

HUMANA INC  
Form DEF 14A  
March 08, 2017  
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**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

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Humana Inc.**

**(Name of Registrant as Specified In Its Charter)**

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



(3) Filing party:

(4) Date Filed:

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500 West Main Street

Louisville, Kentucky 40202

March 8, 2017

Dear Fellow Stockholders:

We would like to invite you to attend the Annual Meeting of Stockholders of Humana Inc., to be held on Thursday, April 20, 2017, at 9:30 a.m., Eastern Time, at the Company's headquarters, located at 500 West Main Street, 25th Floor Auditorium, in Louisville, Kentucky. The meeting will also be webcast via the Internet at the Investor Relations section of the Company's website, [www.humana.com](http://www.humana.com). This proxy statement contains information about our Company and the five proposals to be voted upon by stockholders at the meeting. Please give this information your careful attention.

This year, we will once again be taking advantage of U.S. Securities and Exchange Commission rules that allow us to furnish proxy materials to our stockholders on the Internet. These materials will be available on the Internet on or about March 8, 2017. We continue to believe that Internet delivery of our proxy materials allows us to provide our stockholders with the information they need, while lowering the costs of delivery and reducing the environmental impact of our Annual Meeting.

We hope you can attend the meeting. However, even if you are unable to join us, we urge you to still exercise your right as a stockholder and vote by telephone, mail or using the Internet. The vote of every stockholder is important.

This proxy statement is being mailed or transmitted on or about March 8, 2017, to our stockholders of record as of February 27, 2017.

Sincerely,

Kurt J. Hilzinger

Chairman of the Board and Stockholder

Bruce D. Broussard

Director, President and Chief Executive Officer

and Stockholder

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## Notice of 2017 Annual Meeting of Stockholders

- Time and Date:** 9:30 a.m., Eastern Time, on Thursday, April 20, 2017
- Location:** Humana Inc. headquarters, located at 500 West Main Street, 25th Floor Auditorium, in Louisville, Kentucky
- Agenda:**
1. Elect the ten (10) director nominees named in the proxy statement.
  2. Ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2017.
  3. Non-binding advisory vote to approve the compensation of the Company's Named Executive Officers.
  4. Non-binding, advisory vote regarding the frequency of the voting with respect to the compensation of the Company's Named Executive Officers.
  5. Consider and vote upon the stockholder proposal set forth in this proxy statement, if presented.
  6. Consider any other business properly brought before the meeting.
- Record Date:** February 27, 2017. Humana stockholders of record at the close of business on that date will be entitled to vote.
- Proxy Voting:** Your vote is important so that as many Shares as possible will be represented. Please vote by one of the following methods:

BY INTERNET

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BY TELEPHONE

BY RETURNING YOUR PROXY CARD (if you elected to receive printed materials)

See instructions on your proxy card or at the voting site ([www.ProxyVote.com](http://www.ProxyVote.com)).

By Order of the Board of Directors,

Joan O. Lenahan

Vice President and Corporate Secretary

March 8, 2017

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## FREQUENTLY ASKED QUESTIONS

### **Why am I receiving this Proxy Statement?**

You are receiving a proxy statement because you owned shares of Humana common stock as of Monday, February 27, 2017, the Record Date, and that entitles you to vote at the Annual Meeting. Our Board of Directors has made these materials available to you on the Internet or, upon your request, has delivered printed versions of these materials to you by mail, in connection with the Board's solicitation of proxies on behalf of the Company for use at our 2017 Annual Meeting of Stockholders. Your proxy will authorize specified people (proxies) to vote on your behalf at the Annual Meeting. By use of a proxy, you can vote, whether or not you attend the meeting.

This proxy statement describes the matters on which the Company would like you to vote, provides information on those matters, and provides information about the Company that we must disclose when we solicit your proxy.

### **Why did I receive a one-page notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?**

Pursuant to rules adopted by the U.S. Securities and Exchange Commission, or the SEC, we have elected to provide access to our proxy materials over the Internet. We believe that Internet delivery of our proxy materials allows us to provide our stockholders with the information they need, while lowering the costs of delivery and reducing the environmental impact of our Annual Meeting. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials, which we refer to as the Notice, to our stockholders and beneficial owners as of the Record Date. All stockholders will have the ability to access the proxy materials on a website referred to in the Notice or request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials over the Internet or to request a printed copy may be found on the Notice. In addition, stockholders may request to receive proxy materials in printed form by mail or electronically by e-mail on an ongoing basis by calling Broadridge Financial Solutions, Inc., or Broadridge, at 1-800-579-1639.

### **How can I get electronic access to the proxy materials?**

The Notice provides you with instructions regarding how to:

View our proxy materials for the Annual Meeting on the Internet; and

Instruct us to send our future proxy materials to you electronically by e-mail.

Choosing to receive your future proxy materials by e-mail will save us the cost of printing and mailing documents to you and will reduce the impact of our Annual Meetings on the environment. If you choose to receive future proxy materials by e-mail, you will receive an e-mail next year with instructions containing a link to those materials and a link to the proxy voting site. Your election to receive proxy materials by e-mail will remain in effect until you terminate it.



**When and where is the Annual Meeting?**

The Annual Meeting will be held on Thursday, April 20, 2017, at 9:30 a.m., Eastern Time, at the Company's headquarters, located at 500 West Main Street, 25th Floor Auditorium, in Louisville, Kentucky.

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**Who is entitled to vote?**

Anyone who owns Humana Inc. common stock, which we refer to as Shares, as of the close of business on February 27, 2017, which we refer to as the Record Date, is entitled to vote at the Annual Meeting or at any later meeting should the scheduled Annual Meeting be adjourned or postponed for any reason. As of the Record Date, 144,284,497 Shares were outstanding and entitled to vote. Each Share is entitled to one vote on each of the matters to be considered at the Annual Meeting.

**What will I be voting on?**

Election of the ten (10) director nominees named in this proxy statement to serve on the Board of Directors of the Company;

Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2017;

A non-binding, advisory vote to approve the compensation of the Company's Named Executive Officers as disclosed in this proxy statement;

A non-binding, advisory vote on the frequency of voting with respect to the compensation of the Company's Named Executive Officers; and

A stockholder proposal as set forth in this proxy statement, if properly presented.

The Board of Directors is not aware of any other matters to be presented for action at the Annual Meeting. However, if other matters are properly presented for a vote, the proxies will be voted for these matters in accordance with the judgment of the persons acting under the proxies.

**How does the Board recommend I vote on each proposal?**

The Board recommends that you vote your Shares as follows:

**FOR** the election of each of the ten (10) director nominees named in this proxy statement;

**FOR** the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2017;

**FOR** the approval of the compensation of the Company's Named Executive Officers as disclosed in this proxy statement;

**FOR ONE YEAR** with respect to the frequency with which future non-binding, advisory stockholder votes on the compensation of the Company's Named Executive Officers will be held; and

**AGAINST** the stockholder proposal as set forth in this proxy statement, if presented.

All Shares that are represented at the Annual Meeting by properly executed proxies received before or at the Annual Meeting and not revoked will be voted at the Annual Meeting in accordance with the instructions indicated in the proxies.

**How will my Shares be voted if I do not specify how they should be voted?**

If you sign and return your proxy card without indicating how you want your Shares to be voted, the persons acting under the proxies will vote your Shares as follows:

**FOR** the election of each of the ten (10) director nominees named in this proxy statement;

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**FOR** the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2017;

**FOR** the approval of the compensation of the Company's Named Executive Officers as disclosed in this proxy statement;

**FOR ONE YEAR** with respect to the frequency with which future non-binding, advisory stockholder votes on the compensation of the Company's Named Executive Officers will be held; and

**AGAINST** the stockholder proposal as set forth in this proxy statement, if properly presented.

**What if my Shares are not registered in my name?**

If you own your Shares in street name, meaning that your bank, broker or other nominee is actually the record owner, you should receive the Notice from your bank, broker or other nominee. In addition, stockholders may request, by calling Broadridge at 1-800-579-1639, to receive proxy materials in printed form, by mail or electronically by e-mail, on an ongoing basis. When you own your Shares in street name, you are deemed a beneficial owner or holder for voting purposes.

If you hold Shares through an account with a bank, broker or other nominee and you do not provide voting instructions on your instructions form, your Shares may not be voted by the nominee with respect to certain proposals, including:

the election of directors;

the approval of the compensation of the Company's Named Executive Officers as disclosed in this proxy statement;

the frequency with which future non-binding advisory stockholder votes on the compensation of the Company's Named Executive Officers will be held; and

the stockholder proposal as set forth in this proxy statement, if presented.

Banks, brokers and other nominees have the authority under the regulations of the New York Stock Exchange, or the NYSE, to vote shares for which their customers do not provide voting instructions only on certain routine matters, including the ratification of the appointment of the Company's independent registered public accounting firm. However, the proposals listed above are not considered routine matters for this purpose, and therefore your Shares will not be voted with respect to such proposals if you do not provide voting instructions on your instruction form.

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<b>Proposal</b>	<b>Vote Required for Approval</b>	<b>Effect of Abstentions</b>	<b>Broker Discretionary Voting Allowed<sup>(2)</sup></b>	<b>Unmarked/Signed Proxy Cards</b>
Election of directors	The number of votes cast for a nominee exceeds the number of votes cast against that nominee. <sup>(1)</sup>	No effect	No	Voted For
Ratification of the appointment of the independent registered public accounting firm	Majority of shares present and entitled to vote	Counted as Against	Yes	Voted For
Approval of executive compensation	Majority of shares present and entitled to vote	Counted as Against	No	Voted For
Frequency of stockholder vote with respect to executive compensation	The frequency (every one, two or three years) receiving the highest number of votes will be deemed to be the choice of the stockholders	No effect	No	Voted for One Year
Stockholder proposal as set forth in this proxy statement, if properly presented	Majority of shares present and entitled to vote	Counted as Against	No	Voted Against

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- (1) Under the Company's Majority Vote Policy adopted in January 2007, following election to our Board of Directors, a director is required to submit his or her irrevocable resignation to our Board of Directors conditioned upon (a) the director not achieving the requisite stockholder vote at any future meeting at which he or she faces re-election, and (b) acceptance of the resignation by the Board of Directors following that election. The Board of Directors has 90 days after a director fails to achieve the requisite stockholder votes to determine whether or not to accept the director's resignation and to report this information to our stockholders.
- (2) If you are a beneficial owner whose shares are held of record by a broker or other NYSE member organization, you must instruct the broker how to vote your shares. If you do not provide voting instructions, your shares will not be voted on any proposal on which the broker does not have discretionary authority to vote. This is called a broker non-vote. A broker non-vote will not affect the outcome of the vote for the matters being presented for action at the Annual Meeting, because they are not considered to be votes cast.

### **What is a broker non-vote ?**

A broker non-vote occurs when a broker or other NYSE member organization holding Shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with

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respect to that item and has not received voting instructions from the beneficial owner, but does have discretionary voting power over other items and submits votes for those matters. As discussed above, if you hold Shares through a broker or other NYSE member organization and do not provide voting instructions to your broker or other NYSE member organization, your Shares may not be voted with respect to certain proposals, including the proposals listed above that are not considered routine.

## **What is a quorum ?**

A quorum is a majority of the outstanding Shares. Shares may be voted at the Annual Meeting by a signed proxy card, by telephone instruction, or electronically on the Internet. There must be a quorum for the Annual Meeting to be held. Abstentions and broker non-votes are counted as present and entitled to vote for purposes of determining whether a quorum exists.

## **How do I vote?**

There are four ways that you can vote your Shares. Voting by any of these methods will supersede any prior vote you made regardless of how that vote was made. **PLEASE CHOOSE ONLY ONE OF THE FOLLOWING:**

- 1) **By Internet.** The website for voting is <http://www.ProxyVote.com>. In order to vote on the Internet, you need the control number on your proxy card. Each stockholder has a unique control number so we can ensure all voting instructions are genuine and prevent duplicate voting. The Internet voting system is available 24 hours a day, seven days a week, until 11:59 p.m., Eastern Time, on Wednesday, April 19, 2017, the day before the Annual Meeting. Once you are logged on the Internet voting system, you can record and confirm (or change) your voting instructions. If you use the Internet voting system, you do not need to return your proxy card.
- 2) **By telephone.** If you are a registered holder in the United States or Canada, you may call 1-800-690-6903. The telephone voting system is available 24 hours a day, seven days a week, until 11:59 p.m., Eastern Time, on Wednesday, April 19, 2017, the day before the Annual Meeting. In order to vote by telephone, you need the control number on your proxy card. Each stockholder has a unique control number so we can ensure all voting instructions are genuine and prevent duplicate voting. Once you are logged on the telephone voting system, a series of prompts will tell you how to record and confirm (or change) your voting instructions. If you use the telephone voting system, you do not need to return your proxy card.
- 3) **By mail.** Mark your voting instructions, sign and date the proxy card and then return it in the postage-paid envelope provided. If you mail your proxy card, we must receive it before 12:00 p.m., Eastern Time, on Friday, April 14, 2017. If you are returning your proxy card to Broadridge, they must receive it before 10:00 a.m., Eastern Time, on Wednesday, April 19, 2017, the day before the Annual Meeting.
- 4) **In person.** Attend the Annual Meeting. Mark your voting instructions and deliver to the Inspectors of Election. However, you can vote by methods 1, 2 or 3 above prior to the meeting and still attend the Annual Meeting. In all cases, a vote at the Annual Meeting will revoke any prior votes. Please note that if your Shares are held through a bank, broker or other nominee, you will need to bring proof of ownership to the Annual Meeting in order to vote.





