September 9, 2014. Investors, analysts and the general public are invited to listen to the presentation over the Internet via webcast by visiting <http://www.cigna.com/cignadotcom/aboutcigna/investors/events/cigna-presents-morgan-stanley-healthcare-conference.page>. To listen to these presentations live on the Internet, visit www.cigna.com at least 15 minutes prior to the presentations (to download and install any necessary audio software).

Adjusted income from operations (loss) is defined as segment earnings (loss) excluding (i) special items and (ii) the results of Cigna’s guaranteed minimum income benefits business. Segment earnings (loss) is defined as shareholders’ net income (loss) before net realized investment results. Adjusted income from operations is a measure of profitability used by Cigna’s management because it presents the underlying results of operations of Cigna’s businesses and permits analysis of trends in underlying revenue, expenses and shareholders’ net income. This measure is not determined in accordance with accounting principles generally accepted in the United States of America (“GAAP”) and should not be viewed as a substitute for the most directly comparable GAAP measures, which are segment earnings (loss) on a segment basis and shareholders’ net income on a consolidated basis. Management is unable to provide a forward-looking reconciliation of adjusted income from operations to shareholders’ net income for full year 2014 since future net realized investment results and special items cannot be identified or reasonably estimated at this time.

This information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act whether made before or after the date of this report, except as shall be expressly set forth by specific reference in such a filing.

CAUTIONARY STATEMENT FOR PURPOSES OF THE SAFE HARBOR PROVISIONS OF THE PRIVATE
SECURITIES LITIGATION REFORM ACT OF 1995

This Current Report on Form 8-K (the “Report”), and oral statements made with respect to information contained in this Report, may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on Cigna's current expectations and projections about future trends, events and uncertainties. These statements are not historical facts. Forward-looking statements may include, among others, statements relating to our projected full year 2014 consolidated adjusted income from operations and global medical customer growth for 2014 as reflected in Item 7.01 of this Report, as well as statements made in our press release dated July 31, 2014 and related investor conference call concerning: our projected adjusted income (loss) from operations outlook for 2014, on both a consolidated and segment basis; projected global medical customer growth (excluding limited benefits) over year end 2013; future financial or operating performance, including our ability to deliver improved health outcomes and productivity for our customers and clients and future growth, business strategy, strategic or operational initiatives; economic, regulatory or competitive environments, particularly with respect to the pace and extent of change in these areas; and financing or capital deployment plans, including whether and to what extent we may engage in share repurchases. You may identify forward-looking statements by the use of words such as “believe”, “expect”, “plan”, “intend”, “anticipate”, “estimate”, “predict”, “potential”, “may”, “should”, “will” or other words of similar meaning, although not all forward-looking statements contain such terms.

Forward-looking statements are subject to risks and uncertainties, both known and unknown, that could cause actual results to differ materially from those expressed or implied in forward-looking statements. Such risks and uncertainties include, but are not limited to: our ability to achieve our financial, strategic and operational plans or initiatives; our ability to predict and manage medical costs and price effectively and develop and maintain good relationships with physicians, hospitals and other health care providers; our ability to realize the expected benefits of strategic transactions and/or acquisitions; the substantial level of government regulation over our business and the potential effects of new laws or regulations, or changes in existing laws and regulations; the outcome of litigation, regulatory audits, investigations and actions and/or guaranty fund assessments; uncertainties surrounding participation in government-sponsored programs such as Medicare; and unfavorable industry, economic or political conditions, as well as more specific risks and uncertainties discussed in our most recent report on Form 10-K and subsequent reports on Forms 10-Q and 8-K available on the Investor Relations section of www.cigna.com. You should not place undue reliance on forward-looking statements, which speak only as of the date they are made, are not guarantees of future performance or results, and are subject to risks, uncertainties and assumptions that are difficult to predict or quantify. Cigna undertakes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as may be required by law.

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.

Cigna Corporation

Date: August 21, 2014

By: /s/ Thomas A. McCarthy
Thomas A. McCarthy
Executive Vice President
and Chief Financial Officer
