

WELLCARE HEALTH PLANS, INC.  
Form S-8 POS  
August 22, 2011

As filed with the Securities and Exchange Commission on August 22, 2011

Registration No.

333-120257

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Post-Effective Amendment No. 2

to

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

WellCare Health Plans, Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation  
organization)

47-0937650  
(I.R.S. Employer  
Identification No.)

8725 Henderson Road, Renaissance One  
Tampa, Florida  
(Address of Principal Executive Offices)

33634  
(Zip Code)

WELLCARE HEALTH PLANS, INC. 2004 EQUITY INCENTIVE PLAN  
WELLCARE HEALTH PLANS, INC. 2005 EMPLOYEE STOCK PURCHASE PLAN  
WELLCARE HOLDINGS, LLC 2002 EMPLOYEE OPTION PLAN  
NON-PLAN TIME VESTING OPTION AGREEMENTS

(Full titles of plans)

Timothy S. Susanin  
Senior Vice President and General Counsel  
WellCare Health Plans, Inc.  
8725 Henderson Road, Renaissance One  
Tampa, Florida 33634  
(Name and address of agent for service)

(813) 290-6200  
(Telephone number, including area code, of agent for service)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting  
company)

Smaller reporting company

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This Post-Effective Amendment No. 2 to the Registration Statement shall hereafter become effective in accordance with the provisions of Section 8(c) of the Securities Act of 1933, as amended.

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Deregistration of Previously Registered Shares

On November 5, 2004, WellCare Health Plans, Inc. a Delaware corporation (“WellCare”) filed a Registration Statement on Form S-8, File No. 333-120257 (the “Registration Statement”), for the registration of 6,678,769 shares of WellCare common stock, par value \$.01 per share (the “Common Stock”), to be issued under the WellCare Health Plans, Inc. 2004 Equity Incentive Plan, the WellCare Health Plans, Inc. 2005 Employee Stock Purchase Plan (the “ESPP”), the WellCare Holdings, LLC 2002 Employee Option Plan and certain non-plan option grants. On November 24, 2004, WellCare filed post-effective Amendment No. 1 to the Registration Statement (“Amendment No. 1”) in order to correct a typographical error in Exhibit 4.7 to the Registration Statement by re-filing the exhibit, with corrections, as Exhibit 4.1 to Amendment No. 1.

On August 18, 2011, WellCare’s Board of Directors terminated the ESPP. As of the date hereof, 375,054 of the shares of Common Stock registered under the Registration Statement with respect to the ESPP remain unissued (the “Unissued Shares”). WellCare is hereby filing this post-effective Amendment No. 2 to the Registration Statement in order to deregister the Unissued Shares.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all 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 Tampa, State of Florida, on August 22, 2011.

WellCare Health Plans, Inc.

By: /s/ Timothy S. Susanin  
Timothy S. Susanin  
Senior Vice President and General  
Counsel

Pursuant to the requirements of the Securities Act of 1933, this post-effective Amendment No. 2 to the Registration Statement has been signed by the following persons as of August 22, 2011 in the capacities indicated.

Signature	Title
/s/ Alec Cunningham Alec Cunningham	Director and Chief Executive Officer (Principal Executive Officer)
/s/ Thomas L. Tran Thomas L. Tran	Senior Vice President, Chief Financial Officer (Principal Financial Officer)
/s/ Maurice S. Hebert Maurice S. Hebert	Chief Accounting Officer (Principal Accounting Officer)
/s/ Charles G. Berg Charles G. Berg	Director
/s/ Carol J. Burt Carol J. Burt	Director
/s/ David J. Gallitano David J. Gallitano	Director
/s/ D. Robert Graham D. Robert Graham	Director
/s/ Kevin F. Hickey Kevin F. Hickey	Director
/s/ Christian P. Michalik	Director

Christian P. Michalik

*/s/ Glenn D. Steele* Director  
Glenn D. Steele

*/s/ William L. Trubeck* Director  
William L. Trubeck

*/s/ Paul Weaver* Director  
Paul E. Weaver