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### **How do I vote the share equivalent units held in the Humana Common Stock Fund of the Humana Retirement Savings Plan or the Humana Puerto Rico Retirement Savings Plan?**

If you have an interest in the Humana Common Stock Fund of the Humana Retirement Savings Plan or the Humana Puerto Rico Retirement Savings Plan on the Record Date, you may vote. Under the Humana Retirement Savings Plan and the Humana Puerto Rico Retirement Savings Plan, your voting rights are based on your interest, or the amount of money you and the Company have invested in your Humana Common Stock Fund.

You may exercise these voting rights in almost the same way that stockholders may vote their Shares, but you have an earlier deadline, and you should provide your voting instructions to Broadridge. Broadridge will aggregate the votes of all participants and provide voting information to the Trustee for the applicable plan. If your voting instructions are received by 11:59 p.m., Eastern Time, on Wednesday, April 12, 2017, the Trustee will submit a proxy that reflects your instructions. If you do not give voting instructions (or give them later than that time), 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, or the Humana Puerto Rico Retirement Savings Plan, as applicable, are actually voted by the other participants in the applicable plan.

You must provide your instructions to Broadridge by using the Internet, registered holder telephone number (1-800-690-6903) or mail methods described above. **Please note that you cannot vote in person at the Annual Meeting.** Your voting instructions will be kept confidential under the terms of the Humana Retirement Savings Plan or the Humana Puerto Rico Retirement Savings Plan, as applicable.

### **Who will count the votes?**

Broadridge will tabulate the votes cast by proxy, whether by proxy card, Internet or telephone. Additionally, the Company's Inspectors of Election will tabulate the votes cast at the Annual Meeting together with the votes cast by proxy.

### **How do I revoke my proxy?**

You have the right to revoke your proxy at any time before the Annual Meeting.

Your method of doing so will depend upon how you originally voted (a later vote will supersede any prior vote you made regardless of how that vote was made):

- 1) By Internet simply log in and resubmit your vote Broadridge will only count the last instructions;
- 2) By Telephone simply sign in and resubmit your vote Broadridge will only count the last instructions;

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- 3) By Mail you must give written notice of revocation to Broadridge, 51 Mercedes Way, Edgewood, NY 11717 or by fax at 1-515-254-7733, submit another properly signed proxy with a more recent date, or vote in person at the Annual Meeting. For written and fax notices, you must include the control number that is printed on the upper portion of your proxy card.

### **What is the due date for stockholder proposals, including stockholder nominees for director, for inclusion in the Company's proxy materials for the 2018 Annual Meeting?**

Stockholder proposals, or stockholder nominees for director at the 2018 Annual Meeting, as permitted by SEC regulations for inclusion in our proxy materials relating to the 2018 Annual Meeting, must be submitted to the

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Corporate Secretary in writing no later than November 8, 2017. Proposals should be submitted to Joan O. Lenahan, Vice President and Corporate Secretary, Humana Inc., 500 West Main Street, 21st Floor, Louisville, Kentucky 40202.

### **May a stockholder present a proposal not included in our Proxy Statement at the April 20, 2017, Annual Meeting?**

A stockholder can present a proposal at the Annual Meeting (a so-called "floor resolution") only if certain notice requirements are met. The SEC does not directly regulate meeting conduct. State law imposes only limited requirements, so meetings are governed by procedures set forth in our Bylaws. Humana's Bylaws require that a stockholder provide written notice of intent to bring a proposal no less than 60 days or more than 90 days prior to the scheduled date of the Annual Meeting of stockholders. If less than 70 days' notice of the Annual Meeting is given, written notice by a stockholder would be deemed timely if made no later than the 10th day following such notice of the Annual Meeting. A proposal must also meet other requirements as to form and content set forth in our Bylaws. Stockholder proposals should be sent to Joan O. Lenahan, Vice President and Corporate Secretary, Humana Inc., 500 West Main Street, 21<sup>st</sup> Floor, Louisville, Kentucky 40202. A copy of our Bylaws is available on our website. From the [www.humana.com](http://www.humana.com) website, click on "Investor Relations," and then click on "Corporate Governance," and then click on the link entitled, "Bylaws."

### **How will Humana solicit votes and who pays for the solicitation?**

We have engaged D. F. King & Co., Inc. to assist in the distribution of proxy materials and solicitation of votes for approximately \$12,000 plus expenses. We have also engaged Broadridge to assist in the distribution of proxy materials and the accumulation of votes through the Internet, telephone and coordination of mail votes for approximately \$150,000 plus expenses. We will reimburse banks, brokers and other nominees for their reasonable out-of-pocket expenses for forwarding proxy and solicitation material to our stockholders.

### **How can I obtain additional information about the Company?**

Included with this proxy statement (either in printed form or on the Internet) is a copy of our Annual Report on Form 10-K for the year ended December 31, 2016, which also contains the information required in our Annual Report to Stockholders. Our Annual Report on Form 10-K and all our other filings with the SEC also may be accessed via the Investor Relations section on our website at [www.humana.com](http://www.humana.com). We encourage you to visit our website. From the [www.humana.com](http://www.humana.com) website, click on "Investor Relations," and then click on the report you wish to review under the "SEC Filings & Financial Reports" subcategory.

### **Where can I find voting results for this Annual Meeting?**

The voting results will be published in a current report on Form 8-K which will be filed with the SEC no later than four business days after the Annual Meeting. The Form 8-K will also be available on our website at [www.humana.com](http://www.humana.com).



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**What is householding ?**

Householding occurs when a single copy of our Annual Report, proxy statement and Notice is sent to any household at which two or more stockholders reside if they appear to be members of the same family. Although we do not household for registered stockholders, a number of brokerage firms have instituted householding for Shares held in street name. This procedure reduces our printing and mailing costs and fees. Stockholders who participate in householding will continue to receive separate proxy cards, and householding will not affect the mailing of account statements or special notices in any way. If you wish to receive separate copies of our Annual Report, proxy statement or Notice in the future, please contact the bank, broker or other nominee through which you hold your Shares.

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## **CORPORATE GOVERNANCE**

Humana is committed to having sound corporate governance principles and operates within a comprehensive plan of corporate governance for the purpose of defining responsibilities, setting high standards of professional and personal conduct, and assuring compliance with such responsibilities and standards. Sound corporate governance is essential to running our business effectively and to maintaining our reputation of integrity in the marketplace. At the heart of these efforts lie our company values, the guiding forces behind all our actions – Inspire Health, Cultivate Uniqueness, Rethink Routine, Pioneer Simplicity, and Thrive Together. Our Board of Directors has adopted Corporate Governance Guidelines, which we refer to as the Guidelines, intended to comply with the requirements of Section 303A.09 of the NYSE Listed Company Manual. The Guidelines may be viewed on our website at [www.humana.com](http://www.humana.com). From the [www.humana.com](http://www.humana.com) website, click on Investor Relations, then click on Corporate Governance, and then click on the link entitled Corporate Governance Guidelines.

### **Role of the Board and Board Leadership**

#### **Role of the Board**

The business of the Company is managed under the direction of the Board, whose members are elected annually by the Company's stockholders. The basic responsibility of the Board is to lead the Company by exercising its business judgment to act in what each director reasonably believes to be in the best interests of Humana and its stockholders, while engaging in active and independent oversight of the management of the Company's business affairs and assets. In order to fulfill its responsibilities to the Company's stockholders, the Board, both directly and through its committees, regularly engages with management, ensures management accountability and reviews the most critical issues that face the Company, such as approval of the Company's strategy and mission, execution of the Company's financial and strategic goals, oversight of risk management, succession planning, and determination of executive compensation.

#### **Board Oversight of Risk**

While management is responsible for designing and implementing the Company's risk management process, controls and oversight, the Board, both as a whole and through its committees, has overall responsibility for oversight of the Company's risk management. The full Board regularly reviews risks that may be material to the Company, including those detailed in the Audit Committee's reports and as disclosed in the Company's quarterly and annual reports filed with the SEC.

*Audit Committee.* Pursuant to its charter, and in compliance with applicable NYSE listed company rules, the Audit Committee is responsible for discussing the Company's policies with respect to overall risk assessment and risk management, with primary responsibility for monitoring risks with respect to the Company's accounting and financial reporting principles and policies and internal audit controls and procedures. To accomplish this, the Audit Committee regularly reviews with both internal Company personnel and our independent registered public accounting firm the risks that may be material to the Company, as well as major legislative and regulatory developments which could materially impact the Company's risks. The Audit Committee meets separately with representatives of our independent registered public accounting firm and members of management in charge of internal controls and procedures with respect to financial reporting. The Company has also instituted a management Enterprise Risk Management Committee to assess the risks of the Company and coordinate with and report to the Audit Committee the results of this assessment.

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*Organization & Compensation Committee.* The Board of Directors has delegated to the Organization & Compensation Committee the responsibility of reviewing management's assessment of the risks associated with the Company's compensation practices and policies for employees, including consideration of the counterbalance of risk-taking incentives and risk-mitigating factors in Company practices and policies.

The goal of these processes is to achieve serious and thoughtful board-level attention to the Company's risk management process and system, the nature of the material risks faced by the Company, and the adequacy of the Company's risk management process and system designed to respond to and mitigate these risks.

## **Board Leadership**

Leadership of the Board is essential to facilitate the Board acting effectively as a working group to the benefit of the Company and its performance. As Chairman of the Board, Mr. Kurt J. Hilzinger serves as Chair of regular sessions of the Board, runs the Board process and ensures effectiveness and collaboration in all aspects of the Board's role, and leads the Board in anticipating and responding to crises.

The Board believes that the advisability of having a separate or combined chairman and chief executive officer positions is dependent upon the strengths of the individual or individuals that hold these positions and the most effective means of leveraging these strengths, in light of the challenges and circumstances facing the Company, which may change over time. At this time, given the composition of the Company's Board, the effective interaction between Mr. Hilzinger, as Chairman, and Mr. Broussard, as Chief Executive Officer, Mr. Hilzinger's status as an independent director and previous service as our Lead Director, and the current challenges faced by the Company, the Board believes that separating the chief executive officer and Board chairman positions provides the Company with the right foundation to pursue the Company's strategic and operational objectives, while maintaining effective independent oversight and objective evaluation of the performance of the Company.

## **Qualifications and Process for Nominating Directors**

### **Director Qualifications**

The Guidelines contain Board membership criteria that apply to nominees recommended by the Nominating & Corporate Governance Committee for a position on the Board. The Board has determined that each member of the Board (except Mr. Broussard, as a current employee of the Company) is independent according to criteria established in the Guidelines by the Board, and in accordance with independence requirements of the NYSE and the SEC. The members of the Organization & Compensation Committee must also meet the outside director criteria of the Internal Revenue Code. The Nominating & Corporate Governance Committee reviews with the Board the requisite skills and characteristics for Board members. This assessment includes the desired experience, mix of skills and other qualities to assure appropriate Board composition, taking into account other Board members and the specific needs of the Company and the Board. Although the Board and the Nominating & Corporate Governance Committee do not have a policy with regard to the consideration of diversity in identifying director nominees, the director nomination process is designed to ensure that the Board includes members with diverse backgrounds, including race, ethnicity, gender, skills and experience, such as appropriate financial and other expertise relevant to the Company's business. The goal of this process is to assemble a group of board members with deep, varied experience, sound judgment, and commitment to the Company's success. For a discussion of the individual experience and qualifications of our board members, please refer to the section entitled, "Proposal One: Election of Directors" in this proxy statement.

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### **Identifying Nominees for Directors**

The Board is responsible for selecting its own members and delegates the screening process for new directors to the Nominating & Corporate Governance Committee, with counsel from our Chairman, our Chief Executive Officer, and outside consultants as appropriate. The Committee utilizes a number of methods for identifying and evaluating nominees for Board membership. The Committee regularly assesses the appropriate size of the Board, the areas of expertise required to effectively contribute to the Board process, and whether any vacancies are anticipated. The Committee considers potential candidates for director, which may come to the attention of the Committee through current Board members, professional search firms, stockholders, or other persons. The Nominating & Corporate Governance Committee selects candidates who possess a reputation and hold positions or affiliations befitting a director of a large publicly-held company, and are actively engaged in their occupations or professions or are otherwise regularly involved in the business, professional or academic community. In addition, from time to time, we engage a third-party search firm to assist the Board of Directors and the Nominating & Corporate Governance Committee in identifying and recruiting candidates for Board membership.

### **Stockholder Nominees**

The policy of the Nominating & Corporate Governance Committee is to consider properly submitted stockholder nominations for candidates for membership on the Board as described above under Identifying Nominees for Directors. In the course of evaluating nominations for Board membership, the Nominating & Corporate Governance Committee will look for individuals who have displayed high ethical standards, integrity, and sound business judgment, taking into account the current make-up of the Board and the specific needs of the Company and the Board. Stockholder nominations for election to the Board of Directors are governed by specific provisions in our Bylaws, a copy of which is available on our website at [www.humana.com](http://www.humana.com). From the [www.humana.com](http://www.humana.com) website, click on Investor Relations, and then click on Corporate Governance, and then click on the link entitled, By-Laws. The Bylaws require that a stockholder provide written notice of intent to nominate a candidate for director no less than 60 days or more than 90 days prior to the scheduled date of the Annual Meeting of stockholders. If less than 70 days notice of the Annual Meeting is given, written notice by a stockholder would be deemed timely if made no later than the 10th day following such notice of the Annual Meeting. Any stockholder nominations proposed for consideration by the Nominating & Corporate Governance Committee should include, among other information required by the Bylaws, the nominee's name, qualifications for Board membership and compliance with our Director Resignation Policy discussed in this proxy statement and should be sent to: Joan O. Lenahan, Vice President and Corporate Secretary, Humana Inc., 500 West Main Street, 21<sup>st</sup> Floor, Louisville, Kentucky 40202.

