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Brian F. Kreger
Direct Dial: 206-829-2757
E-Mail: bk@kregerbeeghly.com
Chief Financial Officer

September 7, 2012

Hon. Mike Kreidler
Insurance Commissioner
State of Washington
5000 Capitol Blvd.
Tumwater, Washington 98501

RECEIVED

SEP 13 2012

INSURANCE COMMISSIONER
COMPANY SUPERVISION

ATTENTION: Ron Pastuch
Holding Company Manager
Company Supervision Division
Office of the Insurance Commissioner

RE: Supplemental Documents and Exhibits relating to:

**Form A Statement Regarding the Acquisition of Control of
Amerigroup Washington, Inc., a Washington-domiciled
Health Care Service Contractor ("HCSC") -**

**WellPoint, Inc. Plans For Permanent Financing -
Filed with the Office of the Insurance Commissioner September 12, 2012
Via Electronic Filing and Scanned Transmittal Letter and By U.S. Postal
Delivery September 12, 2012**

Dear Commissioner Kreidler and Mr. Pastuch:

This is to advise you regarding developments in WellPoint, Inc.'s financing plans for the acquisition of Amerigroup, including Amerigroup Washington, Inc., as described in the Form A Statement previously filed with the Washington Office of the Insurance Commissioner.

On Monday, September 10, 2012, WellPoint closed on a \$3.25 billion underwritten public debt offering and received net proceeds of approximately \$3.21 billion from the transaction (after deducting underwriting discounts and offering expenses). The debt offering consisted of four tranches of senior unsecured notes of WellPoint, as follows:

- \$ 625,000,000 1.250% Notes due September 10, 2015
- \$ 625,000,000 1.875% Notes due January 15, 2018
- \$ 1,000,000,000 3.300% Notes due January 15, 2023
- \$ 1,000,000,000 4.650% Notes due January 15, 2043

Detailed information concerning the terms of these notes and the offering is included in WellPoint's Prospectus Supplement dated September 5, 2012 and WellPoint's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 10, 2012 (complete electronic copies of which accompany the electronic filing of this transmittal letter). These materials include a detailed summary of the terms of the notes, the forms of each of the four tranches of notes, WellPoint's computation of its ratio of earnings to fixed charges, and the underwriting agreement pursuant to which the notes were sold.

Consistent with the preliminary information provided in the Form A Statement filed on August 6, 2012, with the completion of this notes offering WellPoint has finalized its plans for permanent financing for the Amerigroup acquisition. WellPoint currently estimates that the total merger consideration and fees and expenses payable by it in connection with the Amerigroup acquisition will be approximately \$5.0 billion. WellPoint intends to use approximately \$3.1 billion of the net proceeds from the sale of the notes to pay a portion of these costs, and the company expects to fund the remaining \$1.9 billion of the costs with a combination of cash on hand and commercial paper borrowings. As of June 30, 2012, WellPoint had approximately \$2.5 billion of cash and investment securities held at the parent company and approximately \$1.7 billion available for borrowing under its authorized commercial paper program. Updated information on these amounts as of September 30, 2012 will be included in WellPoint's Quarter Report on Form 10-Q that will be filed with the Securities and Exchange Commission after the end of the third quarter.

The \$3 billion bridge loan credit facility described in the Form A Statement was, as noted in the Form A Statement, established as a contingency. It is no longer needed or in effect as a result of completion of WellPoint's \$3.25 billion notes offering. WellPoint's existing senior credit facility described in the Form A Statement, which provides credit of up to \$2.0 billion, remains available in the event that additional sources of funds are needed for the Amerigroup acquisition or for general corporate purposes.

As was anticipated, and as was noted in the Form A Statement, Fitch, Inc. has taken action on certain WellPoint ratings. On September 5, 2012, Fitch reduced WellPoint's Long-Term Issuer Default rating from "A" to "A-" and certain issue ratings from "AA-" to "BBB+", among other changes. Fitch also affirmed the Insurer Financial Strength ratings of WellPoint's operating subsidiaries at "AA-". Fitch stated that its outlook on certain WellPoint ratings remains "Negative".

