

ANTHEM INC
Form S-8
July 31, 2002

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As filed with the Securities and Exchange Commission on July 31, 2002

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ANTHEM, INC.

(Exact name of registrant as specified in its charter)

Indiana

(State or other jurisdiction
of incorporation or organization)

35-2145715

(I.R.S. Employer
Identification No.)

**120 Monument Circle
Indianapolis, Indiana**

(Address of Principal Executive Offices)

46204

(Zip Code)

**EMPLOYEES' 401(k) THRIFT PLAN OF
TRIGON INSURANCE COMPANY
and
TRIGON INSURANCE COMPANY
401(k) RESTORATION PLAN**

(Full title of the plans)

David R. Frick

Executive Vice President and Chief Legal and Administrative Officer

Anthem, Inc.

120 Monument Circle

Indianapolis, Indiana 46204

(Name and address of agent for service)

(317) 488-6000

(Telephone number, including area code, of agent for service)

Copy to:

James A. Aschleman

Baker & Daniels

300 North Meridian Street, Suite 2700

Indianapolis, Indiana 46204-1782

(317) 237-0300

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CALCULATION OF REGISTRATION FEE

| Title of Securities to be registered | Amount to be registered (1) | Proposed maximum offering price per share (2) | Proposed maximum aggregate offering price (2) | Amount of registration fee (2) |
|--|-----------------------------|---|---|--------------------------------|
| Common Stock, par value \$0.01 per share | 1,000,000 shares | \$61.635 | \$61,635,000 | \$5,671 |

- (1) Pursuant to Rule 416 under the Securities Act of 1933 (the "Securities Act"), this Registration Statement also registers additional shares of Common Stock as may be offered or issued to prevent dilution resulting from stock splits, stock dividends and similar transactions. In addition, pursuant to Rule 416 under the Securities Act, this Registration Statement also covers an indeterminate amount of plan interests to be offered or sold in the Employees' 401(k) Thrift Plan of Trigon Insurance Company and the Trigon Insurance Company 401(k) Restoration Plan. Pursuant to Rule 457(h)(2) under the Securities Act, no separate fee is required to register such plan interests.
- (2) Estimated solely for purposes of calculating the registration fee and computed in accordance with Rule 457(c) and (h) under the Securities Act using the average of the high and low sale prices of the Common Stock as reported by the New York Stock Exchange on July 24, 2002, which was \$61.635 per share.
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PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

ITEM 1. PLAN INFORMATION.*

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.*

*Information required by Part I of Form S-8 to be contained in the Section 10(a) Prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents heretofore filed by Anthem, Inc. (the "Registrant") and the Employees' 401(k) Thrift Plan of Trigon Insurance Company (the "Plan") with the Securities and Exchange Commission (the "Commission") are incorporated by reference in this Registration Statement:

- (1) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2001;
- (2) The Plan's Annual Report on Form 11-K for the fiscal year ended December 31, 2001;
- (3)

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The Registrant's Quarterly Report on Form 10-Q for the period ended March 31, 2002;

(4)

The Registrant's Current Reports on Form 8-K filed with the Commission on the following dates: February 6, 2002, February 12, 2002, February 20, 2002, and April 30, 2002; and

(5)

The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A filed with the Commission on October 26, 2001, including any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant and the Plan pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities offered hereby then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from their respective dates of filing.

The Registrant will promptly provide without charge to each person to whom a prospectus is delivered a copy of any or all information that has been incorporated herein by reference (not including exhibits to the information that is incorporated by reference unless such exhibits are specifically incorporated by reference into such information) upon the written or oral request of such person directed to the Secretary of the Registrant at its principal offices, 120 Monument Circle, Indianapolis, Indiana 46204, telephone (317) 488-6000.

ITEM 4. DESCRIPTION OF SECURITIES.

Not Applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not Applicable.

ITEM 6. INDEMNIFICATION OF OFFICERS AND DIRECTORS.

The Indiana Business Corporation Law provides that a corporation, unless limited by its articles of incorporation, is required to indemnify its directors and officers against reasonable expenses incurred in

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the successful defense of any proceeding arising out of their serving as a director or officer of the corporation.

As permitted by the Indiana Business Corporation Law, the Registrant's Articles of Incorporation provide for indemnification of directors, officers, employees and agents of the Registrant against any and all liability and reasonable expense that may be incurred by them, arising out of any claim or action civil, criminal, administrative or investigative, in which they may become involved by reason of being or having been a director, officer, employee or agent. To be entitled to indemnification, those persons must have been wholly successful in the claim or action or the board of directors must have determined, based upon a written finding of legal counsel or another independent referee, or a court of competent jurisdiction must have determined, that such persons acted in good faith in what they reasonably believed to be the best interest of the Registrant (or at least not opposed to its best interests) and, in addition, in any criminal action, had reasonable cause to believe their conduct was lawful (or had no reasonable cause to believe that their conduct was unlawful). The Articles of Incorporation authorize the Registrant to advance funds for expenses to an indemnified person, but only upon receipt of an undertaking that he or she will repay the same if it is ultimately determined that such party is not entitled to indemnification.

The rights of indemnification provided by the Articles of Incorporation of the Registrant are not exhaustive and are in addition to any rights to which a director or officer may otherwise be entitled by contract or as a matter of law. Irrespective of the provisions of the Articles of Incorporation of the Registrant, the Registrant may, at any time and from time to time, indemnify directors, officers, employees and other persons to the full extent permitted by the provisions of applicable law at the time in effect, whether on account of past or future transactions.

