

AETNA INC /PA/  
Form DEFA14A  
April 08, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A INFORMATION**

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

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**AETNA 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)(1) and 0-11.

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

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Fee paid previously with preliminary materials.

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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**Aetna proxy statement available; executive compensation explained**

Aetna's 2016 proxy statement is now available. The proxy statement is a required notice distributed to all Aetna shareholders in advance of the annual meeting of shareholders. It is also available to the general public. The proxy statement provides information on matters subject to a vote of the shareholders and includes certain disclosures mandated by the Securities and Exchange Commission (SEC). Among those disclosures is a detailed presentation of the compensation of Aetna's most highly compensated executives. The SEC calls this group the Named Executive Officers. Given the public's interest in executive pay and administrative costs of health insurers, we anticipate the proxy statement may receive some media attention. You may also have questions of your own. The following explains some key aspects of our executive compensation philosophy.

**Executive compensation is tied to performance and varies from year-to-year.** Executive pay varies significantly each year, increasing or decreasing in value according to how well the company and individual business units perform. Aetna's overall financial performance in 2015 was strong and successful based on a number of internal and external metrics, including strong shareholder returns, solid operating earnings, record operating revenue, an increase to our dividend, exceeding medical membership projections, a high single digit pre-tax operating margin and excellent progress on strategic initiatives, including our agreement to acquire Humana. As a result, the annual bonus plan was funded at approximately 142.4 percent of target, and executive compensation for 2015 reflected our strong performance last year. Bonus amounts for individual executives varied according to the performance of their own organizations; and Aetna's overall bonus payout to all employees for 2015 exceeded \$396 million.

**Executives are required to own a certain amount of Aetna stock.** Requiring leaders to invest in the company they lead aligns the interests of our executives with our shareholders.

**Aetna's executive compensation philosophy reinforces the importance of delivering value to our shareholders.** The largest component of our top executives' pay is multi-year equity-based compensation, which aligns the interests of our executives with those of our shareholders. The value of Aetna's equity-based compensation depends on Aetna's stock price and whether Aetna achieves defined financial goals set at the time of the grant. Some equity-based grants expire with no value. In other words, executive compensation has some elements of certainty (base salary) and other elements that represent potential, but not guaranteed value. Aetna's performance goals, along with the salaries and variable pay for Aetna's most senior leaders, are reviewed and approved each year by the Aetna Board of Directors' Committee on Compensation and Talent Management. Our executives' compensation is designed to be competitive with that of other large health insurers as well as other companies we compete against for talent and capital. Ultimately, pay decisions for senior leadership are based on the competitive environment and each executive's contributions toward achieving financial and other goals that are linked to the Company's business strategy.