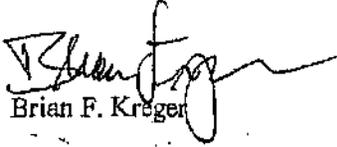
This Supplemental filing to the Form A Statement is provided in both electronic and paper format further described as follows:

- The electronic filing of this Supplement to Form A Statement consists of a scanned pdf copy of this letter and three documents (also in pdf files) that WellPoint filed with the Securities and Exchange Commission, namely: Final Term Sheet filed pursuant to Rule 433 on September 6, 2012; Prospectus Supplement filed pursuant to Rule 424(b)(5) on September 10, 2012; and, Form 8-K Current Report filed on September 6, 2012.
- The paper filing of the Supplement to Form A Statement consists of the original and two copies of this letter and the initial pages of each of the documents noted above and submitted in electronic format.

We respectfully request that you date-stamp one copy of this transmittal letter and return it to our offices at your earliest convenience.

If you have any questions regarding this supplemental material or regarding any other materials filed as part of the Form A Statement referenced above, please feel free to contact me at any time.

Sincerely,



Brian F. Kreger

Enc. Supplemental Filing to Form A Statement filed August 6, 2012 -
Final Financing Plan

Cc. Tibor Klopfer, Esq., Faegre Baker Daniels LLC
Kreger Beeghly, PLLC File

EXHIBIT A
FINAL TERM SHEET
(ISSUER FREE WRITING PROSPECTUS)
PAGES 1-6 (COMPLETE)

WELLPOINT, INC (WLP)

FWP

Filing under Securities Act Rules 163/433 of free writing
prospectuses

Filed on 09/06/2012

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WellPoint, Inc.
\$625,000,000 1.250% Notes due 2015

FINAL TERM SHEET

Dated September 5, 2012

Issuer: WellPoint, Inc.

Title: 1.250% Notes due 2015

Size: \$625,000,000

Maturity: September 10, 2015

Coupon (Interest Rate): 1.250%

Yield to Maturity: 1.264%

Anticipated Ratings*: Moody's: Baa2, Stable / S&P: A-, Stable / Fitch: BBB+, Negative

Spread to Benchmark Treasury: 95 bps

Benchmark Treasury: 0.250% due August 15, 2015

Benchmark Treasury Price and Yield: 99-26; 0.314%

Interest Payment Dates: March 10 and September 10 of each year, beginning on March 10, 2013

Optional Redemption Provision: Make-whole call at Treasury + 15 bps at any time, beginning March 10, 2013

Price to Public: 99.959%

Gross Proceeds to Issuer (before expenses): \$624,743,750

Trade Date: September 5, 2012

Settlement Date: September 10, 2012

Day Count: 30/360

CUSIP/ISIN: 94973V AZ0/US94973VAZ04

Active Joint Book-Running Managers:	Citigroup Global Markets Inc. Credit Suisse Securities (USA) LLC Deutsche Bank Securities Inc.
Passive Joint Book-Running Managers:	Merrill Lynch, Pierce, Fenner & Smith Incorporated UBS Securities LLC Wells Fargo Securities, LLC

* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

WellPoint, Inc.
\$625,000,000 1.875% Notes due 2018

FINAL TERM SHEET

Dated September 5, 2012

Issuer: WellPoint, Inc.

Title: 1.875% Notes due 2018

Size: \$625,000,000

Maturity: January 15, 2018

Coupon (Interest Rate): 1.875%

Yield to Maturity: 1.919%

Anticipated Ratings*: Moody's: Baa2, Stable / S&P: A-, Stable / Fitch: BBB+, Negative

Spread to Benchmark Treasury: 130 bps

Benchmark Treasury: 0.625% due August 31, 2017

Benchmark Treasury Price and Yield: 100-01; 0.619%

Interest Payment Dates: January 15 and July 15 of each year, beginning on July 15, 2013

Optional Redemption Provision: Make-whole call at Treasury + 20 bps at any time, beginning July 15, 2013

Price to Public: 99.772%

Gross Proceeds to Issuer (before expenses): \$623,575,000

Trade Date: September 5, 2012

Settlement Date: September 10, 2012

Day Count: 30/360

CUSIP/ISIN: 94973V BC0/US94973VBC00

Active Joint Book-Running Managers: Citigroup Global Markets Inc.
Credit Suisse Securities (USA) LLC
Deutsche Bank Securities Inc.

