

ANTHEM INC  
Form 8-K  
July 23, 2004

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**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): **July 23, 2004**

**ANTHEM, INC.**

(Exact name of registrant as specified in its charter)

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**Indiana**  
(State or other jurisdiction  
of incorporation)

**001-16751**  
(Commission File Number)

**35-2145715**  
(IRS Employer  
Identification No.)

**120 Monument Circle**

**Indianapolis, IN**

(Address of principal executive offices)

**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)

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**Item 5. Other Events and Required FD Disclosure**

On July 23, 2004, Anthem, Inc. and WellPoint Health Networks Inc. ( WellPoint ) issued a press release in connection with the issuance by the California Department of Managed Health Care of the approval necessary to complete the merger (the Merger ) between Anthem, Inc. and WellPoint. The press release also announced the expected disapproval by the California Department of Insurance of Anthem 's application filed in connection with the Merger. A copy of the press release is filed as Exhibit 99.1 to this report and incorporated herein by reference.

**Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.**

| Exhibit No. | Exhibit   |
|-------------|---|
| 99.1        | Press Release, dated July 23, 2004, issued by Anthem, Inc. and WellPoint Health Networks Inc. |

*The press release referred to above contains certain forward-looking information about Anthem, Inc. ( Anthem ) that are intended to be covered by the safe harbor for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that are not historical facts. Words such as expect(s) , feel(s) , believe(s) , will , may , anticipate(s) and similar expressions are intended to identify forward-looking statements. These statements include, but are not limited to, financial projections and estimates and their underlying assumptions; statements regarding plans, objectives and expectations with respect to future operations, products and services; and statements regarding future performance. Such statements are subject to certain risks and uncertainties, many of which are difficult to predict and generally beyond the control of Anthem, that could cause actual results to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. These risks and uncertainties include: those discussed and identified in public filings with the U.S. Securities and Exchange Commission ( SEC ) made by Anthem; trends in health care costs and utilization rates; our ability to secure sufficient premium rate increases; competitor pricing below market trends of increasing costs; increased government regulation of health benefits and managed care; significant acquisitions or divestitures by major competitors; introduction and utilization of new prescription drugs and technology; a downgrade in our financial strength ratings; litigation targeted at health benefits companies; our ability to contract with providers consistent with past practice; our ability to consummate Anthem 's merger with WellPoint Health Networks Inc., to achieve expected synergies and operating efficiencies in the merger within the expected time-frames or at all and to successfully integrate our operations; such integration may be more difficult, time-consuming or costly than expected; revenues following the transaction may be lower than expected; operating costs, customer loss and business disruption, including, without limitation, difficulties in maintaining relationships with employees, customers, clients or suppliers, may be greater than expected following the transaction; the regulatory approvals required for the transaction may not be obtained on the terms expected or on the anticipated schedule; our ability to meet expectations regarding the timing, completion and accounting and tax treatments of the transaction and the value of the transaction consideration; future bio-terrorist activity or other potential public health epidemics; and general economic downturns. Readers are cautioned not to place undue reliance on these forward-*

*looking statements that speak only as of the date hereof. Anthem does not undertake any obligation to republish revised forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. Readers are also urged to carefully review and consider the various disclosures in Anthem's various SEC reports, including but not limited to its Annual Report on Form 10-K for the year ended December 31, 2003 and its Quarterly Report on Form 10-Q for the quarter ended March 31, 2004.*

**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.

Date: July 23, 2004

**ANTHEM, INC.**

By: /s/ MICHAEL L. SMITH  
Name: Michael L. Smith  
Title: Executive Vice President and

Chief Financial and Accounting Officer