### **Director Independence**

The Guidelines contain independence standards to assist the Board in its determination of director independence. In addition, to qualify as independent under the Guidelines, the Board of Directors must affirmatively determine that a director has no material relationship with the Company, other than as a director.

Pursuant to the Guidelines, the Board undertakes an annual review of director independence. During this review, the Board considers transactions and relationships between each director or any member of his or her immediate family and the Company and its subsidiaries and affiliates, including transactions or relationships that are reported under Certain Transactions with Management and Others in this proxy statement. As provided in the Guidelines, the purpose of this review is to determine whether any such transactions or relationships are inconsistent with a determination that a director is independent.



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In the course of this review for the current year, the Board specifically analyzed and discussed several matters:

- (1) a relationship between the Company and Pfizer Inc., or Pfizer, for which Frank A. D. Amelio, one of our current directors, serves as an executive officer;
- (2) a relationship between the Company and the Thomas Jefferson University, by which Dr. David B. Nash, one of our current directors, is employed as Founding Dean of the Jefferson College of Population Health;
- (3) a relationship between the Company and MyHealthDirect, Inc., for which David A. Jones, Jr., one of our current directors, serves as a director, and of which Chrysalis Ventures, LLC, for which Mr. Jones, Jr. serves as Chairman and Managing Partner, is a greater than 5% stockholder;
- (4) a relationship between the Company and JAPC, Inc., or JAPC, which is owned by the father of Mr. Jones, Jr.; and
- (5) relationships between the Company and certain of our health insurance customers affiliated with one of our current directors or a relative of that director.

*Pfizer.* The relationship between the Company and Pfizer consists of a negotiated rebate based on the volume of prescriptions of Pfizer drugs obtained by Humana members, which volume includes claims paid by Humana for our members and the co-payments paid by our members for Pfizer drugs. These rebate amounts are significant. However, these payments to Humana from Pfizer result from activity with many intermediaries over whom Humana exercises no control (i.e., the providers who prescribe these medications, the distributors who sell to the retailers, and the retailers from which our members get prescriptions). In 2016, the rebate amounted to approximately \$119 million. Our subsidiary, Competitive Health Insights, or CHI, also completes various research studies for Pfizer, for which we were paid approximately \$317,000 in fees by Pfizer in 2016. We also received voluntary critical illness plan premiums from Pfizer in an immaterial amount, under which arrangement the premiums charged and benefits provided are comparable to those extended to our other non-affiliated customers.

*Thomas Jefferson University.* The relationship between the Company and Thomas Jefferson University consists of a data sharing arrangement whereby CHI provides data to Thomas Jefferson University at current commercial rates following our standard protocols for use in teaching and obtaining grants and pharmaceutical-related projects.

*MyHealthDirect.* MyHealthDirect is a vendor to the Company, for which services we paid approximately \$193,000 in 2016, an amount comparable to other non-affiliated vendors, is not material to the Company, and does not represent a direct or indirect material interest for Mr. Jones, Jr.

*JAPC.* In 2016, we provided hangar space, pilot services and maintenance for an airplane owned by JAPC, for which we were fully reimbursed by JAPC in the aggregate amount of approximately \$556,000, at a rate at least as favorable to the Company as market rates.

*Health Insurance Customers.* In 2016, we received health care premium payments from certain customers with whom one of our current directors or a relative of that director has a relationship. Under each such arrangement, the premiums charged and benefits provided are comparable to those extended to our other non-affiliated customers. The following relationships were included in this review:

*Connecture, Inc.,* from which we received approximately \$619,000 in premium payments, and for which David A. Jones, Jr. serves as Chairman of the Board of Directors; and

*Main Street Realty,* from which we received approximately \$283,000 in premium payments, and which is owned by the father of David A. Jones, Jr.



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At the conclusion of its review for the current year, the Board affirmatively determined that in each case the relationship between the Company or its affiliate and each director-related entity was not material, was below the thresholds for independence prescribed by the NYSE, and did not impact the independence of any of our directors. Each director recused themselves from the independence assessment relative to himself or herself.

Consistent with these considerations, and based on its review of director independence in light of the standards contained in the Guidelines, the Board determined that each member of the Board of Directors (except Mr. Broussard, as a current employee of the Company) is independent.

**Committee Membership and Attendance**

The Board of Directors has the following standing committees: Audit; Organization & Compensation; Nominating & Corporate Governance; Executive; and Investment. Only directors meeting the applicable SEC and NYSE director independence standards and Internal Revenue Code outside director criteria may serve on the Audit Committee, the Organization & Compensation Committee, and the Nominating & Corporate Governance Committee. Each standing Board committee operates pursuant to a charter, which may be viewed on our website at [www.humana.com](http://www.humana.com). From the [www.humana.com](http://www.humana.com) website, click on Investor Relations, then click on Corporate Governance, and then you will see a link to the Committee Charters. The number of Board committee meetings held in 2016 and membership as of March 1, 2017, were as follows:

	Audit	Organization & Compensation	Nominating & Corporate Governance	Executive	Investment
<b>Number of Meetings in 2016</b>	9	7	5	0	4
<b>NAME</b>					
Bruce D. Broussard				C	
Frank A. D. Amelio	C				M
W. Roy Dunbar		M			C
Kurt J. Hilzinger				M	
David A. Jones, Jr.		M	C	M	
William J. McDonald		C			M
William E. Mitchell	M		M		
David B. Nash, M.D.	M				
James J. O'Brien	M				M
Marissa T. Peterson		M	M		

C = Chair

M = Member

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## **Audit Committee**

### **Committee Responsibilities**

Pursuant to its charter, the Audit Committee:

assists the Board of Directors with the oversight of the integrity of our financial statements and disclosures and internal controls, our compliance with legal and regulatory requirements, the independent registered public accounting firm's qualifications and independence and the performance of our internal audit function and the independent registered public accounting firm;

bears responsibility for the appointment, compensation, retention and oversight of the work of the independent registered public accounting firm engaged to prepare the audit report or perform other audit, review or attest services;

reviews with the independent registered public accounting firm, our internal audit department, and our financial and accounting personnel, the effectiveness of our accounting and financial controls and, where appropriate, makes recommendations for the improvement of these internal control procedures;

reviews the scope, funding and results of our internal audit function, including the independence and authority of our reporting obligations, the proposed audit plans for the year, and the coordination of these plans with the independent registered public accounting firm;

reviews the scope, funding and results of our compliance program, including receiving, at least quarterly, an update from our internal compliance department regarding any significant matters regarding our compliance with regulatory requirements and contracts with government entities;

reviews the financial statements and other information contained in our Annual Report and other reports to stockholders with management and the independent registered public accounting firm to determine that the independent registered public accounting firm is satisfied with the disclosure and content of the financial statements to be presented to the stockholders and reviews any changes in accounting principles;

confers independently with our internal auditors, internal compliance department, key members of management, and the independent registered public accounting firm;

determines and approves the appropriateness of the fees for audit and permissible non-audit services performed by the independent registered public accounting firm;

discusses with management our compliance with applicable legal requirements and with our internal policies regarding related party transactions and conflicts of interest;

discusses our policies with respect to risk assessment and risk management;

maintains free and open means of communication between the members of our Board of Directors, the independent registered public accounting firm, our internal audit department, our internal compliance department, and our financial management; and

annually evaluates its performance.

### **Corporate Governance Determinations**

The Board of Directors has determined that each of the members of the Audit Committee at February 15, 2017 is independent according to SEC and NYSE requirements, and each is financially literate, as defined in the NYSE listing standards. The Board of Directors has determined further that Messrs. D Amelio, O Brien and Mitchell each meet the definition of audit committee financial expert. PricewaterhouseCoopers LLP, our independent registered public accounting firm, reports directly to the Audit Committee. No member of the

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Board's Audit Committee serves on the audit committees of more than three publicly traded companies. The Report of the Audit Committee for the year ended December 31, 2016 is set forth in this proxy statement under the caption "Audit Committee Report."

# **Organization & Compensation Committee**

## **Committee Responsibilities**

Pursuant to its charter, the Organization & Compensation Committee:

reviews and approves our goals and objectives relevant to the compensation of our Chief Executive Officer, or CEO, evaluates the CEO's performance in light of those goals and objectives, and, either as a Committee or together with the other independent directors, determines and approves the CEO's compensation level based on this evaluation;

makes recommendations to the Board with respect to the CEO's and other executive officers' base compensation, incentive-compensation plans and equity-based plans and approves programs for our executive officers;

approves equity-based grants to our executive officers and other associates;

approves material elements of all employment, severance and Change in Control agreements for our executive officers;

reviews and discusses with management the Company's compensation plans and policies for all employees (including the Named Executive Officers) with respect to risk management and risk-inducing incentives;

ensures preparation of the Compensation Discussion and Analysis and the Compensation Committee Report as required by SEC regulations; and

annually evaluates its performance.

## **Scope of Authority, Processes and Procedures**

The Organization & Compensation Committee acts on behalf of the Board of Directors to establish the compensation of our executive officers and provides oversight of our compensation philosophy, as described in this proxy statement under the caption "Compensation Discussion and Analysis." The role of the executive officers and the outside compensation consultant in establishing executive compensation is discussed in this proxy statement under the caption "Compensation Discussion and Analysis." Other than routine administrative matters, no executive compensation decisions are delegated to management.

**Compensation Committee Interlocks and Insider Participation**

No member of the Organization & Compensation Committee: (i) is or has ever been an officer or employee of the Company; or (ii) is or was, during the last fiscal year, a participant in a related person transaction requiring disclosure under Item 404 of the SEC's regulations (see discussion in this proxy statement under the caption "Certain Transactions with Management and Others"); or (iii) is an executive officer of another entity at which one of our executive officers serves either as a director or on its compensation committee.

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### **Corporate Governance Determinations**

Considering (i) the source of each director's compensation, including any consulting, advisory or other compensatory fees paid by the Company; and (ii) whether each director has an affiliate relationship with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company, the Board has determined that each member of the Organization & Compensation Committee at February 15, 2016, is independent, as defined by the SEC and the NYSE, and is considered to be an outside director under Section 162(m) of the Internal Revenue Code.

### **Compensation Risk Determination**

In 2016, the Organization & Compensation Committee reviewed management's assessment of the risks associated with the Company's compensation practices and policies for employees, including a consideration of the counterbalance of risk-taking incentives and risk-mitigating factors in Company practices and policies. Following a review of this assessment, the Organization & Compensation Committee determined that the risks arising from the Company's compensation practices and policies are not reasonably likely to have a material adverse effect on the Company.

## **Nominating & Corporate Governance Committee**

### **Committee Responsibilities**

Pursuant to its charter, the Nominating & Corporate Governance Committee:

recommends to the full Board criteria for the selection and qualification of the members of the Board;

evaluates and recommends for nomination by the Board candidates to be proposed for election by the stockholders at each annual meeting;

seeks out and assists in the recruitment of highly qualified candidates to serve on the Board;

recommends for Board approval candidates to fill vacancies on the Board which occur between annual meetings;

develops, periodically reviews and recommends to the Board revisions to the Guidelines;



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studies and reviews with management the overall effectiveness of the organization of the Board and the conduct of its business, and makes appropriate recommendations to the Board;

reviews the overall relationship of the Board and management;

reviews issues and developments pertaining to corporate governance;

reviews our public policy and political spending practices through regular reviews of our policy on political expenditures, expenditures and payments made with corporate funds, and overall political activity, including review of our Political Contributions and Related Activity Report; and

annually evaluates its performance.

### **Executive Committee**

Pursuant to its charter, the Executive Committee possesses the authority to exercise all the powers of the Board of Directors except as otherwise provided by Delaware law and our Bylaws during intervals between meetings of the Board. The Executive Committee does not have the power, to, among other things, declare a dividend, issue stock, adopt a certificate of merger or sell substantially all of the Company's business.

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## **Investment Committee**

Pursuant to its charter, the Investment Committee establishes investment objectives and policies for our various investment portfolios and investment options available under various employee benefit plans, reviews investment results, and annually evaluates its performance.

## **Corporate Governance Policies**

### **Majority Vote Policy**

Under our Bylaws, a director nominee will be elected if the number of votes cast for the nominee exceeds the number of votes cast against the nominee. In contested elections, those in which a stockholder has nominated a person for election to the Board, the voting standard is a plurality of votes cast. The Board has also adopted a policy to require the Board to nominate for election only nominees who agree that, if they are elected to the Board, they will tender an irrevocable resignation conditioned on, first, the failure to achieve the required vote for re-election at any future meeting at which they face re-election, and second, the Board's acceptance of their resignation following that election. In addition, the Board may fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors, as described above. The Nominating & Corporate Governance Committee will submit a recommendation for prompt consideration by the Board whether to accept the resignation. Any director whose resignation is under consideration will abstain from participating in any decision regarding that resignation. The Bylaws also require stockholder nominees for director election to notify the Company whether or not such nominees intend to tender the same type of resignation required of the Board's director nominees.

### **Change in Director's Primary Position**

The Board has adopted a policy requiring that a director whose primary position or affiliation changes must promptly notify the Board and the Nominating & Corporate Governance Committee of the change so that a determination may be made as to the value of his or her continued service on the Board.

### **Director Stock Ownership Policy**

Our Board believes that directors should be stockholders and have a significant personal financial stake in the company. Consequently, the Board has adopted the following stock ownership guidelines:

Each non-employee director must maintain a minimum equity ownership level of five times the annual cash retainer.