Passive Joint Book-Running Managers: Merrill Lynch, Pierce, Fenner & Smith
Incorporated
UBS Securities LLC
Wells Fargo Securities, LLC

* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

WellPoint, Inc.
\$1,000,000,000 3.300% Notes due 2023

FINAL TERMS SHEET

Dated September 5, 2012

Issuer: WellPoint, Inc.

Title: 3.300% Notes due 2023

Size: \$1,000,000,000

Maturity: January 15, 2023

Coupon (Interest Rate): 3.300%

Yield to Maturity: 3.337%

Anticipated Ratings*: Moody's: Baa2, Stable / S&P: A-, Stable / Fitch: BBB+, Negative

Spread to Benchmark Treasury: 175 bps

Benchmark Treasury: 1.625% due August 15, 2022

Benchmark Treasury Price and Yield: 100-11; 1.587%

Interest Payment Dates: January 15 and July 15 of each year, beginning on July 15, 2013

Optional Redemption Provision: Make-whole call at Treasury + 30 bps at any time, beginning July 15, 2013

Price to Public: 99.663%

Gross Proceeds to Issuer (before expenses): \$996,630,000

Trade Date: September 5, 2012

Settlement Date: September 10, 2012

Day Count: 30/360

CUSIP/ISIN: 94973V BA4/US94973VBA44

Active Joint Book-Running Managers: Citigroup Global Markets Inc.
Credit Suisse Securities (USA) LLC
Deutsche Bank Securities Inc.

Passive Joint Book-Running Managers: Merrill Lynch, Pierce, Fenner & Smith
Incorporated
UBS Securities LLC
Wells Fargo Securities, LLC

* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

WellPoint, Inc.
\$1,000,000,000 4.650% Notes due 2043

FINAL TERM SHEET

Dated September 5, 2012

Issuer: WellPoint, Inc.

Title: 4.650% Notes due 2043

Size: \$1,000,000,000 aggregate principal amount

Maturity: January 15, 2043

Coupon (Interest Rate): 4.650%

Yield to Maturity: 4.684%

Anticipated Ratings*: Moody's: Baa2, Stable / S&P: A-, Stable / Fitch: BBB+, Negative

Spread to Benchmark Treasury: 200 bps

Benchmark Treasury: 3.000% due May 15, 2042

Benchmark Treasury Price and Yield: 106-14; 2.684%

Interest Payment Dates: January 15 and July 15 of each year, beginning on July 15, 2013

Optional Redemption Provision: Make-whole call at Treasury + 30 bps at any time, beginning July 15, 2013

Price to Public: 99.421%

Gross Proceeds to Issuer (before expenses): \$994,210,000

Trade Date: September 5, 2012

Settlement Date: September 10, 2012

Day Count: 30/360

CUSIP/ISIN: 94973V BB2/US94973VBB27

Active Joint Book-Running Managers: Citigroup Global Markets Inc.
Credit Suisse Securities (USA) LLC
Deutsche Bank Securities Inc.

Passive Joint Book-Running Managers: Merrill Lynch, Pierce, Fenner & Smith
Incorporated
UBS Securities LLC
Wells Fargo Securities, LLC

* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer or any underwriter participating in the offering will arrange to send you the prospectus, which, in the case of the issuer, you may request the prospectus by calling Corporate Secretary, at (317) 488-6000 or emailing shareholder.services@wellpoint.com at WellPoint, Inc. In the case of Citigroup Global Markets Inc., you may request the prospectus by calling (877) 858-5407, in the case of Credit Suisse Securities (USA) LLC, you may request the prospectus by calling (800) 221-1037, and in the case of Deutsche Bank Securities Inc., you may request the prospectus by calling (800) 593-4611.

