

HEALTH NET INC  
Form 425  
July 08, 2015

Cantor Fitzgerald Inaugural  
Healthcare Conference  
New York City  
July 8, 2015  
Filed by Centene Corporation  
Pursuant to Rule 425 under the Securities Act of 1933, as amended, and  
deemed filed pursuant to Rule 14a-12 under the

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Securities Exchange Act of 1934, as amended

Subject Company: Health Net, Inc.

Commission File No.: 1-12718

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#### Safe Harbor Statement

#### Cautionary Statement Regarding Forward-Looking Statements

This document contains certain forward-looking statements with respect to the financial condition, results of operations and business of Centene and Health Net and the combined businesses of Centene and Health Net and certain plans and objectives of Centene and Health Net with respect to the expected benefits of the proposed merger. These forward-looking statements can be identified by the fact that they do not relate to current facts. Forward-looking statements often use words such as anticipate, target, expect, estimate, intend, plan, aim, continue, will, may, would, could or should or other words of similar meaning or the negative thereof. These forward-looking statements could cause actual plans and results to differ materially from those expressed or implied in forward-looking statements. Such factors

limited to, the expected closing date of the transaction; the possibility that the expected synergies and value creation from the p realized, or will not be realized within the expected time period; the risk that the businesses will not be integrated successfully; making it more difficult to maintain business and operational relationships; the risk that unexpected costs will be incurred; cha political conditions, changes in federal or state laws or regulations, including the Patient Protection and Affordable Care Act and Affordability Reconciliation Act and any regulations enacted thereunder, provider and state contract changes, the outcome of p proceedings, reduction in provider payments by governmental payors, the expiration of Centene's or Health Net's Medicare c contracts by federal or state governments and tax matters; the possibility that the merger does not close, including, but not limi satisfy the closing conditions, including the receipt of approval of both Centene's stockholders and Health Net's stockholders transaction may not be available on favorable terms; and risks and uncertainties discussed in the reports that Centene and Heal Securities and Exchange Commission (the "SEC"). These forward-looking statements reflect Centene's and Health Net's cur events and are based on numerous assumptions and assessments made by Centene and Health Net in light of their experience a trends, current conditions, business strategies, operating environments, future developments and other factors they believe app forward-looking statements involve known and unknown risks and uncertainties because they relate to events and depend on ci in the future. The factors described in the context of such forward-looking statements in this announcement could cause Center with respect to the proposed merger, actual results, performance or achievements, industry results and developments to differ n expressed in or implied by such forward-looking statements. Although it is believed that the expectations reflected in such for reasonable, no assurance can be given that such expectations will prove to have been correct and persons reading this announc cautioned not to place undue reliance on these forward-looking statements which speak only as of the date of this announc Health Net assumes any obligation to update the information contained in this announcement (whether as a result of new inform otherwise), except as required by applicable law. A further list and description of risks and uncertainties can be found in Cente 10-K for the fiscal year ended December 31, 2014 and in its reports on Form 10-Q and Form 8-K as well as in Health Net's A the fiscal year ended December 31, 2014 and in its reports on Form 10-Q and Form 8-K.

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Safe Harbor Statement

Additional Information and Where to Find It

Participants in Solicitation

No Offer or Solicitation

The proposed merger transaction involving Centene and Health Net will be submitted to the respective stockholders of Centene for consideration. In connection with the proposed merger, Centene will prepare a registration statement on Form S-4 that will include a prospectus statement/prospectus for the stockholders of Centene and Health Net to be filed with the SEC, and each will mail the joint proxy statement to its respective stockholders and file other documents regarding the proposed transaction with the SEC. Centene and Health Net urge their

read the joint proxy statement/prospectus when it becomes available, as well as other documents filed with the SEC, because the information. Investors and security holders will be able to receive the registration statement containing the joint proxy statement free of charge at the SEC's web site, <http://www.sec.gov>. These documents can also be obtained (when they are available) free of charge upon written request to the Investor Relations Department, Centene Plaza 7700 Forsyth Blvd. St. Louis, MO 63105, (314) 725-4477, <http://www.centene.com/investors/>, or from Health Net upon written request to the Investor Relations Department, Health Net, Woodland Hills, CA 91367, (800) 291-6911, or from Health Net's website, [www.healthnet.com/InvestorRelations](http://www.healthnet.com/InvestorRelations). Centene, Health Net and their respective directors and executive officers and other members of management and employees may be deemed participants in the solicitation of proxies from the respective stockholders of Centene and Health Net in favor of the merger. Information regarding the rules of the SEC, be deemed participants in the solicitation of the respective stockholders of Centene and Health Net in connection with the merger will be set forth in the joint proxy statement/prospectus when it is filed with the SEC. You can find information about Centene's definitive proxy statement for its 2015 Annual Meeting of Stockholders, which was filed with the SEC on March 16, 2015. Health Net's executive officers and directors in its definitive proxy statement for its 2015 Annual Meeting of Stockholders, which was filed with the SEC on March 16, 2015. You can obtain free copies of these documents from Centene and Health Net using the contact information above. This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10(b) of the Securities Act of 1933, as amended, and otherwise in accordance with applicable law.