The Registrant maintains a standard policy of officers' and directors' liability insurance.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not Applicable.

ITEM 8. EXHIBITS.

The list of Exhibits is incorporated herein by reference to the Index to Exhibits.

The Registrant hereby undertakes that it will submit or has submitted the Employees' 401(k) Thrift Plan of Trigon Insurance Company and any amendment thereto to the Internal Revenue Service ("IRS") in a timely manner and has made or will make all changes required by the IRS in order to qualify the Plan under Section 401 of the Internal Revenue Code.

ITEM 9. UNDERTAKINGS.

The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

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- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; Provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at the time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been

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settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on July 30, 2002.

ANTHEM, INC.

By: /s/ LARRY C. GLASSCOCK

Larry C. Glasscock
President and Chief Executive Officer

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in their respective capacities and on the respective dates indicated opposite their names. Each person whose signature appears below hereby authorizes each of Larry C. Glasscock, David R. Frick and Michael L. Smith, each with full power of substitution, to execute in the name and on behalf of such person any post-effective amendment to this Registration Statement and to file the same, with exhibits thereto, and other documents in connection therewith, making such changes in this Registration Statement as the registrant deems appropriate, and appoints each of Larry C. Glasscock, David R. Frick and Michael L. Smith, each with full power of substitution, attorney-in-fact to sign any amendment and any post-effective amendment to this Registration Statement and to file the same, with exhibits thereto, and other documents in connection therewith.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|--|---------------|
| <u>/s/ LARRY C. GLASSCOCK</u> Larry C. Glasscock | President, Chief Executive Officer and Director (Principal Executive Officer) | July 30, 2002 |
| <u>/s/ MICHAEL L. SMITH</u> Michael L. Smith | Executive Vice President and Chief Financial and Accounting Officer (Principal Financial and Accounting Officer) | July 30, 2002 |
| <u>/s/ L. BEN LYTLE</u> L. Ben Lytle | Director | July 30, 2002 |
| <u>/s/ SUSAN B. BAYH</u> Susan B. Bayh | Director | July 30, 2002 |
| <u>/s/ WILLIAM B. HART</u> William B. Hart | Director | July 30, 2002 |

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| Signature | Title | Date |
|-------------------------------|----------|---------------|
| William B. Hart | S-1 | |
| <hr/> | | |
| /s/ ALLAN B. HUBBARD | | |
| Allan B. Hubbard | Director | July 30, 2002 |
| /s/ VICTOR S. LISS | | |
| Victor S. Liss | Director | July 30, 2002 |
| /s/ WILLIAM G. MAYS | | |
| William G. Mays | Director | July 30, 2002 |
| /s/ JAMES W. MCDOWELL, JR. | | |
| James W. McDowell, Jr. | Director | July 30, 2002 |
| /s/ B. LARAE ORULLIAN | | |
| B. LaRae Orullian | Director | July 30, 2002 |
| /s/ DONALD W. RIEGLE, JR. | | |
| Senator Donald W. Riegle, Jr. | Director | July 30, 2002 |
| /s/ WILLIAM J. RYAN | | |
| William J. Ryan | Director | July 30, 2002 |
| /s/ GEORGE A. SCHAEFER, JR. | | |
| George A. Schaefer, Jr. | Director | July 30, 2002 |
| /s/ DENNIS J. SULLIVAN, JR. | | |
| Dennis J. Sullivan, Jr. | Director | July 30, 2002 |
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The Plans. Pursuant to the requirements of the Securities Act of 1933, the trustee (or other persons who administer the employee benefit plans) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Richmond, Commonwealth of Virginia, on July 30, 2002.

EMPLOYEES' 401(k) THRIFT PLAN OF TRIGON INSURANCE COMPANY

By: /s/ RONALD M. NASH

Ronald M. Nash

TRIGON INSURANCE COMPANY 401(k) RESTORATION PLAN

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By: /s/ RONALD M. NASH

Ronald M. Nash

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INDEX TO EXHIBITS

| Exhibit No. | Description of Exhibit |
|--------------------|--|
| 4.1 | Restated Articles of Incorporation of Anthem, Inc. (The copy of this Exhibit filed as Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-67714) is incorporated herein by reference.) |
| 4.2 | By-Laws of Anthem, Inc. (The copy of this Exhibit filed as Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-67714) is incorporated herein by reference.) |
| 4.3 | Employees' 401(k) Thrift Plan of Trigon Insurance Company. (The copy of this Exhibit filed as Exhibit 99(i) to Trigon Healthcare, Inc.'s Registration Statement on Form S-8 (Registration No. 333-22463) is incorporated herein by reference.) |
| 4.4 | Trigon Insurance Company 401(k) Restoration Plan. (The copy of this Exhibit filed as Exhibit 99(ii) to Trigon Healthcare, Inc.'s Registration Statement on Form S-8 (Registration No. 333-22463) is incorporated herein by reference.) |
| 5 | Opinion of Baker & Daniels. |
| 23.1 | Consent of Ernst & Young LLP. |
| 23.2 | Consent of Baker & Daniels (included in the Baker & Daniels Opinion filed as Exhibit 5). |
| 23.3 | Consent of KPMG LLP |
| 24 | Power of Attorney (included on the Signature Page of the Registration Statement). |

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