EXHIBIT B
PROSPECTUS SUPPLEMENT
(PURSUANT TO RULE 424(b)(5))
PAGES 1-4 (OF 56 PAGES)

WELLPOINT, INC (WLP)

424B5

Prospectus filed pursuant to Rule 424(b)(5)
Filed on 09/06/2012

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CALCULATION OF REGISTRATION FEE

Title of each class of securities Offered	Maximum Aggregate Offering Price	Amount of Registration Fee(1)
1.250% Notes due 2015	\$625,000,000	\$ 71,625.00
1.875% Notes due 2018	\$625,000,000	\$ 71,625.00
3.300% Notes due 2023	\$1,000,000,000	\$114,600.00
4.650% Notes due 2043	\$1,000,000,000	\$114,600.00
Total	\$3,250,000,000	\$372,450.00

(1) Calculated in accordance with Rule 457(r).

Prospectus Supplement
September 5, 2012
(To Prospectus dated December 9, 2011)

\$3,250,000,000



WellPoint, Inc.

\$625,000,000 1.250% Notes due 2015
\$625,000,000 1.875% Notes due 2018
\$1,000,000,000 3.300% Notes due 2023
\$1,000,000,000 4.650% Notes due 2043

The 1.250% Notes due 2015, which we refer to as the 2015 notes, will mature on September 10, 2015, the 1.875% Notes due 2018, which we refer to as the 2018 notes, will mature on January 15, 2018, the 3.300% Notes due 2023, which we refer to as the 2023 notes, will mature on January 15, 2023, and the 4.650% Notes due 2043, which we refer to as the 2043 notes, will mature on January 15, 2043. We refer to the 2015 notes, the 2018 notes, the 2023 notes and the 2043 notes collectively as the notes. We will pay interest on the 2015 notes on March 10 and September 10 of each year, commencing March 10, 2013. We will pay interest on the 2018 notes, the 2023 notes and the 2043 notes on January 15 and July 15 of each year, commencing on July 15, 2013. We may redeem the notes of any series, in whole at any time, or in part from time to time, at the applicable redemption prices discussed under the caption "Description of the Notes—Optional Redemption." If we experience a change of control triggering event and have not otherwise elected to redeem the notes, we will be required to offer to repurchase the notes from holders as described under the caption "Description of the Notes—Repurchase Upon a Change of Control."

On July 9, 2012, we and AMERIGROUP Corporation, which we refer to as Amerigroup, entered into an Agreement and Plan of Merger, pursuant to which we will acquire all the outstanding shares of Amerigroup. We refer to this transaction as the Amerigroup Acquisition. If the Amerigroup Acquisition has not been consummated on or prior to September 9, 2013 or if, prior to such date, the merger agreement is terminated, we will be obligated to redeem all of the notes on the special redemption date (as defined herein) at a redemption price equal to 101% of the principal amount of the notes, plus accrued and unpaid interest to, but not including, the special redemption date. See "Description of the Notes—Special Mandatory Redemption." The proceeds from this offering will not be deposited into an escrow account and you will not receive a security interest in such proceeds.

The notes will be our unsecured and unsubordinated obligations and will rank equally with our other unsecured and unsubordinated indebtedness from time to time outstanding. We do not intend to list the notes on any national securities exchange.

Investing in the notes involves risks. See "Risk Factors" beginning on page S-6 of this prospectus supplement.

	Per 2015 Note		Per 2018 Note		Per 2023 Note		Per 2043 Note	
		Total		Total		Total		Total
Public offering price ⁽¹⁾	99.959%	\$ 624,743,750	99.772%	\$ 623,575,000	99.663%	\$ 996,630,000	99.421%	\$ 994,210,000
Underwriting discount	0.350%	\$ 2,187,500	0.600%	\$ 3,750,000	0.650%	\$ 6,500,000	0.875%	\$ 8,750,000
Proceeds, before expenses, to WellPoint ⁽¹⁾	99.609%	\$ 622,556,250	99.172%	\$ 619,825,000	99.013%	\$ 990,130,000	98.546%	\$ 985,460,000

(1) Plus accrued interest, if any, from September 10, 2012 if settlement occurs after that date.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the notes in book-entry form only through the facilities of The Depository Trust Company for the accounts of its participants, including Clearstream Banking, société anonyme, and Euroclear Bank S.A./N.V., as operator of the Euroclear System, against payment in New York, New York on or about September 10, 2012.

