

HUMANA INC  
Form 8-K  
August 28, 2008

**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) **August 27, 2008**

**Humana Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**1-5975**  
(Commission File Number)

**61-0647538**  
(IRS Employer Identification No.)

**500 West Main Street, Louisville, KY**  
(Address of Principal Executive Offices)

**40202**  
(Zip Code)

**502-580-1000**

(Registrant's Telephone Number, Including Area Code)

## Edgar Filing: HUMANA INC - Form 8-K

### (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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) Effective August 27, 2008, the Registrant's Board of Directors elected Marissa T. Peterson as a Director. Ms. Peterson was recommended to the Board by a third party search firm. See attached Press Release which contains biographical information about Ms. Peterson.

The Board of Directors has determined that (i) Ms. Peterson is independent within the meaning of the New York Stock Exchange's Director independence standards; and (ii) there are no material transactions involving Ms. Peterson and the Company.

Ms. Peterson has been appointed to the Organization & Compensation and Nominating & Corporate Governance Committees of Humana.

Ms. Peterson will receive the director fees and benefits as described in the Company's Proxy Statement filed with the Securities and Exchange Commission on March 11, 2008.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|----------------------|
| <b>99</b>          | <b>Press Release</b> |

**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.

**HUMANA INC.**

**BY:** **/s/ Steven E. McCulley**  
**Steven E. McCulley**  
**Vice President and**  
**Controller**

Dated: August 27, 2008

**INDEX TO EXHIBITS**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|----------------------|
| <b>99</b>          | <b>Press Release</b> |