Shares deferred at the election of the director are considered owned for purposes of the calculation of the ownership requirement.

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Any shares owned by a non-employee director (or shares received upon the exercise of options or vesting of restricted stock or restricted stock units, less an amount to cover the exercise price and/or current tax liabilities) must be held by the director until the minimum equity ownership level is reached and thereafter maintained.

Once the minimum equity ownership level has been achieved, any shares received upon the vesting of restricted stock or restricted stock units, less an amount to cover current tax liabilities, must be held by the director until one year following the vesting date.

Compliance with these guidelines is monitored by the Organization & Compensation Committee.

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### **Director Attendance**

The Board has developed a number of specific expectations of directors to define their responsibilities and to promote the efficient conduct of the Board's business. With respect to the level of commitment expected of directors and related attendance protocols, as part of the Guidelines, the Board formally adopted a policy that all directors should make every effort to attend all meetings of the Board and the Committees of which they are members, and the Company's Annual Meeting of Stockholders. Attendance by telephone or video conference may be used to facilitate a Director's attendance.

During 2016, the Board of Directors met 19 times. All directors attended at least 75% of the scheduled Board of Directors' meetings and meetings held by Committees of which they were members. All director nominees attended the Annual Meeting of Stockholders held on April 21, 2016.

### **Executive Sessions of Non-Management Directors**

In 2016, our non-management directors held regularly scheduled, formal executive meetings, separate from management and led by our Chairman. Additional executive sessions of the Board are held as necessary or appropriate or upon the request of the Chairman, the Nominating & Corporate Governance Committee or any two other non-management directors. In addition, our non-management directors who qualify as independent within the meaning of our director independence guidelines meet in executive session at least once annually, and, in fact, met in 2016 in connection with each regularly scheduled Board of Directors meeting.

### **Code of Ethics and Code of Business Conduct**

The Company has adopted the Code of Conduct for the Chief Executive Officer and Senior Financial Officers, which we refer to as the Executive Code of Ethics, violations of which are reported to the Audit Committee. In addition, we operate under the omnibus Humana Inc. Ethics Every Day, which we refer to as the Code of Ethics, which applies to all associates (including executive officers) and directors. The Humana Ethics Office is responsible for the design and enforcement of our ethics policies, the goal of which is to create a workplace climate in which ethics is so integral to day-to-day operations that ethical behavior is self-enforcing. All employees are required annually to review and affirm in writing their acceptance of the Code of Ethics. The Code of Ethics and the Executive Code of Ethics may be viewed on our website at [www.humana.com](http://www.humana.com). Any waiver for directors or executive officers from the provisions of the Code of Ethics or the Executive Code of Ethics must be made by the Board of Directors, and will be disclosed within four days of the waiver on our website at [www.humana.com](http://www.humana.com). To see either the Code of Ethics or the Executive Code of Ethics or any waivers to either policy, go to [www.humana.com](http://www.humana.com), then click on Investor Relations, then click on Corporate Governance, and then click on the relevant link.

### **Policy Regarding Transactions in Company Securities**

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The Company has a policy prohibiting all associates (including executive officers) from hedging or pledging transactions using Company stock, including: (1) engaging in short sales of Company securities; (2) engaging in transactions in puts, calls or other derivative securities designed to hedge or offset any decrease in the market value of the Company's equity securities, on an exchange or in any other organized market; or (3) engaging in certain monetization transactions, including holding Company securities in margin accounts or pledging Company securities as collateral. This policy also applies to all directors.

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**Communication with Directors**

Stockholders and other interested parties may communicate directly with our Chairman, non-management directors as a group, or any other individual director by writing to the special e-mail address published on our website at [www.humana.com](http://www.humana.com). Specifically, interested parties may visit our website at <http://apps.humana.com/bod/contact.asp>, where instructions for contacting these persons are available. All directors have access to this e-mail address. We use the staff of our Corporate Secretary to review correspondence received in this manner, and to filter advertisements, solicitations, spam, and other such items. Concerns related to accounting, internal controls or auditing matters are required to be brought immediately to the attention of our General Counsel and the Board and handled in accordance with procedures established by the Audit Committee with respect to such matters.

Table of Contents**PROPOSAL ONE: ELECTION OF DIRECTORS**

The Board of Directors of the Company, in accordance with the provisions of the Company's Articles of Incorporation and Bylaws, has determined that the number of directors to be elected at the Annual Meeting of the Company shall be ten. The directors are elected to hold office until the Annual Meeting of Stockholders in 2018 and until a successor is elected and qualified.

Each of the nominees has consented to be named as a nominee and agreed to serve if elected. If any nominee becomes unable to serve for any reason (which is not anticipated), the Shares represented by the proxy granted to Messrs. Hilzinger and Broussard may be voted for the substituted nominee as may be designated by the Board of Directors. The Board has established a policy that non-employee directors must retire at the first annual meeting following his or her seventy-third birthday. William E. Mitchell will turn 73 prior to the 2017 Annual Meeting of Stockholders; however, given Mr. Mitchell's value to the Board and the Company, and the uncertain environment in which the Company expects to operate following the termination of the proposed transaction with Aetna Inc., the Board of Directors has approved a waiver of the retirement policy for Mr. Mitchell.

The following table shows certain information concerning the nominees at March 1, 2017.

Name	Age	Position	First Elected Director
Kurt J. Hilzinger	56	Chairman of the Board	07/03
Bruce D. Broussard	54	Director, President and Chief Executive Officer	01/13
Frank A. D. Amelio	59	Director	09/03
W. Roy Dunbar	55	Director	04/05
David A. Jones, Jr.	59	Director	05/93
William J. McDonald	60	Director	10/07
William E. Mitchell	72	Director	04/09
David B. Nash, M.D.	61	Director	01/10
James J. O'Brien	62	Director	04/06
Marissa T. Peterson	55	Director	08/08

**Director Skills & Qualifications**

In evaluating a director candidate, the Committee considers factors that are in the best interests of the Company and its stockholders, including the knowledge, experience, integrity and judgment of each candidate, the potential contribution of each candidate to the diversity of backgrounds, experience and competencies which the Board desires to have represented, each candidate's ability to devote sufficient time and effort to his or her duties as a director, independence and willingness to consider all strategic proposals, and any core competencies or technical expertise necessary to staff Board committees. In addition, the Committee assesses whether a candidate possesses the integrity, business judgment, knowledge, experience, skills and expertise that are likely to enhance the Board's ability to manage and direct the affairs and business of the Company. We believe that the current Board members not only have and demonstrate these attributes, but also have a deep commitment to the Company's success, as evidenced by the key qualifications, skills and experiences of each director described below.

The information given in this proxy statement concerning the nominees is based upon statements made or confirmed to the Company by or on behalf of the nominees.

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**Director Nominees Biographies**

**Kurt J. Hilzinger** was initially elected to the Board in July 2003, and was elected Chairman of the Board effective January 1, 2014. Mr. Hilzinger served as Lead Director from August 2010 until his appointment as Chairman. Mr. Hilzinger is a Partner at Court Square Capital Partners, LP, having held this position since November 2007. Prior to that, he was a Director of AmerisourceBergen Corporation from March 2004 to November 2007; and was also President and Chief Operating Officer of AmerisourceBergen Corporation from October 2002 to November 2007, having previously served as its Executive Vice President and Chief Operating Officer from August 2001 to October 2002. Mr. Hilzinger is also a director of Oncobiologics, Inc. and National Seating and Mobility, Inc.

The Board believes that Mr. Hilzinger is a strong operating executive with a finance and strategic background, whose operational experience and financial expertise in the health care sector contributes valuable insight to the Board.

**Bruce D. Broussard** was appointed President and Chief Executive Officer of the Company, and elected to our Board of Directors, in each case effective January 1, 2013, completing a year-long transition plan to the Chief Executive Officer role. Mr. Broussard joined Humana as President in December 2011. Prior to joining Humana, Mr. Broussard was Chief Executive Officer of McKesson Specialty/US Oncology, Inc. (US Oncology was purchased by McKesson in December 2010). At US Oncology, he served in a number of senior executive roles, including Chief Financial Officer, President, Chief Executive Officer and Chairman of the Board. Mr. Broussard is also a director of KeyCorp, a member of the Business Roundtable, and a member of the Board of Directors of America's Health Insurance Plans (AHIP), also serving on AHIP's Executive Committee.

The Board believes that Mr. Broussard's wide range of executive leadership experience in publicly traded and private organizations within a variety of healthcare sectors, including oncology, pharmaceuticals, assisted living/senior housing, home care, physician practice management, surgical centers, and dental networks, as well as his in-depth knowledge of the Company's operations, finances and strategy, brings valuable insight to the Board.

**Frank A. D Amelio** was initially elected to the Board in September 2003. He is Executive Vice President, Business Operations and Chief Financial Officer of Pfizer Inc, having held this position since December 2010, and having served as Chief Financial Officer since September 2007. Prior to that, Mr. D Amelio was Senior Executive Vice President of Integration and Chief Administrative Officer at Alcatel-Lucent from December 2006 to August 2007, and Chief Operating Officer of Lucent Technologies Inc. from February 2006 to November 2006. From May 2001 until January 2006, he was Executive Vice President, Administration and Chief Financial Officer of Lucent. Mr. D Amelio also serves on the Board of Directors of Zoetis, Inc. and on the board of the Independent College Fund of New Jersey.



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The Board believes that Mr. D'Amelio's skills, global experience and proven leadership in both financial and operational roles contribute greatly to the Board's composition. As a senior executive at various global companies undergoing the kind of rapid and complex changes that the Company has undertaken in response to the rapidly changing markets and regulatory environment, Mr. D'Amelio has extensive knowledge of the capital markets as well as broad experience working with the investment community, regulatory bodies and rating agencies.

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**W. Roy Dunbar** was initially elected to the Board in April 2005. Mr. Dunbar was the Chairman of the Board of NetworkSolutions, and was the Chief Executive Officer from January 2008 to November 2009. Mr. Dunbar also served as the President of Global Technology and Operations for MasterCard Incorporated from September 2004 until January 2008. Mr. Dunbar worked at Eli Lilly and Company for 14 years, latterly as President of Intercontinental Operations from 2003 until he joined MasterCard, and Chief Information Officer from 1999 to 2003.

The Board believes that Mr. Dunbar's innovative, consumer-focused approach to information technology at a variety of global companies brings a valuable advantage to the Board. The Board benefits from Mr. Dunbar's expertise in leading companies focused on the development of information systems that are easy for consumers to understand and use effectively, which is critical to the Company's extension of its position as a leader in health care information technology. Mr. Dunbar's extensive experience in health care over three decades further contributes to the strategic composition of the Board.

**David A. Jones, Jr.** was initially elected to the Board in May 1993 and served as Chairman of the Board of the Company from April 2005 through August 2010, and Vice Chairman of the Board from September 1996 through April 2005. He is chairman and managing partner of Chrysalis Ventures, LLC, headquartered in Louisville, Kentucky, and also serves on the Board of Directors of Connecture, Inc. (NASDAQ: CNXR) and MyHealthDirect, Inc.

As a successful venture capitalist, the Board believes that Mr. Jones brings strategic insight and leadership and a wealth of experience in health care to the Board, both in the Company's core businesses as well as in emerging technologies and business models.

**William J. McDonald** was initially elected to the Board in October 2007. Mr. McDonald is the managing partner of Wild Irishman Advisory, LLC, a marketing consulting firm. Prior to that, he was Executive Vice President, Brand Management of Capital One Financial Corporation, having held that position from 1998 until his retirement in 2013.

The Board believes that Mr. McDonald's service in various senior executive marketing positions contributes significant experience and expertise in brand development, marketing and related disciplines.

**William E. Mitchell** was initially elected to the Board in April 2009. Mr. Mitchell is the managing partner of Sequel Venture Partners, LLC. Prior to that, Mr. Mitchell served as the Chairman of the Board of Directors of Arrow Electronics, Inc. from May 2006 until December 31, 2009, and also served as President and Chief Executive Officer of Arrow Electronics, Inc. from February 2003 to May 1, 2009. Mr. Mitchell serves on the Board of Directors of Rogers Corporation, and previously served on the Board of Directors of Brown-Forman Corporation and Spansion, Inc. He also serves as Presiding Director of Veritiv, Inc.

The Board believes that Mr. Mitchell's insights and experience running a complex global public company, as well as his significant experience in the governance of large publicly-traded corporations, will be valuable in helping to guide the Company in the years ahead.



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**David B. Nash, M.D.** was initially elected to the Board effective January 1, 2010. He is the founding dean of the Jefferson College of Population Health, located on the campus of Thomas Jefferson University in Philadelphia, Pennsylvania, having taken that position in 2008. Previously, Dr. Nash was the Chairman of the Department of Health Policy of the Jefferson Medical College from 2003 until 2008. Dr. Nash also serves on the board of directors of Vestagen Specialty Textiles, and the medical advisory board of Medivo Inc., and previously served on the boards of Itrax Corporation and InforMedix.

The Board believes that Dr. Nash brings a unique and compelling set of attributes that enhance the Company's ability to help people achieve lifelong well-being. As a widely recognized innovator in an emerging medical discipline that unites population health, health policy, and individual health, Dr. Nash is internationally recognized for his work in outcomes management, medical staff development and quality-of-care improvement.

**James J. O'Brien** was initially elected to the Board in April 2006. Until his retirement on December 31, 2014, Mr. O'Brien was the Chairman of the Board and Chief Executive Officer of Ashland Inc. Prior to being named to this position, Mr. O'Brien was President and Chief Operating Officer of Ashland Inc., and before that, Senior Vice President and Group Operating Officer. He also serves on the Board of Directors of Albemarle Corporation, Wesco International, Inc. and Eastman Chemical Company.