Joint Book-Running Managers

Citigroup
BofA Merrill Lynch

Credit Suisse
UBS Investment Bank

Deutsche Bank Securities
Wells Fargo Securities

Senior Co-Managers

J.P. Morgan

Morgan Stanley
US Bancorp

SunTrust Robinson Humphrey

Co-Managers

BB&T Capital Markets
Huntington Investment Company

BNY Mellon Capital Markets, LLC
Mitsubishi UFJ Securities

Fifth Third Securities, Inc.
Mizuho Securities

PNC Capital Markets LLC

SMBC Nikko

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In this prospectus supplement, "we," "us," "our," and "WellPoint" refer to WellPoint, Inc. or WellPoint, Inc. and its direct and indirect subsidiaries, as the context requires. The term "Amerigroup" refers to AMERIGROUP Corporation and its consolidated subsidiaries. See "Summary—Recent Developments—Pending Acquisition of Amerigroup Corporation."

EXHIBIT C
FORM 8-K
(CURRENT REPORT)
PAGES 1-4 (OF 95 PAGES)

WELLPOINT, INC (WLP)

8-K

Current report filing
Filed on 09/10/2012
Filed Period 09/05/2012

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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): September 10, 2012 (September 5, 2012)

WELLPOINT, INC.

(Exact name of registrant as specified in its charter)

Indiana
(State or other Jurisdiction
of Incorporation)

120 Monument Circle
Indianapolis, IN
(Address of principal executive offices)

001-16751
(Commission
File Number)

35-2145715
(IRS Employer
Identification No.)

46204
(Zip Code)

Registrant's telephone number, including area code: (317) 488-6000

N/A

(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 8.01. Other Events.

On September 10, 2012, WellPoint, Inc. (the "Company") closed its sale of \$625 million initial aggregate principal amount of its 1.250% Notes due 2015 (the "2015 Notes"), \$625 million initial aggregate principal amount of its 1.875% Notes due 2018 (the "2018 Notes"), \$1 billion initial aggregate principal amount of its 3.300% Notes due 2023 (the "2023 Notes") and \$1 billion initial aggregate principal amount of its 4.650% Notes due 2043 (the "2043 Notes" and, together with the 2015 Notes, the 2018 Notes and the 2023 Notes, the "Notes") pursuant to an Underwriting Agreement, dated September 5, 2012 (the "Underwriting Agreement"), among the Company and Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc., and the related Terms Agreement, dated September 5, 2012 (the "Terms Agreement"), among the Company and Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc., as representatives of the several underwriters named in the Terms Agreement (the "Underwriters"). The Notes have been registered under the Securities Act of 1933, as amended (the "Act") pursuant to a registration statement on Form S-3 (File No. 333-178394) previously filed with the Securities and Exchange Commission under the Act.

We anticipate that we will receive proceeds of approximately \$3.21 billion from the sale of the Notes after deducting underwriting discounts and our offering expenses. We intend to use approximately \$3.1 billion of the net proceeds of this offering to pay a portion of the consideration for the previously announced acquisition of AMERIGROUP Corporation (the "Amerigroup Acquisition") and the balance for general corporate purposes. The Indenture (defined below) does not prohibit or limit the incurrence of indebtedness and other liabilities by the Company or its subsidiaries.

The Notes were issued pursuant to an Indenture, dated as of January 10, 2006 (the "Indenture"), between the Company and The Bank of New York Mellon Trust Company, N.A. (formerly The Bank of New York Trust Company, N.A.), as trustee (the "Trustee"). Interest on the 2015 Notes is payable semi-annually on March 10 and September 10 of each year, commencing on March 10, 2013. With respect to the 2015 Notes, each interest payment will be made to the persons who are registered holders of the notes on the immediately preceding March 1 and September 1, respectively. Interest on the 2018 Notes, the 2023 Notes and the 2043 Notes is payable semi-annually on January 15 and July 15 of each year, commencing on July 15, 2013. With respect to the 2018 Notes, the 2023 Notes and the 2043 Notes, each interest payment will be made to the persons who are registered holders of the notes on the immediately preceding January 1 and July 1, respectively.

