
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 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) October 19, 2015 (October 19, 2015)

Humana Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

1-5975
(Commission
File Number)

61-0647538
(IRS Employer
Identification No.)

500 West Main Street, Louisville, KY
(Address of Principal Executive Offices)

40202
(Zip Code)

502-580-1000
(Registrant's Telephone Number, Including Area Code)

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

A special meeting of stockholders (the “Special Meeting”) of Humana Inc. (the “Company”) was held on October 19, 2015. A total of 129,240,721 shares of the Company’s common stock, out of a total of 148,222,712 shares of common stock outstanding and entitled to vote as of the close of business on September 16, 2015 (the record date for the Special Meeting), were present in person or represented by proxy. A summary of the voting results for each of the following proposals, each of which is described in detail in the Company’s proxy statement dated August 28, 2015, which was first mailed to the Company’s stockholders on or about September 1, 2015, is set forth below:

Proposal 1: Adoption of the Merger Agreement

The Company’s stockholders adopted the Agreement and Plan of Merger, dated as of July 2, 2015 (the “Merger Agreement”), as it may be amended from time to time, among Aetna Inc., a Pennsylvania corporation (“Aetna”), Echo Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of Aetna, Echo Merger Sub, LLC, a Delaware limited liability company and wholly-owned subsidiary of Aetna, and the Company. The following were the tabulated votes “For” and “Against” this proposal, as well as the number of “Abstentions” (due to the nature of Proposal #1, there were no broker non-votes):

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
128,238,491	489,852	512,378

Proposal 2: Adjournment of the Special Meeting

Because a quorum was present at the Special Meeting and the holders of more than 75% of the outstanding shares of the Company’s common stock entitled to vote thereon approved Proposal 1, the vote on the proposal to approve the adjournment of the Special Meeting if necessary to solicit additional proxies if there had not been sufficient votes to approve Proposal 1 was not called.

Proposal 3: Approval, on an Advisory (Non-Binding) Basis, of Compensation Payments

The Company’s stockholders, on an advisory (non-binding) basis, approved the compensation that will or may be paid or provided by the Company to its named executive officers in connection with the merger. The following were the tabulated votes “For” and “Against” this proposal, as well as the number of “Abstentions” (due to the nature of Proposal #3, there were no broker non-votes):

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
103,042,650	25,247,619	950,452

Item 8.01 Other Events

On October 19, 2015, the Company issued a press release announcing the results of the stockholder vote on Proposal 1 at the Special Meeting. A copy of the release is attached hereto as Exhibit 99.1, and the full text of the press release is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release

SIGNATURES

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.

HUMANA INC.

BY: _____ /s/ Cynthia H. Zipperle
Cynthia H. Zipperle
Vice President, Chief Accounting Officer and
Controller

Dated: October 19, 2015

news release

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The Humana logo is displayed in a bold, green, sans-serif font. The word "Humana" is followed by a registered trademark symbol (®).

Humana Stockholders Approve Pending Merger with Aetna

Louisville, KY – October 19, 2015 – Humana Inc. (NYSE: HUM) 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 July 2, 2015, providing for the acquisition of Humana by Aetna Inc.

Of the 129,240,721 shares voting at today's special meeting of stockholders, more than 99 percent voted in favor of the adoption of the merger agreement, which represented approximately 87 percent of Humana's total outstanding shares of common stock as of the close of business on September 16, 2015, the record date for the special meeting.

The completion of this transaction remains subject to customary closing conditions, including expiration of the federal Hart-Scott-Rodino antitrust waiting period and approvals of state departments of insurance and other regulators. Humana and Aetna continue to expect the transaction will be completed in the latter half of 2016.

About Humana

Humana Inc., headquartered in Louisville, Ky., is a leading health and well-being company focused on making it easy for people to achieve their best health with clinical excellence through coordinated care. The company's strategy integrates care delivery, the member experience, and clinical and consumer insights to encourage engagement, behavior change, proactive clinical outreach and wellness for the millions of people we serve across the country.

More information regarding Humana is available to investors via the Investor Relations page of the company's web site at www.humana.com, including copies of:

- Annual reports to stockholders

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- Securities and Exchange Commission filings
 - Most recent investor conference presentations
 - Quarterly earnings news releases
 - Replays of most recent earnings release conference calls
 - Calendar of events
 - Corporate Governance information

Cautionary Statement Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. You can generally identify forward-looking statements by the use of forward-looking terminology such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “explore,” “evaluate,” “intend,” “may,” “might,” “plan,” “potential,” “predict,” “project,” “seek,” “should,” or “will,” or the negative thereof or other variations thereon or comparable terminology. These forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which are beyond Humana’s control.

Statements in these materials regarding Aetna and Humana that are forward-looking, including the projected date the proposed transaction will be completed, are based on management’s estimates, assumptions and projections, and are subject to significant uncertainties and other factors, many of which are beyond Aetna’s and Humana’s control. Important risk factors could cause actual future events to differ materially from those currently expected by Humana’s management, including, but not limited to: the risk that a condition to closing of the proposed acquisition may not be satisfied, the risk that a regulatory approval that may be required for the proposed acquisition is delayed, is not obtained or is obtained subject to conditions that are not anticipated and the outcome of various litigation matters related to the proposed acquisition.

No assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do occur, what impact they will have on the results of operations, financial condition or cash flows of Aetna or Humana. Neither Aetna nor Humana assumes any duty to update or revise forward-looking statements, whether as a result of new information, future events or otherwise, as of any future date.