As a highly respected leader in the global business community with an extraordinary track record of success, the Board believes that Mr. O'Brien's breadth of management experience adds valuable expertise and insight to the Board.

**Marissa T. Peterson** was initially elected to the Board in August 2008. Ms. Peterson is President and Chief Executive Officer of Mission Peak Executive Consulting, which provides client-focused executive coaching and management consulting services. Ms. Peterson was formerly Executive Vice President, Worldwide Operations, Services & Customer Advocacy for Sun Microsystems Inc. in Santa Clara, California, until her retirement in 2005 after 17 years with the company. Ms. Peterson currently serves as the Chairman of the Board of Oclaro, Inc., and a board member of Ansell Limited, and previously served on the board of directors of SUPERVALU INC., and Lucile Packard Children's Hospital at Stanford, and the board of trustees of Kettering University. Ms. Peterson holds an honorary doctorate in management and a bachelor's degree in engineering from Kettering University where she graduated magna cum laude. She received her MBA from Harvard Business School with the distinction of being a GM Fellow.

The Board believes that Ms. Peterson's operating and consumer-focused leadership, and experience developing and managing programs designed to help companies reduce the time, cost and risk of transforming their businesses by leveraging technology to architect, implement and maintain customers network computing infrastructures, bring valuable insights to the Board. Her commitment to a customer first ethic at Sun Microsystems Inc. established an industry leadership position for high quality and cost-effective product execution to a global customer base, a commitment that aligns with the Company's focus on consumerism.

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**Vote Required and Recommendation of the Board of Directors**

A director nominee will be elected if the number of votes cast for the nominee exceeds the number of votes cast against the nominee. Shares not present at the Annual Meeting and shares voting abstain or broker non-votes have no effect on the election of directors. Under the Company's Majority Vote Policy, following election to our Board of Directors, a director is required to submit his or her irrevocable resignation to our Board of Directors, conditioned upon (i) the director not achieving the requisite stockholder vote at any future meeting at which they face re-election, and (ii) acceptance of the resignation by the Board of Directors following that election. The Board of Directors has 90 days to determine whether or not to accept the director's resignation and to report this information to our stockholders.

**FOR THE REASONS STATED ABOVE, THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE STOCKHOLDERS VOTE FOR ALL NOMINEES.**

Table of Contents**DIRECTOR COMPENSATION****2016 Director Compensation Program**

During 2016, our directors were compensated pursuant to the following schedule:

Annual Retainer <sup>(1)</sup>	\$105,000
Non-Employee Chairman of the Board	
Additional Annual Retainer	\$185,000
Committee Chairman fee per year:	
1. Audit Committee Chair	\$25,000
2. Organization & Compensation Committee Chair	\$18,000
3. All other Committee Chairs	\$12,000
Executive Committee Member fee per year	\$12,000
Common Stock per year	\$155,000 in common stock
(1st Business Day of January) <sup>(1)(2)</sup>	(variable # of shares)
Charitable Contributions Annual Match	up to \$25,000
Group Life and Accidental Death Insurance	
(except Chairman) <sup>(3)</sup>	\$150,000 of coverage
Group Life and Accidental Death Insurance Chairman	\$400,000 of coverage
Business Travel Accident Insurance	\$250,000 of coverage
Restricted Stock Units	
Granted Initial Date of Election <sup>(4)</sup>	Restricted Stock Unit grant equal to the dollar value of the then current annual stock grant for directors

(1) As an employee director elected to the Board, Mr. Broussard will not receive the annual retainer or annual stock grant for service as a director. For all other directors, the annual common stock retainer is paid in the form of restricted stock units, vests at the end of the year of service related to the retainer, and will be pro-rated for any service of less than the full year in respect of which the award is granted.

(2) Pursuant to our revised Directors Stock Retention Policy, each non-employee director must maintain a minimum equity ownership level of five times the annual cash retainer. As of March 1, 2017, all of our non-employee directors satisfy this requirement. For additional information, please refer to *Corporate Governance Corporate Governance Policies Director Stock Ownership Guidelines* in this proxy statement.

(3) Coverage amount decreases 7% each year past age 60.

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- (4) This initial award of restricted stock units is forfeited if the director serves less than one year on the Company's Board of Directors.

**Table of Contents****2016 Compensation of Our Directors**

The following table shows the compensation earned by our non-employee directors in 2016 in connection with their service on our Board of Directors:

Name	Fees Earned or Paid in	Stock Awards	Option Awards	Non-Equity	Change in Pension	All Other Compensation	Total
	Cash			Incentive Plan Compensation	Value and Nonqualified Deferred Compensation		
(1)	(\$)(2)	(\$)(2)(3)(4)	(\$)	(\$)	Earnings\$(5)	(\$)(6)	(\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Frank A. D. Amelio	130,000	154,999				11,406	296,405
W. Roy Dunbar	117,000	154,999				7,283	279,282
Kurt J. Hilzinger	302,000	154,999				27,073	484,072
David A. Jones, Jr.	129,000	154,999			5,285	25,788	315,072
William J. McDonald	123,000	154,999				28,765	306,764
William E. Mitchell	105,000	154,999				27,125	287,124
David B. Nash, M.D.	105,000	154,999				26,113	286,112
James J. O'Brien	105,000	154,999				27,397	287,396
Marissa T. Peterson	105,000	154,999				22,476	282,475

- (1) During 2016, Mr. Broussard served as President and Chief Executive Officer of the Company, and therefore, as an employee director, did not earn compensation in connection with his service on our Board. Mr. Broussard's compensation as our Chief Executive Officer is discussed under "Executive Compensation" in this proxy statement.
- (2) Under the Humana Inc. Deferred Compensation Plan for Non-Employee Directors, which we refer to as the Deferred Compensation Plan, non-employee directors may make an irrevocable election each year to defer compensation paid to them by the Company in the form of cash or stock for services rendered as Board members. For 2016, Messrs. D. Amelio, Hilzinger, Jones, McDonald and Mitchell and Dr. Nash each deferred their stock compensation. Refer to footnote 1(d) to the section entitled "Stock Ownership Information - Security Ownership of Directors and Executive Officers" for a disclosure of the number of shares of our common stock that have been deferred by each director. A director electing to defer cash can choose any of the investment options offered in the Deferred Compensation Plan using Charles Schwab's Retirement Plan Services (other than the Humana Common Stock Fund) or can invest in stock units that have a value relative to that of our common stock. For 2016, Messrs. Hilzinger, Jones, and McDonald and Dr. Nash each elected to defer a portion or all of their cash compensation under the Schwab program.
- (3) On January 4, 2016, when the fair market value of our common stock was \$178.16, each director in office at that time, other than Mr. Broussard, was granted a stock award of 870 shares, representing the annual grant of approximately \$155,000 in common stock. The amount shown in column (c) above is the grant-date fair market value times the number of shares awarded.



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- (4) Vested restricted stock units with a payout deferral made by the director accrue quarterly dividends equivalent rights that are reinvested into the director's account as additional restricted stock units and will be included in the final restricted stock unit payment when the shares are issued in accordance with the director's payout election. This column does not include dividend equivalent units that have accrued through December 31, 2016.
- (5) Non-employee directors elected subsequent to 1997 do not receive any retirement benefits. As he was first elected to the board in 1993, David A. Jones, Jr. is the only director that will have retirement benefits under this former retirement policy, including: (A) at the director's election, either: (x) an annual retirement benefit for the life of the director in the amount of \$38,000, the annual retainer fee in effect for 1997; or (y) in lieu thereof, an actuarially equivalent joint and survivor annuity payment; and (B) an annual matching charitable contribution benefit of \$19,000 for the life of the director.
- (6) We pay for or reimburse our directors' travel, lodging and other reasonable out-of-pocket expenses in connection with attendance at board, committee and stockholder meetings. From time to time, we may transport one or more directors and members of their immediate family to and from such meetings or other Company business on company aircraft. Directors may elect to participate in the medical and dental benefit programs offered to all our employees at a rate comparable to the rate paid by employees. In 2016, Messrs. Dunbar, McDonald and Mitchell, and Ms. Peterson, elected

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to participate. Under the terms of our director compensation policy, each non-employee director who participates in medical and dental plans provided by Humana will, for two years following the date of completion of a change in control, be eligible to participate in medical and dental plans on substantially the same terms as immediately prior to the change in control, including the requirement to pay premiums at the same rates as our associates. We also reimburse the director for other reasonable expenses related to board service, such as director education, which amounts are not included in the table above. In addition, we paid certain local occupational taxes and life and accidental death insurance premiums per outside director, in each case as disclosed below, and provided a matching charitable gift program. The All Other Compensation amount above includes the following amounts earned in connection with service on our Board of Directors:

<b>Director</b>	<b>Matching Charitable Gift</b>	<b>Occupational Tax</b>	<b>Life Insurance</b>	<b>Other</b>	<b>Total All Other Compensation</b>
Frank A. D. Amelio	\$ 10,000	\$ 632	\$ 774	\$ 0	\$ 11,406
W. Roy Dunbar	\$ 5,000	\$ 1,509	\$ 774	\$ 0	\$ 7,283
Kurt J. Hilzinger	\$ 25,000	\$ 9	\$ 2,064	\$ 0	\$ 27,073
David A. Jones, Jr.	\$ 25,000	\$ 14	\$ 774	\$ 0	\$ 25,788
William J. McDonald	\$ 25,000	\$ 96	\$ 1,188	\$2,481	\$ 28,765
William E. Mitchell	\$ 25,000	\$ 568	\$ 1,557	\$ 0	\$ 27,125
David B. Nash, M.D.	\$ 25,000	\$ 5	\$ 1,108	\$ 0	\$ 26,113
James J. O'Brien	\$ 25,000	\$ 1,368	\$ 1,029	\$ 0	\$ 27,397
Marissa T. Peterson	\$ 20,613	\$ 1,449	\$ 414	\$ 0	\$ 22,476

Table of Contents**STOCK OWNERSHIP INFORMATION****Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934, or the Exchange Act, requires our directors and executive officers, and persons who beneficially own more than ten percent of a registered class of our equity securities, to file with the SEC and the NYSE reports of ownership and reports of changes in ownership of our common stock and our other equity securities. These reports generally are due within two business days of the transaction. Executive officers, directors, and greater than ten percent stockholders are required to furnish us with copies of all the forms they file.

During the year ended December 31, 2016, based upon our knowledge of stock transfers, a review of copies of these reports and written representations by persons subject to Section 16(a) as furnished to us, all executive officers, directors, and greater than ten percent beneficial owners of our common stock complied with Section 16(a) filing requirements applicable to us. We have a program to oversee the compliance of our executive officers and directors in their reporting obligations.

**Security Ownership of Certain Beneficial Owners of Company Common Stock**

We know of no person or entity that may be deemed to own beneficially more than 5% of our outstanding common stock except for:

	Number of Shares	Percent of Class Outstanding <sup>(1)</sup>
BlackRock, Inc. 40 East 52 <sup>nd</sup> Street New York, New York 10022 Capital World Investors 333 South Hope Street Los Angeles, California 90071 The Vanguard Group 100 Vanguard Boulevard Malvern, Pennsylvania 19355 T. Rowe Price Associates, Inc. 100 E. Pratt Street Baltimore, Maryland 21202	10,365,845 shares	6.9% <sup>(2)</sup>
	14,602,995 shares	9.8% <sup>(3)</sup>
	9,395,147 shares	6.3% <sup>(4)</sup>
	10,163,639 shares	6.8% <sup>(5)</sup>

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- (1) The percentage of ownership is based on 149,305,196 shares of our common stock outstanding as of December 31, 2016.
- (2) Based upon a Schedule 13G filed with the SEC for the period ended December 31, 2016, BlackRock, Inc. reports that through various subsidiaries, it has sole power to vote 10,365,845 shares and has sole dispositive power over 12,098,223 shares.
- (3) Based upon a Schedule 13G filed with the SEC for the period ended December 31, 2016, Capital World Investors reports that as a result of Capital Research and Management Company acting as investor adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940, Capital World Investors is deemed to be the beneficial owner of 14,602,995 shares over which it has sole voting power and sole dispositive power.
- (4) Based upon a Schedule 13G filed with the SEC for the period ended December 31, 2016, The Vanguard Group reports that through various subsidiaries, it has sole power to vote 233,527 shares, shared power to vote 28,732 shares, sole dispositive power over 9,135,708 shares, and shared dispositive power over 259,439 shares.

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- (5) Based upon a Schedule 13G filed with the SEC for the period ended December 31, 2016, T. Rowe Price Associates, Inc. reports that through various subsidiaries, it has sole power to vote 3,114,565 shares and sole dispositive power over 10,163,639 shares.

**Security Ownership of Directors and Executive Officers**

The following table shows stock ownership as of January 15, 2017, by (i) each of our directors, (ii) Bruce D. Broussard, our President and Chief Executive Officer, (iii) Brian A. Kane, our Senior Vice President and Chief Financial Officer, (iv) each of our three other highest compensated executive officers serving at December 31, 2016, (we collectively refer to these officers in this proxy statement as our Named Executive Officers, or NEOs), and (v) by all our directors and executive officers as a group, including those named above.