The Notes may be declared immediately due and payable by the Trustee or the holders of 25% of the principal amount of the Notes of the affected series if an event of default occurs under the Indenture and has not been cured. An event of default generally means that the Company (1) fails to pay the principal or any premium on a Note on its due date, (2) does not pay interest on a Note within 30 days of its due date, (3) remains in breach of any other term of the Indenture for 60 days after its receipt of written notice of such failure or (4) files for bankruptcy or certain other events in bankruptcy, insolvency or reorganization occurs.

The 2015 Notes will mature on September 10, 2015, the 2018 Notes will mature on January 15, 2018, the 2023 Notes will mature on January 15, 2023 and the 2043 Notes will mature on January 15, 2043. However, the Company, at its option, may redeem the Notes of any series, in whole, at any time or in part from time to time, at a redemption price equal to the greater of: (1) 100% of the principal amount of the Notes to be redeemed and (2) the sum of the remaining scheduled payments of principal and interest on the applicable Notes being redeemed (not including any portion of the payments of interest accrued as of the date of redemption) discounted to its present value, on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate, as defined in the Indenture, plus 15 basis points in the case of the 2015 Notes, plus 20 basis points in the case of the 2018 Notes, plus 30 basis points in the case of the 2023 Notes and plus 30 basis points in the case of the 2043 Notes, plus, in each case, accrued and unpaid interest thereon to the date of redemption.

In the event that the Amerigroup Acquisition has not been consummated on or prior to September 9, 2013 or if, prior to such date, the merger agreement relating to the Amerigroup Acquisition is terminated, then the Company will be obligated to redeem all of the Notes on the special redemption date at a redemption price equal to 101% of the aggregate principal amount of such Notes, plus accrued and unpaid interest from the date of initial issuance to, but excluding, the special redemption date (subject to the right of holders of record on the relevant record date to receive interest due on the relevant interest payment date). The "special redemption date" means the earlier to occur of (1) October 9, 2013 or (2) the 30th day (or if such day is not a business day, the first business day thereafter) following the termination of the merger agreement for any reason.

Unless the Company has exercised its right to redeem the 2015 Notes, the 2018 Notes, the 2023 Notes and the 2043 Notes in full as described above, upon the occurrence of both (i) a change of control of the Company and (2) a downgrade of the Notes below an investment grade rating by each of Moody's Investors Services Inc., Standard & Poor's Ratings Services and Fitch Ratings Inc. within a specified period, it will be required to make an offer to purchase all of the 2015 Notes, the 2018 Notes, the 2023 Notes and the 2043 Notes at a price equal to 101% of the principal amount of the 2015 Notes, the 2018 Notes, the 2023 Notes and the 2043 Notes, respectively, plus any accrued and unpaid interest to the date of repurchase.

The Underwriters and certain of their affiliates have provided from time to time, and may provide in the future, investment and commercial banking and financial advisory services to the Company and its affiliates in the ordinary course of business, for which they have received and may continue to receive customary fees and commissions. Certain affiliates of the Underwriters are participants in the Company's revolving credit agreement.

The foregoing description of the issuance and sale does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement, which is incorporated by reference hereto as Exhibit 1.1, and the Indenture, which is incorporated by reference hereto as Exhibit 4.1.

The computation of the Ratio of Earnings to Fixed Charges is attached as Exhibit 12.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

The following exhibits are being filed herewith:

<u>Exhibit No.</u>	<u>Exhibit</u>
1.1	Underwriting Agreement, dated as of September 5, 2012, among WellPoint, Inc. and Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc.
4.1	Indenture, dated as of January 10, 2006, between WellPoint, Inc. and The Bank of New York Mellon Trust Company, N.A. (formerly The Bank of New York Trust Company, N.A.) (filed as Exhibit 4.1 to WellPoint, Inc.'s Form 8-K dated January 10, 2006, and incorporated herein by reference).
4.2	Form of the 1.250% Notes due 2015.
4.3	Form of the 1.875% Notes due 2018.
4.4	Form of the 3.300% Notes due 2023.
4.5	Form of the 4.650% Notes due 2043.
5.1	Opinion of Hogan Lovells US LLP.
5.2	Opinion of Faegre Baker Daniels LLP.
12.1	Computation of Ratio of Earnings to Fixed Charges.