

WELLPOINT, INC  
Form S-8 POS  
September 09, 2011

As filed with the Securities and Exchange Commission on September 9, 2011

Registration No. 333-129334

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**WELLPOINT, INC.**

(Exact name of Registrant as specified in its charter)

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

**35-2145715**  
(I.R.S. Employer  
Identification No.)

**120 Monument Circle**

**Indianapolis, Indiana 46204-4903**

(Address, Including Zip Code, and Telephone Number including Area Code, of Registrant's Principal Executive Offices)

**WellPoint 401(k) Retirement Savings Plan**

**(formerly the Anthem 401(k) Long Term Savings Investment Plan)**

(Full Title of the Plans)

**John Cannon, Esq.**

**Executive Vice President, General Counsel, Corporate Secretary**

**and Chief Public Affairs Officer**

**WellPoint, Inc.**

**120 Monument Circle**

**Indianapolis, Indiana 46204-4903**

**(317) 488-6000**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

*Copies to:*

**Ameena Majid, Esq.**

**Seyfarth Shaw LLP**

**131 S. Dearborn Street, Suite 2400**

**Chicago, Illinois 60603-**

**(312) 460-7297**

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.

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(Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**EXPLANATORY NOTE**

The contents of the Registration Statement on Form S-8 (Registration No. 333-129334), filed by the Registrant with the Securities and Exchange Commission on October 31, 2005 (the Registration Statement ), registering shares of the Registrant s common stock, \$0.01 par value per share, for issuance under the Anthem 401(k) Long-Term Savings Investment Plan (the Plan ), are incorporated herein by reference. Effective January 1, 2006, the Plan was renamed the WellPoint 401(k) Retirement Savings Plan.

The Plan has been amended and restated a number of times and most recently, effective January 1, 2010 (the Amended and Restated Plan ).

Effective September 15, 2011, the Amended and Restated Plan was further amended to make certain administrative changes and to convert the WellPoint stock investment fund under the Amended and Restated Plan to an employee stock option plan that requires each participant to make an election with respect to dividend reinvestment. Accordingly, the Registrant is filing this Post-Effective Amendment No. 1 to the Registration Statement pursuant to the undertaking contained in the Registration Statement to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

No additional securities are being registered by this Post-Effective Amendment No. 1 to the Registration Statement.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS**

**Item 1. Plan Information\***

**Item 2. Registrant Information and Employee Plan Annual Information\***

\* As permitted by Rule 428 under the Securities Act of 1933, as amended (the Securities Act ), this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 omits the information specified in Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the participants in the plan covered by this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 as required by Rule 428(b). Such documents are not being filed with the Securities and Exchange Commission as part of this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

The list of Exhibits is incorporated by reference to the Index of Exhibits.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on the 9th day of September, 2011.

**WellPoint, Inc.**

By: /s/ Angela F. Braly  
 Name: Angela F. Braly  
 Title: Chair of the Board, President and  
 Chief Executive Officer

**POWER OF ATTORNEY**

Each person whose signature appears below hereby authorizes each of Angela F. Braly, John Cannon and Kathleen S. Kiefer, each with full power of substitution, to execute in the name and on behalf of such person any amendment to this registration statement, including post-effective amendments, and any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933 and to file the same, with exhibits thereto, and other documents in connection therewith, making such changes in the registration statement as the Registrant deems appropriate, and appoints Angela F. Braly, John Cannon and Kathleen S. Kiefer, or any of them, each with full power of substitution, attorney-in-fact to sign any amendment to this registration statement, including post-effective amendments, and any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933 and to file the same, with exhibits thereto, and other documents in connection therewith.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed by the following persons in their respective capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Angela F. Braly Angela F. Braly	Chair of the Board, President and Chief Executive Officer and Director (Principal Executive Officer)	September 9, 2011
/s/ Wayne S. DeVeydt Wayne S. DeVeydt	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	September 9, 2011
/s/ John E. Gallina John E. Gallina	Senior Vice President, Controller, Chief Accounting Officer and Chief Risk Officer (Principal Accounting Officer)	September 9, 2011
/s/ Lenox D. Baker, Jr.** Lenox D. Baker, Jr., M.D.	Director	September 9, 2011
/s/ Susan B. Bayh** Susan B. Bayh	Director	September 9, 2011
/s/ Sheila P. Burke** Sheila P. Burke	Director	September 9, 2011

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/s/ Robert L. Dixon, Jr.

September 9, 2011

Robert L. Dixon, Jr.

Director



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/s/ Julie A. Hill**	Director	September 9, 2011
Julie A. Hill		
/s/ Warren Y. Jobe**	Director	September 9, 2011
Warren Y. Jobe		
/s/ William G. Mays**	Director	September 9, 2011
William G. Mays		
/s/ Ramiro G. Peru**	Director	September 9, 2011
Ramiro G. Peru		
/s/ William J. Ryan**	Director	September 9, 2011
William J. Ryan		
/s/ George A. Schaefer, Jr.**	Director	September 9, 2011
George A. Schaefer, Jr.		
/s/ Jackie M. Ward**	Director	September 9, 2011
Jackie M. Ward		

\*\* By: /s/ Angela F. Braly  
Angela F. Braly

Attorney-in-Fact

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Exhibit</b>
4.1	Articles of Incorporation of the Company, as amended effective May 17, 2011 (filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K, as filed with the Securities and Exchange Commission on May 20, 2011, and incorporated herein by reference).
4.2	By-laws of the Company, as amended effective December 9, 2010 (filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K, as filed with the Securities and Exchange Commission on December 13, 2010, and incorporated herein by reference).
4.3	Specimen of Certificate of the Company's common stock, \$0.01 par value per share (filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-8, as filed with the Securities and Exchange Commission on December 28, 2005, and incorporated herein by reference).
5.1*	Opinion of Baker & Daniels LLP.
23.1	Consent of Ernst & Young LLP.
23.2*	Consent of Baker & Daniels LLP (included in Exhibit 5.1).
24.1	Powers of Attorney (included on the Signature Page of this registration statement).

\* Previously filed with the Registration Statement on October 31, 2005.