	Company Common Stock Beneficially Owned as of January 15, 2017 (1)(2)	Percent of Class as of December 31, 2016 (3)
Frank A. D. Amelio	20,634	
W. Roy Dunbar	3,405	
Kurt J. Hilzinger	19,448	
David A. Jones, Jr.	129,650	
William J. McDonald	2,276	
William E. Mitchell	100	
David B. Nash, M.D.	112	
James J. O'Brien	1,870	
Marissa T. Peterson	3,305	
Bruce D. Broussard	355,761	
Brian A. Kane	21,941	
James E. Murray	179,353	
Jody Bilney	67,567	
Timothy S. Huval	64,098	
All directors and executive officers as a group (21 in number, including those named above)	1,176,194	0.8%

- (1) Beneficial ownership of Shares, for purposes of this proxy statement, includes Shares as to which a person has or shares voting and/or investment power. Therefore, any restricted stock for which a person has voting power and all share equivalents in the Humana Retirement Savings Plan are included. These footnotes describe whenever an individual shares voting and/or investment power over the Shares beneficially owned by them.

The number of Shares listed:

- (a) Includes certain Share equivalents held for the benefit of the individuals in the Humana Retirement Savings Plan as of December 31, 2016, over which the employee participant has voting power and investment power. As of December 31, 2016, our Named Executive Officers held 1,594 such Share equivalents in the Humana Retirement Savings Plan, while all of our executive officers as a group (12 in number, including our NEOs) held 2,611 such Share equivalents.

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- (b) Includes unvested restricted stock unit awards which are scheduled to vest within 60 days after January 15, 2017, as follows (performance-based restricted stock units shown at the maximum level):

Bruce D. Broussard	68,058
Brian A. Kane	0
James E. Murray	22,182
Jody Bilney	13,612
Timothy S. Huval	13,612
All executive officers as a group (numbering 12, including our NEOs)	182,038

- (c) Includes Shares which may be acquired by these individuals through the exercise of options, which are exercisable currently or within 60 days after January 15, 2017 under either the 2003 Stock Incentive Plan or the 2011 Stock Incentive Plan. As of January 15, 2017, none of our non-employee directors held exercisable options, and exercisable options held by our executive officers were as follows:

Bruce D. Broussard	185,852
Brian A. Kane	20,943
James E. Murray	57,013
Jody Bilney	36,029
Timothy S. Huval	18,968
All executive officers as a group (numbering 12, including our NEOs)	488,236

- (d) Does not include stock awards to certain of our directors that have been deferred pursuant to our Deferred Compensation Plan for Non-Employee Directors. These deferred stock awards include the initial award of 7,500 restricted stock units to each of Messrs. McDonald, Mitchell and O'Brien, Dr. Nash and Ms. Peterson when first elected as a director, which by its terms must be held until the recipient is no longer serving on our Board of Directors. As of January 15, 2017, the Shares deferred were as follows (includes accrued dividend equivalent units on deferred shares and deferred cash that was invested in the Humana Common Stock Fund):

Frank A. D. Amelio	23,962
W. Roy Dunbar	21,300
Kurt J. Hilzinger	25,664
David A. Jones, Jr.	5,987
William J. McDonald	32,654
William E. Mitchell	23,579
David B. Nash, M.D.	20,061
James J. O'Brien	28,416
Marissa T. Peterson	17,856

- (e) Does not include the January 3, 2017, annual stock retainer of 761 restricted stock units granted to each of our directors (other than Mr. Broussard) pursuant to our director compensation program, which restricted stock units will vest on December 31, 2017.

(2) As of March 1, 2017, no Shares are pledged by any of our executive officers or directors.

(3) Based on 149,305,196 Shares outstanding as of December 31, 2016. Unless indicated, ownership is less than 1% of the class.

**Table of Contents****COMPENSATION DISCUSSION AND ANALYSIS**

This Compensation Discussion and Analysis presents in detail our compensation policies and practices, describing each element of compensation and the decision-making process that supports it. It addresses how we compensate our Named Executive Officers, and how we uphold our compensation philosophy through a governance system that includes internal oversight as well as expert independent outside review. We believe that our compensation policies and practices achieve our compensation goals, and that the total mix of compensation provided to our Named Executive Officers is consistent with a philosophy of motivating and rewarding for actual achievements.

In this proxy statement, we refer to our Named Executive Officers, or NEOs, which include (i) Bruce D. Broussard, our President and Chief Executive Officer, (ii) Brian A. Kane, our Chief Financial Officer, and (iii) each of our three other highest compensated executive officers serving at December 31, 2016.

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## **Executive Summary**

### **Humana's Compensation Philosophy**

Our compensation program supports our philosophy that compensation should be market-based, competency-paced and contribution-driven. We design our programs to challenge participants as well as reward them for superior performance for our Company and our stockholders. We believe that our compensation program must:

Align executives' interests with those of our stockholders by including a significant portion of executive pay that is at-risk dependent upon performance in the form of both annual incentive awards that are paid, if at all, based on Company financial and operating results, and, in the case of longer term incentive awards, tied closely to changes in the Company's stock price, and financial, operating or strategic metrics;

Provide appropriate rewards for financial and individual performance in support of our business strategy, while requiring an appropriate evaluation of risks; and

Be market-competitive to attract, motivate and retain highly qualified executives.

### **Humana's 2016 Performance**

Humana is a leading health and well-being company focused on making it easy for people to achieve their best health with clinical excellence through coordinated care. Our strategy integrates care delivery, the member experience, and clinical and consumer insights to encourage engagement, behavior change, proactive clinical outreach and wellness for the millions of people we serve across the country. Our strategy puts the consumer at the center, enhancing the consumer experience as our capabilities, partnerships and tools are all woven together and informed by insights and technology. Enabled by our integrated care delivery strategy, our bold goal is to improve the health of the communities we serve 20 percent by 2020 by making it easy for people to achieve their best health.

Despite an extremely challenging operating environment due to our proposed merger agreement with Aetna Inc., we reported 2016 adjusted earnings per share (EPS) of \$9.57<sup>1</sup> (excluding transaction and integration costs associated with the proposed transaction with Aetna, amortization expense for identifiable Intangibles, the write-off of risk corridor receivables established under the Affordable Care Act, and strengthening of reserves associated with our closed block of long-term care policies). These results exceeded management's initial adjusted EPS guidance for the full year 2016 of at least \$8.85, as we increased our public earnings estimates twice over the course of the year. Our results for 2016 demonstrate the power of our integrated care delivery model, which keeps the consumer in the forefront of our clinical efforts. We were able to maintain this operating discipline and produce exceptional results despite an extended period of regulatory review of our proposed transaction with Aetna, which created significant uncertainty for our associates and our business prospects.

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Historically, we have delivered significant stock price appreciation, while also returning capital to our stockholders in the form of dividends and share repurchases:

**Total Stockholder Return\***

\* Cumulative stock price appreciation plus dividends, with dividends reinvested quarterly, through December 31, 2016.

The following graph compares our total return to stockholders with the returns of the Standard & Poor's Composite 500 Index, which we refer to as the S&P 500, and the Dow Jones US Select Health Care Providers Index, which we refer to as the DJ Peer Group, for the five years ended December 31, 2016. The graph assumes an investment of \$100 in each of our common stock, the S&P 500 and the DJ Peer Group on December 31, 2011, and that dividends were reinvested when paid.

**Total Stockholder Return**

	12/31/11	12/31/12	12/31/13	12/31/14	12/31/15	12/31/16
Humana	100	79	121	170	212	244
S&P 500	100	116	154	175	177	198
DJ Peer Group	100	117	161	206	218	220

*The stock price performance included in this graph is not necessarily indicative of future stock price performance. Numerous factors impacted our stock price in 2016, in particular the proposed transaction with Aetna Inc.*

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**Results Under Our 2016 Compensation Program**

We operated under extremely challenging conditions during 2016 due to the proposed transaction with Aetna and certain terms of the merger agreement, which limited our ability to alter our compensation programs:

the protracted regulatory review process in connection with our proposed merger with Aetna created an environment of extended uncertainty for our associates which put significant strain on our ability to retain our top talent;

we dedicated significant efforts supporting the regulatory review process and developing plans for a successful integration for the proposed merger; and

certain terms in our merger agreement with Aetna limited our ability to alter our compensation program, specifically limitations on:

our ability to enter into employment, change in control, retention, severance or termination arrangements with our associates, including our executive officers;

the aggregate amount of equity compensation awards we were able to make during the year;

increases in base salary for our associates, including our executive officers; and

our ability to make material changes to our ongoing compensation and benefits programs.

Our associates are critical to our success and maintaining a strong talent base during a period of significant uncertainty created by the lengthy regulatory review process was essential to our future success. While it is not our intention to shift away from our long-standing pay for performance strategy, given the unique challenges we faced in 2016 as outlined above, including the need to structure compensatory retention and reward incentives within the parameters of the merger agreement with Aetna, the Organization & Compensation Committee, which we refer to as the Committee, made the decision to approve certain adjustments to our GAAP financial results (consistent with our publicly-announced financial results) for unusual events and revisions to our operating plan that occurred during the fiscal year for purposes of calculating results under our 2016 annual cash incentive program and the vesting of performance-based restricted stock units granted in 2014 for the 2014-2016 performance period. Additional detail regarding each of these adjustments is disclosed below in the applicable sections. When making these decisions, the Committee considered the challenging operating conditions when making these decisions, concluding that excluding the impact of certain items for purposes of calculating the payouts under the 2014-2016 performance-based restricted stock units (i) was consistent with past practice and appropriate as these events were not contemplated when establishing the ROIC-WACC incentive targets, and (ii) resulted from external events beyond the Company's control, related to the proposed transaction with Aetna, or relate to non-strategic assets of the Company. For more information, please refer to the sections entitled, Elements of Compensation 2016 Incentive Plan Results and Elements of Compensation Long-Term Equity Awards.

In addition, given the challenges of setting three-year performance targets during a period of regulatory review for the Aetna transaction, and of converting performance targets over to the surviving company if the transaction were to be consummated, the Committee determined not to grant performance-based restricted stock units in 2016.

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With these compensation actions, we were able to manage through the challenging environment with limited key talent losses, while maintaining high levels of associate engagement, and produced financial results exceeding management's initial expectations.

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## **How We Determine Pay**

### **The Role of the Committee**

The Committee acts on behalf of the Board of Directors to establish the compensation of our executive officers and provides oversight of our compensation philosophy. The Committee reviews and approves our goals and objectives relevant to the compensation of our CEO, evaluates the CEO's performance in light of those goals and objectives, and, either as a Committee or together with the other independent directors, determines and approves the CEO's compensation level based on this evaluation. The Committee also makes recommendations to the Board with respect to the CEO's and other executive officers' base compensation, incentive-compensation plans and equity-based plans and approves programs for our executive officers. In addition, the Committee administers the Humana Inc. Executive Management Incentive Compensation Plan, or MIP, annually selecting those executive officers and other key executives eligible to participate in the MIP and establishing specific performance targets based on predetermined business goals aligned to our annual operating plan. The Committee has sole discretion to determine the form, amount and terms of each award, which need not be uniform among the persons eligible to receive awards. The Committee independently makes all compensation decisions with respect to our executive officers based upon enterprise-wide and individual performance, as well as the appropriate levels of compensation necessary to attract and retain exceptional talent.

The Committee does not have established target ratios or a formula for calculating the relative compensation of the CEO as compared to each Named Executive Officer, or for each Named Executive Officer as compared to any other. Instead, the Committee reviews historical pay ratios and external market data to ensure that the compensation of our Named Executive Officers remains relatively proportional, considering all factors. Following a discussion among the Committee, the CEO and our independent compensation consultant, the Committee considers this informal analysis of internal pay equity in making executive compensation decisions. For 2016, the Committee concluded that the relative levels of compensation among the Named Executive Officers were appropriate.

### **The Role of the Independent Compensation Consultant**

The Committee retains an independent compensation consultant, Willis Towers Watson, to ensure that the Committee has objective information needed to make informed decisions in the best interests of stockholders based on compensation trends and practices in public companies, and to provide assistance to the Committee in evaluating our executive compensation policy and programs. The Committee's independent compensation consultant provides guidance to the Committee when determining the compensation of the Chief Executive Officer and the other Named Executive Officers and provides market data to help the Committee determine appropriate target compensation levels. Representatives of Willis Towers Watson attended all meetings of the Committee in 2016.

### **The Role of Management**

To determine compensation for our Named Executive Officers, other than our Chief Executive Officer, or CEO, the Committee solicits input from the CEO regarding the duties and responsibilities of our Named Executive Officers and the results of his evaluations of their performance. The CEO, with guidance from the Company's Human Resources Department, discusses with the Committee the CEO's recommendations for the compensation of his direct reports and the rationale for those recommendations.



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Each year, our CEO considers an analysis of internal pay equity in addition to external market data, taking into account each Named Executive Officer's individual contributions, performance, potential, skills, judgment, leadership ability and competencies, and makes a recommendation to the Committee regarding relativity of compensation.

### **Use of a Peer Group**

In making compensation decisions for our Named Executive Officers, we use comparisons from competitors within our peer group, based on revenue size and market capitalization, which includes our closest industry competitors, to ensure that our compensation program is market-competitive. Using different screening criteria (e.g., line of business, industry, market cap, etc.) yields multiple perspectives that enrich our understanding of competitive executive pay practices. Each comparable company is reviewed by the Committee every year to ensure continued appropriateness of our peer group.

