

HUMANA INC
Form DEFA14A
April 09, 2013

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 - Definitive Proxy Statement
 - Definitive Additional Materials
 - Soliciting Material Pursuant to §240.14a-12
- **CONFIDENTIAL, FOR USE OF THE COMMISSION
ONLY (AS PERMITTED BY RULE 14A-6(E)(2))

Humana Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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| (1) | Amount Previously Paid: |
| (2) | Form, Schedule or Registration Statement No.: |
| (3) | Filing Party: |
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Commencing April 9, 2013, Humana Inc. (the “Company”) made the following information available to certain stockholders in connection with solicitation of votes for the Company’s 2013 Annual Meeting of Stockholders to be held on April 25, 2013:

In February 2013, Humana Inc. granted performance-based equity awards to certain executive officers, including the Company’s Named Executive Officers, pursuant to a form of award agreement filed as Exhibit 10(t) to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2012. The Company is disclosing that the performance criteria for these awards will be based upon three-year cumulative goals for (a) strategic membership growth and (b) return on invested capital less weighted average cost of capital. The performance-based awards will vest three-years from the date of grant to the extent that the performance-based targets have been met.