#### Earnings Guidance Policy

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Our  
Company's  
policy  
is,  
that  
the  
Company

undertakes  
no  
obligation  
to  
update  
its  
earnings  
guidance,  
other  
than  
as  
part  
of  
its  
quarterly  
or  
yearly  
earnings  
disclosure,  
and  
that  
silence  
on  
guidance  
by  
the  
Company  
or  
Company  
officials  
should  
not  
be  
interpreted  
that  
guidance  
has  
or  
has  
not  
changed.  
In  
any  
event,  
no  
updated  
guidance  
would  
ever  
be

given  
that  
is  
not  
previously  
or  
simultaneously  
disclosed  
in  
an  
SEC  
filing  
or  
other  
broad  
non-exclusionary  
means.

Further,  
it  
is  
Company  
policy  
to  
generally  
not  
hold  
discussions  
with  
investors  
commencing  
two  
weeks  
prior  
to  
earnings  
release.

5

Enhanced Capabilities for Delivering

High Quality, Affordable Healthcare

Health Net adds over 6M members & key capabilities in growth products

1.7M Medicaid members; strengthens leading position in Medicaid

Enhances national leadership position in LTSS

4 Star Medicare Advantage capability with \$3B in revenue and 275k members

Deep experience with Duals and other underserved populations

Attractive Exchange capabilities including 300k members

Brings complementary focus on targeted Exchange population

Innovative capabilities with value based product set built on leading provider network

Participation in additional government programs including VA and TRICARE serving over 2.8M members

Pro Forma 2015E Premium & Service Revenue of \$37B and Adj. EBITDA in excess of \$1.5B

6  
Key Transaction Terms  
\$28.25 in cash plus 0.622 shares of Centene  
Implies  
\$78.57  
per  
Health  
Net  
share

based

on

July

1

st

close

Total transaction value of \$6.8B, including assumption of Health Net debt

Purchase

Price

Purchase

Price

Greater than 10% accretive to GAAP EPS in first full year

Greater than 20% accretive to Adjusted EPS in first full year

Pre tax synergies of \$150M by the end of year 2; half in year 1

Expect to close in early 2016

Health Net and Centene shareholder approval

Expiration of Hart-Scott-Rodino waiting period and customary State approvals including change of control approvals from State insurance and health regulators in Arizona, California and Oregon.

Financing commitment of \$2.7B

Pro forma debt to capital ratio of ~40%

Permanent financing to consist primarily of senior notes

Projected

Financial

Impact

Projected

Financial

Impact

Path to

Closing

Path to

Closing

Financing

Financing

Ownership

Ownership

Centene shareholders to own ~71% of Company and Health Net shareholders to own ~29% of Company

7  
Cost Synergy Opportunities  
Core G&A Efficiencies  
Specialty Company  
Integration  
Medical Costs  
Technology Platform  
\$150M  
in Year 2

8  
Leader in High Quality Affordable  
Plans  
Health Net  
Centene  
Common States  
Medicaid:  
5.7 million  
Specialty / Government:

3.1 million

Commercial / Exchanges:

1.3 million

Medicare:

275,000

Duals:

40,000

Total

10.4 million

Pro Forma Membership as of 3/31/15

Pro Forma Membership as of 3/31/15

Note: Map excludes Health Net's TRICARE North Region membership

9

Medicaid Leadership

Combination Results in the Largest Medicaid Player

5.7

5.6

5.0

4.0

2.6

2.4

1.7  
Peer  
Peer  
Peer  
Peer  
1  
2  
3  
4  
5  
6  
-

10

Diversifying into Adjacent Growth  
Markets

Commercial / Exchanges

Medicaid

Medicare

Specialty / Government

Duals

Note: Estimated revenue represents Premium and Service revenue

2015E Revenue:

\$16 billion\*

2015E Pro Forma Revenue:

\$37 billion

2015E Revenue:

\$21 billion

83%

2%

0.7%

11%

4%

39%

34%

19%

4%

4%

64%

16%

8%

8%

4%

11  
Attractive Growth Opportunities  
Increased  
Medicare  
Advantage  
Presence  
4 Star Plans  
275k Members  
Enhanced

Opportunity for  
Targeted  
Exchange  
Populations  
Leader in  
Quality  
Affordable  
Plans  
Value Based  
Networks  
Additional  
Government  
Health  
Programs  
VA  
TRICARE  
Leverage  
Specialty  
Platform  
Depth and  
Breadth of  
Integrated  
Specialty  
Products  
Leader in  
Medicaid  
National  
Presence  
5.7M Members

Segment Size by Product

12

Medicaid

& CHIP

Medicare

(Duals)

Correctional

Healthcare

Health Insurance

Marketplace

\$612B

\$612B

\$234B

\$234B

\$104B

\$104B

\$9B

\$9B

\$959

billion

\$959

billion

US Health Care	
Public Financing	
13	
2014	
2019	
2024	
72	
91	
93	

50

62

72

7

14

21

5

5

5

CHIP

Exchange

Medicare

Medicaid

134 million

(42% of Americans)

172 million

(52% of Americans)

191 million

(56% of Americans)

Source: HMA, 2014

Millions of Beneficiaries

Current Pipeline  
14  
Medicaid  
& CHIP  
Medicare  
(Duals)  
Correctional  
Healthcare  
Health Insurance

Marketplace

\$140 billion

\$140 billion

Both companies participate in each of these segments

Market Opportunity by Product

15

Medicaid

Medicare

(Duals)

Health Insurance

Marketplace

National leader in Medicaid Managed Care

National leadership in MLTSS

Fastest growing Medicaid Managed Care Segment

Expands Medicare pipeline beyond duals

Over 35% of Medicare beneficiaries are under 200% FPL

Over 65% of Medicare beneficiaries are under 400% FPL

4 Star platform

Aligned strategy focused on subsidized populations

Correctional

Healthcare

Provides correctional healthcare services in 6 markets combined

Health Solutions -  
2008  
16  
States  
70  
Solutions  
8

17  
Government Solutions  
AZ  
AR  
CA  
FL  
GA

IL  
IN  
KS  
LA  
MA  
MI  
MN  
MS  
MO  
NH  
OH  
OR  
SC  
TN  
TX  
VT  
WA  
WI  
TANF  
Medicaid Expansion  
CHIP  
ABD (non-duals)  
ABD (Medicaid only  
dual-eligibles)  
Dual Demonstrations  
Intellectually/Developmentally Disabled  
Long-Term Services and Supports  
Foster Care  
Medicare  
Advantage  
Medicare  
Special Needs Plan  
Health Insurance Marketplace  
Correctional Healthcare  
Specialty Health Solutions  
Pharmacy Benefits  
Behavioral & Specialty Therapies  
Life & Health Management  
Primary Care Solutions for Complex  
Populations  
Managed Vision  
Dental  
Benefits  
2  
Telehealth (Nurse Triage  
and Education Line)

1

Entry underway with acquisition of Agate Resources anticipated to close in Q3 2015.

2

Centene is in process of transitioning dental services from external vendors to our new dental benefit management subsidiary.

3

Does not include HNT's Group Commercial and TRICARE lines of business.

23 States

237 Solutions

1

Health Solutions

Pro Forma 2015

18

Medicaid

High Quality Value Based Networks

High Quality Value Based Networks

Integrated Specialty Solutions

Integrated Specialty Solutions

Common Technology Platform

Common Technology Platform

Targeted Exchange

Medicare  
Advantage  
Leveraging Core Capabilities Across  
Government Programs

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Enhanced Capabilities for Delivering  
High Quality, Affordable Healthcare  
Scale in  
Government  
Programs

Leading position in Government programs: Medicaid, Medicare, VA and TRICARE  
PF 2015E Premium & Service Revenue of \$37B and Adj. EBITDA in excess of \$1.5B  
Opportunity to leverage specialty programs

Increased

Capabilities

Provides scale and expertise in Medicare

Strong quality position with 4 Star plan

Innovative capabilities for value based Exchange & consumer products

Platform for

Expanded

Growth

Significant growth opportunity in Medicare, Exchanges & other Gov't programs

Leadership in CA, FL and TX

Expanded growth pipeline

Compelling

Financial

Profile

In first year, GAAP EPS accretion of >10% and Adjusted EPS accretion > 20%

Prudent capital structure with debt to capital of ~40%

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