

HUMANA INC  
Form DEFA14A  
March 07, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a)**  
**of the Securities Exchange Act of 1934**

**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY  
(AS PERMITTED BY RULE 14A-6(E)(2))

**Humana Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

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(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

On March 7, 2011, Humana Inc. (the Company) made the following communication available to the Company's employees:

**Highlights**

You may have the right to vote on items being presented at our stockholders meeting

Annual stockholders meeting is scheduled for April 21, 2011

**Exercise your voting privilege as a Humana stockholder**

Humana associates who participate in our company's Retirement Savings (401[k]) Plan and have invested funds in the Humana Common Stock Fund have the right to vote on items being presented at this year's annual stockholders meeting, scheduled for April 21, 2011. You may submit one vote for each share held in your Humana Common Stock account as of February 25, 2011.

**What documents do you need to vote?**

Every year, Humana produces a document—the proxy statement—that details all of the information the company's stockholders need in order to make informed votes. The proxy becomes available to stockholders and the public after Humana files it with the federal Securities and Exchange Commission on Monday, March 7, 2011. In order to vote, you must also receive an official voting card.

**When will you receive the proxy statement and voting card?**

Starting March 7<sup>th</sup>, all stockholders who have (recently or in prior years) successfully submitted electronic requests for a proxy statement and voting card will then receive via the e-mail address you designated during the online-registration process a proxy statement and voting card. (Please watch for e-mail from [ID@ProxyVote.com](mailto:ID@ProxyVote.com).) If you did not sign up for electronic delivery of these materials, you'll receive a Notice and Access Card in the mail at home regarding the material.

**When can participants in the Humana Retirement Savings Plan vote?**

If you wish to vote, you may do so AFTER you receive your voting card. You then must vote BEFORE 11:59 p.m., EDT on Thursday, April 14, 2011, through Humana's Retirement Savings Plan Trustee Charles Schwab with Broadridge acting as tabulator. If your voting instructions are received by 11:59 p.m. EDT on Thursday, April 14, 2011, the Trustee will submit a proxy that reflects your instructions. If you do not give voting instructions (or give them late), the Trustee will vote your interest in the Humana Common Stock Fund in the same proportion as the shares attributed to the Humana Retirement Savings Plan actually voted. Humana's stockholders meeting will be held on April 21, 2011.

**Whom do you contact for answers to your stockholder-voting-process questions?**

If you have any questions, please contact Joan Lenahan via Lotus Notes (Joan O. Lenahan/Louisville/Humana).

On March 7, 2011, the Company distributed the following Notice Regarding the Availability of Proxy Materials to its shareholders as of the record date of February 25, 2011.

**\*\*\* Exercise Your *Right* to Vote \*\*\***

**IMPORTANT NOTICE Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on April 21, 2011**

**HUMANA INC.**

**Meeting Information**

<b>Meeting Type:</b>	Annual Meeting
<b>For holders as of:</b>	February 25, 2011
<b>Date:</b> April 21, 2011	<b>Time:</b> 10:00 AM EDT
<b>Location:</b>	Humana Building 25 <sup>th</sup> Floor Auditorium 500 West Main Street Louisville, Kentucky 40202

*HUMANA INC.*

*500 WEST MAIN STREET*

*27<sup>th</sup> FLOOR*

*LOUISVILLE, KENTUCKY 40202-4268*

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

## Before You Vote

### How to Access the Proxy Materials

#### Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT      ANNUAL REPORT

#### How to View Online:

Have the information that is printed in the box marked by the arrow ® (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

#### How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:*            [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE:*        1-800-579-1639
- 3) *BY E-MAIL\*:*            [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow ® (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 7, 2011 to facilitate timely delivery.

## How To Vote

Please Choose One of the Following Voting Methods

**Vote In Person:** Attend the Annual Meeting and request a ballot to vote these shares. Mark voting instructions on the ballot and deliver to the Inspectors of Elections.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow ® available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

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**Voting Items**

**The Board of Directors recommends you vote**

**FOR the following proposals:**

1. Election of Directors.

**Nominees:**

1a) Frank A. D. Amelio

1b) W. Roy Dunbar

1c) Kurt J. Hilzinger

1d) David A. Jones, Jr.

1e) Michael B. McCallister

1f) William J. McDonald

1g) William E. Mitchell

1h) David B. Nash, M.D.

1i) James J. O'Brien

1j) Marissa T. Peterson

2. The ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm.

3. The approval of the Humana Inc. 2011 Stock Incentive Plan.

4. The approval of the compensation of the named executive officers as disclosed in the 2011 proxy statement.

**The Board of Directors recommends you vote 1 year on the following proposal:**

5. The approval of the frequency with which future shareholder votes on the compensation of the named executive officers will be held.

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At their discretion, the Proxies are authorized to vote upon any other matters as may come before the Annual Meeting.