We believe our peer group is comprised of companies with whom we compete for talent and whose revenues, market capitalization, and business focus are similar to ours. For 2016 compensation decisions, with advice from the Committee's independent compensation consultant, the Committee re-affirmed our current peer group of public companies to serve as our peer group, with no changes from 2015, as follows:

Aetna Inc.	CIGNA Corporation	McKesson Corporation
AFLAC Inc.	DaVita Healthcare Partners Inc.	Progressive Corp.
The Allstate Corp.	Eli Lilly and Company	Prudential Financial, Inc.
Amerisource Bergen	Express Scripts Holding Co.	The Travelers Companies, Inc.
Anthem, Inc.	Hartford Financial Services Group	UnitedHealth Group, Inc.
Cardinal Health, Inc.	Health Net, Inc. <sup>1</sup>	Unum Group

<sup>1</sup> In March 2016, Centene Corporation completed its acquisition of Health Net, Inc., and therefore the latter was removed from our peer group after that date.

We use this competitive market data and the overall performance of the Company as the starting points for our analysis, conducted with the assistance of the Committee's independent compensation consultant. In addition, the Committee takes into consideration an executive's overall performance, his or her potential, the presence of any unique or hard-to-replace skills, as well as the executive's judgment, leadership ability, competencies and internal equity. The performance of the executive's business function and his or her ability to build effective teams and develop talent are also important factors.

### **Investor Outreach and the Say-on-Frequency Vote and Say-on-Pay Vote**

We conduct an annual advisory vote on executive compensation, commonly referred to as Say On Pay. While the votes are not binding, the Committee believes that an annual Say On Pay advisory vote offers stockholders the opportunity to express their views regarding the Company's compensation program and the Committee's decisions on executive compensation.

We have included in this proxy statement our Board's recommendation that our stockholders approve, on an advisory basis, the continuation of an annual non-binding advisory stockholder vote with respect to the compensation of our Named Executive Officers.





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In addition, we regularly engage in discussions with our stockholders regarding compensation matters, and believe that this stockholder outreach process continues to strengthen our understanding of our stockholders' concerns and the issues on which they are focused. Our Board believes that accountability to stockholders is a mark of good governance and critical to our success. As measured by the results of our annual say-on-pay votes and feedback received during engagements, stockholders have generally expressed strong support for our executive compensation practices.

At our 2016 Annual Meeting of Stockholders, our executive compensation program was approved, on an advisory basis, by approximately 97% of the votes cast. Our Committee and the other members of our Board believe that this level of approval of our executive compensation program is indicative of our stockholders' strong support of our compensation philosophy, program and goals.

## **Total Direct Compensation**

We take a holistic approach to compensation using a mix of all elements to achieve levels of direct compensation that are appropriate in the context of the Company's compensation philosophy and performance. The Committee considers total direct compensation, benchmarked against our peer group in its analysis of the compensation of our Named Executive Officers.

The Company prepares tally sheets for all of its executive officers as a reference point for the Committee when making compensation decisions. Along with market data, the Committee determines whether executive compensation decisions are appropriate based on the information contained in the tally sheets, which summarize current actual and target compensation, equity holdings, retirement and deferred compensation values, and potential payouts upon termination of employment. This is done in part to effectively analyze the compensation each executive officer has accumulated to date and to fully understand the amount the executive officer could accumulate in the future.

The following summarizes the results of the Committee's external benchmarking with respect to total direct compensation (comprised of base salary, annual cash incentive plan and equity long-term incentive compensation). Due to certain limitations in our merger agreement with Aetna that operated to limit our ability to alter our compensation programs, the Committee decided not to make material adjustments to the target compensation of our Named Executive Officers, despite those target compensation levels falling short of market median target levels:

### **2016 Target Total Direct Compensation**

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# Our Compensation Program

## Design of Our Compensation Program

Our Named Executive Officer compensation includes direct compensation that is:

Market-based Competitive with our peer group and general industry standards, with total compensation targeted on average at market medians, but typically ranging from the 25<sup>th</sup> to 75<sup>th</sup> percentiles, depending on the level of competency, past and expected future contribution, and the competitive market for new talent;

Competency-paced Flexible enough to match the progress of fast-rising performers but resistant to salary advancement if competency levels remain static; and

Contribution-driven Reward those who make a difference, creating meaningful compensation distinctions among different levels of performance and achievement, while avoiding annual compensation actions that foster an entitlement mentality.

## At a Glance Our Compensation Elements

Element	Characteristics
Base Salary	Fixed component based on scope of responsibility, experience and performance
Annual Cash Incentive	Performance-based at-risk cash incentives based on achievement of Company results and alignment with our stockholders
Long-Term Incentives	Equity-based awards to provide appropriate balance between incentivizing and retaining management and creating stockholder value over the longer-term

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### Other Benefits

Cost effective benefit programs that promote security and well-being, including health and welfare benefits and services that assist in the maintenance of an appropriate work/life balance, including limited perquisites designed to support a competitive compensation package

### Retirement Benefits

Named Executive Officers participate in tax-qualified and non-qualified defined contribution retirement savings plans

**Table of Contents****At a Glance Humana's Best Practice Compensation Program**

Highlighted below are some of the key elements of our compensation program that the Committee believes evidence strong corporate governance and prudent compensation decisions. We also identify certain pay practices that we do not follow because we believe they do not serve our stockholders' long-term interests.

WHAT WE DO	WHAT WE DON'T DO
<p><b>Double-trigger</b> change in control agreements for our Named Executive Officers that provide for cash severance only upon termination following a change in control, and equity agreements that</p> <p>provide for acceleration only upon termination following a change in control</p> <p>More than 80% of our Named Executive Officer pay is <b>at risk</b></p>	<p>No <b>single trigger</b> vesting of equity or cash severance payments upon a change in control for awards after July 2, 2015</p>
<p><b>Clawbacks</b> that allow us to recoup cash-based compensation earned by an executive officer in</p> <p>the event of a material restatement of our financials resulting from the misconduct or fraud on the part of that officer</p>	<p>Our policies prohibit all <b>hedging</b> transactions designed to offset any decrease in the market value of our securities, and directors and executive officers are prohibited from holding Humana securities in margin accounts or <b>pledging</b> Humana securities as collateral</p>
<p><b>Stock ownership guidelines</b> that link a significant amount of executive officer net worth to our strategic and financial success</p>	<p><b>No tax gross-ups</b> for our Named Executive Officers, and <b>no excessive perquisites</b>, as all have a specific business rationale</p>
<p>Use of <b>tally sheets</b> to effectively analyze the compensation each executive officer has accumulated to date and to fully understand the amount the executive officer could accumulate in the future</p>	<p>Other than our CEO, our executive officers do not have <b>employment agreements</b></p>
<p>Regular <b>engagement</b> with our stockholders to strengthen our understanding of stockholder concerns</p>	<p><b>No stock option repricing</b>, reloads or exchanges without stockholder approval</p>
<b>At a Glance Significant At-Risk Pay</b>	

The key elements of direct executive compensation—salary, cash incentives, and equity awards—are designed to place a substantial portion of at-risk executive pay. While salaries are intended to be assured, the other two elements only have value if certain key performance results are achieved. Cash incentives are paid only upon the achievement of defined financial objectives. Grants of stock options only have value to executives if the value of the Company increases through common stock price appreciation and any applicable vesting conditions are satisfied, providing a retention benefit. Time-based restricted stock units generally provide value regardless of whether our stock price increases from the date of grant, providing a retention and inducement benefit, and performance-based restricted stock units are only earned based upon our

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achievement of certain pre-established performance goals and generally requires continued employment for vesting, providing a retention and performance benefit.

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We believe that having a combination of pay elements motivates and challenges our executives to achieve positive returns for our stockholders, reflecting our philosophy that, in addition to being market-based, the total compensation of our Named Executive Officers should be competency-paced and contribution-driven. The graph and table below illustrate the relative mix of pay in 2016 for our Named Executive Officers, comprised of base salary, the potential value of the target annual cash incentive earned in 2016 and paid in 2017, and the aggregate grant date fair value of the stock options (based on a Black-Scholes valuation at the time of grant) and retention-focused restricted stock unit awards granted in 2016 (the 2016 equity award mix was 50% options and 50% time-based restricted stock units, with no performance-based restricted stock units due to the proposed transaction with Aetna). See the tables entitled Summary Compensation Table and Grants of Plan-Based Awards that follow this report for greater detail.

**2016 Compensation Mix****CEO Compensation Mix****Other NEO Compensation Mix****2016 At-Risk Compensation**

Named Executive Officer	Base Salary <sup>(1)</sup>	AT-RISK COMPENSATION	
		Target Annual Incentive	Long-Term Incentive <sup>(1)</sup>
Bruce D. Broussard	\$ 1,236,000	\$ 1,854,000	\$ 8,750,000
Brian A. Kane	\$ 636,540	\$ 636,540	\$ 1,550,000
James E. Murray	\$ 835,845	\$ 835,845	\$ 2,400,000
Jody Bilney	\$ 573,710	\$ 573,710	\$ 1,550,000
Timothy S. Huval	\$ 573,710	\$ 573,710	\$ 1,550,000
<b>CEO</b>	<b>10.4%</b>	<b>15.7%</b>	<b>73.9%</b>
<b>All Other NEOs (in the aggregate):</b>	<b>21.3%</b>	<b>21.3%</b>	<b>57.4%</b>

- (1) Long-term incentive compensation includes aggregate grant date fair value of stock option awards and grant date value of restricted stock unit awards granted in 2016. In 2016, the Committee approved certain adjustments to outstanding performance-based restricted stock units granted in 2014, and the incremental value of such adjustments is not included in the table above. For more information, refer to Elements of Compensation Long Term Equity Awards in this Compensation Discussion & Analysis section.

Table of Contents**Elements of Compensation**

The discussion below provides information about the various considerations taken into account with respect to our 2016 compensation program for our Named Executive Officers, including base salary, annual cash incentives, equity awards, retirement plans, severance, and perquisites.

**Base Salary**

Base salary levels are established to ensure the attraction, development and retention of superior talent while also taking into account an individual executive's performance. For our Named Executive Officers, base salaries were established, in conjunction with other components of total compensation, with consideration of the market median.

Base salary for our Named Executive Officers is determined by an assessment of:

individual Named Executive Officer performance;

internal pay equity;

the need to attract, motivate and retain qualified executives in a highly-competitive market;

changes in individual Named Executive Officer responsibilities; and

relevant external benchmarking.

As in prior years, the Committee reviewed base salary information developed by our human resources associates and the Committee's independent compensation consultant to establish market data. We consider the market median when establishing individual salaries, which typically range from the 25<sup>th</sup> to the 75<sup>th</sup> percentile, although we also recognize the need to attract, motivate and retain qualified executives in a highly-competitive market. In addition, per the terms of our merger agreement with Aetna, we were required to obtain the prior approval of Aetna before enacting any increases to the base salary of any of our executive officers, including our Named Executive Officers. As such, for 2016, the Committee increased the base salaries of the Named Executive Officers by 3% as shown below:

**2015-2016 Base Salary Comparison**

Named Executive Officer	2015 Base Salary <sup>(1)</sup>	2016 Base Salary <sup>(1)</sup>	% Increase	2016 Market Median <sup>(2)</sup>
Bruce D. Broussard	\$1,200,000	\$1,236,000	3%	\$1,215,000
Brian A. Kane	\$618,000	\$636,540	3%	\$750,000
James E. Murray	\$811,500	\$835,845	3%	\$800,000
Jody Bilney	\$557,000	\$573,710	3%	\$663,000
Timothy S. Huval	\$557,000	\$573,710	3%	\$663,000

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- (1) For each Named Executive Officer, the amounts disclosed represent the annualized base salary for 2015 and 2016.
- (2) Based on relevant external benchmarking of Named Executive Officers by our independent compensation consultant.



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### **Annual Cash Incentives**

#### *Incentive Plan Objectives*

Our annual incentive compensation plans ensure a portion of each Named Executive Officer's compensation is at-risk by linking such portion of compensation to certain key performance objectives and rewarding them, when appropriate, for their efforts in optimizing our profitability and growth consistent with sound and ethical business practices, and an appropriate level of risk-taking.

#### *Description of the Plan for Named Executive Officers*

Our Committee established the target percentages of 2016 base earnings paid at each of the threshold, target and maximum levels through a process of external benchmarking of total compensation against our peer group. These percentages reflect our philosophy of targeting total compensation at the median, while recognizing that a significant percentage of total compensation should be performance-based. For our CEO, the 2016 target bonus opportunity, as a percentage of base salary, was consistent with our peer group median of 150%, and the maximum bonus opportunity of 225% (150% at target) was below our peer group median of 300% (200% at target). For our other Named Executive Officers, the 2016 target bonus opportunity was consistent with our peer group median of 100%, and the maximum bonus opportunity of 150% was below our peer group median of 200%.

The Committee may determine that certain adjustments will be made in evaluating whether the performance targets have been met (e.g., disposition or acquisition of a business, gains or losses resulting from material litigation, debt refinancing costs, or the effect of changes in accounting principles during the performance period). During 2016, each of our Named Executive Officers participated in the MIP.

For 2016, our Committee continued to incorporate certain elements that align all leaders to our shared enterprise vision:

The Committee set 2016 MIP targets based 80% upon EPS and 20% upon certain pre-established consumer health metrics, to incentivize our executives to take actions to improve the health of our members.

EPS provides enterprise focus on driving profitability and reinforces the importance of operational and strategic priorities. Consumer health metrics measure the participation of our members in programs and services that improve their health outcomes and lead to lower costs.

Due to inclusion of a funding gate, no cash incentive would be earned if we do not achieve a minimum EPS performance threshold.

The merger agreement provides that, had the merger with Aetna been consummated before the end of the 2016 performance period, 2016 MIP for the pre-closing period would have been based upon the actual performance during that period. To plan for this potential mid-year close, and to mitigate some of the potential seasonality in our monthly actual EPS results, the Committee introduced a target corridor.

