
Section 1: 8-K (FORM 8-K)

UNITED STATES
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): February 16, 2017

Universal American Corp.

(Exact Name of Registrant as Specified in its Charter)

Delaware (State or Other Jurisdiction of Incorporation)	001-35149 (Commission File Number)	27-4683816 (I.R.S. Employer Identification No.)
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44 South Broadway, Suite 1200, White Plains, New York (Address of Principal Executive Offices)	10601 (Zip Code)
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(914) 934-5200
(Registrant's telephone number, including area code)

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))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

On February 16, 2017, Universal American Corp., a Delaware corporation (the “Company”), held a special meeting of the Company’s stockholders (the “Special Meeting”) to:

1. Consider and vote on a proposal to adopt the Agreement and Plan of Merger, dated as of November 17, 2016 (as it may be amended, the “Merger Agreement”), by and among WellCare Health Plans, Inc., a Delaware corporation (“WellCare”), Wind Merger Sub, Inc., a Delaware corporation and an indirect wholly owned subsidiary of WellCare (“Merger Sub”), and the Company, pursuant to which Merger Sub will merge with and into the Company (the “Merger”) and certain other transactions will be effected with the Company surviving as an indirect wholly owned subsidiary of WellCare (the “Merger Agreement Proposal”);
2. Consider and cast an advisory (non-binding) vote on a proposal to approve certain agreements or understandings with, and items of compensation payable to, the Company’s named executive officers that are based on or otherwise related to the Merger (the “Compensation Proposal”); and
3. Consider and vote on a proposal to adjourn or postpone the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the Special Meeting to adopt the Merger Agreement (the “Adjournment Proposal”).

Each of the above proposals is described in more detail in the Company’s definitive proxy statement for the Special Meeting, which was first mailed to the Company’s stockholders on January 17, 2017.

At the close of business on the record date for the Special Meeting, 58,939,901 shares of the Company’s common stock were outstanding and entitled to vote. At the Special Meeting, a total of 52,783,555 shares of the Company’s common stock, approximately 90% of the shares of the Company’s common stock outstanding and entitled to vote, were present in person or represented by proxy, constituting a quorum to conduct business.

The stockholders of the Company approved the Merger Agreement Proposal and the Compensation Proposal. While the Company solicited proxies with respect to the Adjournment Proposal in connection with the Special Meeting, there were sufficient votes from the Company’s stockholders to approve the Merger Agreement Proposal, and thus adjournment of the Special Meeting was unnecessary and the Adjournment Proposal was not called. The following are the votes cast on each of the matters presented at the Special Meeting:

Proposal 1: Merger Agreement Proposal

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
52,539,809	175,365	68,381	0

Proposal 2: Compensation Proposal

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
47,054,540	5,650,228	78,787	0

Item 8.01. Other Events.

On February 16, 2017, the Company issued a press release announcing the results of its stockholders' vote at the Special Meeting, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Press release, dated February 16, 2017.

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.

UNIVERSAL AMERICAN CORP.

By: /s/ Tony L. Wolk

Name: Tony L. Wolk

Title: EVP, General Counsel and Secretary

Date: February 16, 2017

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Press release, dated February 16, 2017.

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Section 2: EX-99.1 (EXHIBIT 99.1)

EXHIBIT 99.1



UNIVERSAL AMERICAN STOCKHOLDERS APPROVE PENDING MERGER WITH WELLCARE

White Plains, New York (February 16, 2017) — Universal American Corp. (NYSE: UAM) announced that during a special stockholder meeting held earlier today, its stockholders voted to approve the adoption of the previously announced merger agreement, dated as of November 17, 2016, providing for the acquisition of Universal American by WellCare Health Plans, Inc.

At the special meeting, more than 99% of the shares represented in person or by proxy voted to approve the acquisition, which represents approximately 89% of Universal American's total outstanding shares of common stock as of the close of business on January 13, 2017, the record date for the special meeting.

The transaction, which is expected to close in the second quarter of 2017, remains subject to the receipt of regulatory approvals and other customary closing conditions.

About Universal American Corp.

Universal American (NYSE: UAM), through our family of healthcare companies, provides health benefits to people covered by Medicare. We are dedicated to working collaboratively with healthcare professionals, especially primary care physicians, in order to improve the health and well-being of those we serve and reduce healthcare costs. For more information on Universal American, please visit our website at www.UniversalAmerican.com.

Cautionary Statement Regarding Forward-Looking Statements

This press release and oral statements made from time to time by executive officers of Universal American may contain "forward-looking" statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995, known as the PSLRA. Such statements that are not historical facts are hereby identified as forward-looking statements and intended to be covered by the safe harbor provisions of the PSLRA and can be identified by the use of the words "believe," "expect," "predict," "project," "potential," "estimate," "anticipate," "should," "intend," "may," "will," and similar expressions or variations of such words, or by discussion of future financial results and events, strategy or risks and uncertainties, trends and conditions in Universal American's business and competitive strengths, all of which involve risks and uncertainties.

Many factors could cause actual future events to differ materially from the forward-looking statements in this communication, including but not limited to: (i) the risk that the transaction may not be completed in a timely manner or at all, which may adversely affect WellCare's business or Universal American's business and the price of the common stock of WellCare or the common stock of Universal American, (ii) the failure to satisfy the conditions to the consummation of the transaction, including the receipt of certain governmental and regulatory approvals, (iii) the parties may be unable to achieve expected synergies and operating efficiencies in the merger within the expected time frames or at all and to successfully integrate Universal American's operations into those of WellCare, (iv) the transaction may not result in the accretion to WellCare's earnings or other benefits expected to be achieved from the transactions, (v) such integration may be more difficult, time consuming or costly than expected, (vi) revenues following the transaction may be lower than expected, (vii) the occurrence of any event, change or other circumstance that could give rise to the termination of the merger agreement, (viii) the effect of the announcement or pendency of the transaction on WellCare and/or Universal American's business relationships, operating results, and business generally, (ix) risks related to the proposed transaction disrupting current plans and operations of WellCare and/or Universal American and potential difficulties in Universal American's employee retention as a result of the transaction, (x) risks related to diverting management's attention from WellCare and/or Universal American's ongoing business operations, (xi) the outcome of any legal proceedings that may be instituted against WellCare and/or Universal American, its officers or directors related to the merger agreement or the transaction, and (xii) the possibility that competing offers or acquisition proposals for Universal American will be made.

Where, in any forward-looking statement, Universal American or their respective members of management expresses an expectation or belief as to future results or actions, there can be no assurance that the statement of expectation or belief will result or be achieved or accomplished. Universal American's actual results may differ materially from their respective expectations, plans or projections. Forward-looking statements are only predictions and estimates, which are inherently subject to risks, trends and uncertainties, many of which are beyond WellCare's and Universal American's ability to control or predict with accuracy and some of which might not even anticipate. There can be no assurance that we will achieve WellCare's and Universal American's expectations and neither WellCare nor Universal American assume responsibility for the accuracy and completeness of the forward-looking statements. Future events and actual results, financial and otherwise, may differ materially from the results discussed in the forward-looking statements as a result of many factors, including the risk factors described in the risk factor section of WellCare's and Universal American's SEC reports, respectively. Other unknown or unpredictable factors could also have material adverse effects on future results, performance or achievements of WellCare and/or Universal American.

All forward-looking statements included in this press release are based upon information available to Universal American as of the date of the report, and we assume no obligation to update or revise any such forward-looking statements.

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