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*EPS Performance Metric*

For 2016, our Committee pre-established threshold, target and maximum EPS achievement payout levels to determine the final value of the award for our Named Executive Officers.

The Committee maintained EPS as 80% of the overall performance target because it believed that, when considering compensation for 2016, those individuals with the greatest responsibility for the strategy, implementation and success of the organization should have a substantial portion of their compensation linked to the achievement of a financial goal. The Committee felt that attainment of an EPS goal would be a meaningful reflection of the success of our financial objectives and business plan, since EPS is a comprehensive measure of income, focuses management on profitable growth and expense control, and is viewed as a strong indicator of sustained performance over the long term. To enable determination of the pre-closing MIP payment had the proposed transaction with Aetna closed during 2016, the Committee pre-established monthly and annual EPS metrics to provide a direct link between executive compensation and a key performance measure of the Company.

*Consumer Health Participation Performance Metric*

The consumer health participation performance metric, or CHP, focuses on increasing the levels of participation by our members in various programs and services proven to improve health outcomes and lower the cost of care. For 2016, the Committee maintained the five leading indicators of health outcomes to measure CHP performance that were introduced in 2015. These were selected on the basis of being applicable to the medical lines of our business, and the Company's overall business outcomes, and were consistent with furtherance of our integrated care delivery strategy. Furthermore, they are closely aligned to the Company's strategic vision of improving the health of the communities we serve 20% by 2020 and by making it easier for people to achieve their best health. For 2016, the Committee believed it to be culturally important to pay for performance associated with improving health outcomes for our members.

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The Committee applied these principles and determined that the following CHP components would be evaluated, averaging the performance results of each component into a single overall score:

CHP Component	Description	Weighting
Health Risk Assessment Completion (HRA)	The HRA assessment allows us to identify the new members who have the highest risk and need for our clinical programs.	22.5%
Humana At Home Chronic Care Program (HCCP) Engagement	HCCP care managers help individual members better manage their chronic conditions and achieve better health outcomes.	22.5%
In-Home Assessment Acceptance	The in-home health and wellbeing assessment is designed to fully document a member's health status and engage the member in our clinical programs.	22.5%
Humana Pharmacy Usage	We believe that the use of Humana Pharmacy, our mail order pharmacy service, by our members leads to higher medication adherence.	22.5%
Humana Vitality Participation	Maintaining health and wellness is critical for our group members, and the Vitality program connects them to online health programs and services designed to improve and maintain their health.	10%

The performance levels were challenging goals, designed to reward our associates only for exemplary performance in taking actions to improve the health of our members. The threshold performance level for each CHP component was set above our 2015 results, and the target and maximum levels were set to appropriately reflect an increase over our historical performance, taking into account our projected new member growth.

*2016 Incentive Plan Results*

For 2016, the Committee approved a funding rate of 106.5% for our 2016 MIP results, measured in accordance with the following goals and resulting performance:

Measure	Performance Required for Payout			Results	Weight	Funding Rate	Total Funding
	Min 50%	Target 100%	Max 150%				
EPS	\$7.52	\$8.41 - \$9.59	\$10.18	\$9.45*	80%	100%	80.0%
CHP Metrics	54.5%	57.5%	60.3%	59.3%	20%	132.5%	26.5%
							<b>106.5%</b>

\* Adjusted earnings per share, as described below.

In 2016, when reporting our financial results, we adjusted our earnings per share (EPS) results under generally accepted accounting principles (GAAP) to exclude certain non-recurring items that are not part of our core operating plan. Our management views our adjusted EPS as a useful indicator of financial performance, and uses that figure for operational planning and decision-making purposes. The use of adjusted GAAP is also consistent with all of our peer group companies who use an EPS measure in their incentive plans. As in prior years, the Committee considered and, where appropriate, approved adjustments to our GAAP financial results for



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unusual events and revisions to our operating plan which may occur during the fiscal year for purposes of computing achievement of performance targets under our incentive compensation plan.

Our adjusted EPS for 2016 was \$9.57<sup>1</sup> (excluding transaction and integration costs associated with the proposed transaction with Aetna, amortization expense for identifiable intangibles, the write-off of risk corridor receivables established under the Affordable Care Act, an accounting change associated with expensing of stock options, and a strengthening of reserves associated with our closed block of long-term care policies). For purposes of our 2016 MIP results, the Committee considered each of these adjustments to our GAAP EPS results, in each case concluding that the adjustment would be consistent with the terms and underlying principles of our incentive compensation plan, and appropriate to approve as an exception for MIP purposes for the reasons described below:

<b>Adjusting Item</b>	<b>Effect</b>	<b>2016 EPS Reconciliation Description</b>	<b>Committee Rationale</b>
<b>GAAP EPS</b>	\$4.07		
<b>Aetna Transaction Costs</b>	\$0.64	We have incurred significant expenses in connection with closing and integration planning for the proposed transaction with Aetna.	The incurrence of integration planning and closing expenses would have been integral to the success of the combined entity post-closing in which our stockholders would have retained a significant equity stake. Additionally we did not include any merger-related expenses when the 2016 performance goals were set.
<b>Long Term Care</b>	\$2.11	We annually test assumptions underlying our reserves associated with this business, acquired in 2007, using industry actuarial tables to develop our estimates. Over the last five years, we have aggressively pursued premium rate increases and strengthened our management of claims to help mitigate our exposure. However, in the fourth quarter of 2016 we recorded an expense of \$505 million to strengthen our reserves for this closed block of business, due to changed interest rate assumptions, longer life expectancy, greater than expected utilization of benefits, and longer duration of policyholders filing claims. As a non-core aspect of our business, in late 2014 we began to pursue strategic alternatives but suspended that pursuit due to our transaction with Aetna.	Non-strategic nature of this asset, together with the suspension of a pursuit of strategic alternatives due to the proposed transaction with Aetna.

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Adjusting Item	Effect	2016 EPS Reconciliation	
		Description	Committee Rationale
<b>Risk Corridor</b>	\$2.43	The Affordable Care Act established a temporary risk corridors program designed to more evenly spread the financial risk borne by issuers on new health insurance exchanges. On November 10, 2016, the U.S. Court of Federal Claims ruled in favor of the government in one of a series of cases filed by insurers against the Department of Health and Human Services (HHS) to collect risk corridor payments, rejecting all of the insurer's statutory, contract and Constitutional claims for payment. We had maintained a receivable of approximately \$591 million in previous periods in reliance upon the interpretation previously promulgated by HHS that the risk corridor receivables were obligations of the U.S. government. Given this court decision, however, our conclusion with respect to the ultimate collectability of this receivable shifted, and accounting rules required that the receivable be written off, and we did so in the fourth quarter of 2016.	Appropriate given the uncontrollable nature of the external events that occurred the significant changes to the ACA program, the dynamics created as a result of our transaction with Aetna, the lack of legislative support of the risk corridor program, and ultimately the change in legal interpretation of the government's obligations
<b>Stock Accounting Change</b>	(\$0.12)	In March 2016, the Financial Accounting Standards Board issued a new pronouncement regarding the accounting for the tax effect of stock-based compensation. As permitted by this accounting standard, we chose to adopt this change effective as of January 1, 2016, retrospectively impacting our financial results for the first quarter of 2016.	Appropriate to exclude the accretive effect of this change in accounting because it was not contemplated when originally setting incentive compensation targets, and was the result of an external accounting change as opposed to management's performance.
<b>APPROVED EPS</b>		<b>\$9.45<sup>1</sup></b>	

<sup>1</sup> Excludes \$0.32 related to the impact of amortization associated with identified intangibles. Beginning with our first quarter 2016 results, we have been adjusting for the exclusion of amortization of identifiable intangibles to align with reporting methods used across the managed care sector.

**Long-Term Equity Awards**

Our Committee believes that equity-based compensation provides a vital link between the long-term results achieved for our stockholders and the financial rewards provided to our Named Executive Officers. From time to time, we may use the following equity compensation vehicles:

*Stock Options.* The value recognized under our stock option grants reflects absolute stock price appreciation over time. We use stock options to motivate and challenge our Named Executive Officers to achieve positive returns for our stockholders by placing key elements

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of executive compensation at risk, with a secondary benefit of retention derived from vesting conditions imposed on the stock options and a non-compete covenant embedded in our stock option agreements. Generally, stock options vest ratably over three years from the date of grant, subject to continued employment with the Company through the vesting date.

*Performance-Based Restricted Stock Units.* Performance-based equity awards in the form of restricted stock units, with vesting at the end of three years contingent upon our achievement of specified financial and business growth targets over the vesting period and continued employment with the Company through the end of the vesting period, further align the economic incentives of our Named Executive Officers to those of our stockholders. In this proxy statement, we generally refer to our performance-based equity awards by their applicable three-year performance period (for example, awards granted in 2014 are referred to as our 2014-2016 performance-based awards ).

*Time-Based Restricted Stock Units.* We may also use restricted stock unit grants to attract, retain, motivate and challenge our executives. This is accomplished through time-based vesting conditions imposed on the restricted stock units and a non-compete covenant embedded in our restricted stock unit agreements. A secondary benefit is derived from the potential added appreciation opportunity as our stock price increases. Currently, awards of restricted stock generally vest ratably in three installments over three years from the date of grant, subject to continued employment with the Company through the vesting date. For our Named Executive Officers, time-based restricted stock units are generally only used in special circumstances (e.g., retention awards) and are not part of our normal long-term incentive awards.

### *A Closer Look at How We Determine Equity Compensation*

The Committee, with the assistance of our independent compensation consultant, determines the aggregate amounts and terms of equity compensation awards for each Named Executive Officer following a review of stock programs and competitive practices at peer companies, as well as the outstanding equity information for each executive officer using tally sheets to examine the value of prior compensation decisions.

The grant value of each award reflects the executive's level of responsibility and past and expected future contributions to the Company's performance. In making equity awards, the Committee generally reviews and approves the dollar value of an award to be granted to each Named Executive Officer, based on the internal and external benchmarking of total compensation discussed above. The number of shares subject to the award is then determined using the fair market value of the award on the grant date, which, in the case of stock options, is determined using a Black-Scholes methodology.

Under the terms of our merger agreement with Aetna, the aggregate amount of our 2016 equity awards was limited to a specific level. Given this limitation, the Committee determined not to change the relative size of equity awards for our Named Executive Officers in 2016, remaining consistent with the prior year's grants.

The companies in our peer group utilize a mix of stock options, restricted stock units, performance shares/units, and cash incentive plans for long-term incentive compensation. Notwithstanding the limitations with respect to our equity award program as described above, the following summarizes the results of the Committee's external benchmarking with respect to long-term incentive compensation:

**Table of Contents****2016 Long Term Incentive Compensation**

Named Executive Officer	Humana Target Long-Term Incentive Compensation	Peer Group Median Long-Term Incentive Compensation
Bruce D. Broussard	\$ 8,750,000	\$ 8,947,000
Brian A. Kane	\$ 1,550,000	\$ 2,670,000
James E. Murray	\$ 2,400,000	\$ 3,847,000
Jody Bilney	\$ 1,550,000	\$ 1,991,000
Timothy S. Huval	\$ 1,550,000	\$ 1,991,000

*A Closer Look at our 2016 Equity Awards Mix*

For 2016, pursuant to the terms of our merger agreement with Aetna, we awarded our Named Executive Officers long-term incentive grants in the form an equal split of stock options and restricted stock unit awards (based on grant date value as described below). We believe that for 2016, this mix provided an appropriate balance between attraction, retention and motivation of executives and the creation of stockholder value given the significant uncertainty facing our organization and the need to retain our key talent during a period of lengthy regulatory review. Due to the proposed merger with Aetna and the challenges associated with structuring such awards in that operating environment, the Committee did not award performance-based restricted stock units to our Named Executive Officers in 2016.

*A Closer Look at the Performance of our 2014-2016 Performance-Based Restricted Stock Unit Awards*

In February 2014, the Committee granted performance-based equity awards to our then-serving named executive officers, with performance criteria for these awards based upon three-year cumulative goals for (a) strategic membership growth and (b) return on invested capital (ROIC) less our weighted average cost of capital (WACC), further linking executive compensation to the Company's performance. The following discloses the three-year cumulative goals included in the 2014-2016 performance-based awards, with incremental payout between steps (depending upon performance, up to 156% of the target performance-based awards may be earned):

		Strategic Membership Growth	
		Achievement at 80% Level 546,000 members	Achievement at 100% Level 683,000 members
<b>Financial:</b>	<b>&gt;0.0%</b>	Achievement at 64.0%	Achievement at 80.0%
	<b>1.0%</b>	Achievement at 80.0%	Achievement at 100.0%
<b>ROIC-WACC</b>	<b>&gt;3.0%</b>	Achievement at 100.0%	Achievement at 156.0%

The Committee based the performance goals on strategic membership growth and ROIC-WACC because the combined use of these metrics were the most comprehensive factors for driving sustainable growth and returns in our business. Achievement of the goals would be challenging and would require superior performance at either the target or maximum payout levels, considering the historical membership growth rates of both Humana and the Medicare Advantage industry as a whole, our 2014-2016 strategic plan and the implications of various ROIC-WACC results on the implementation of that plan, and the degree to which the operating success of the Company would be reflected in achievement of each performance criteria.

The Committee reviewed both the progress toward achievement of the performance goals under each of our outstanding performance-based restricted stock unit awards, as well as our need to retain our executive officers and other key associates during the prolonged regulatory review period for our proposed merger with Aetna. At



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its meeting in December 2016, the Committee weighed these factors and determined that the results for the ROIC-WACC measure for the 2014-2016 performance-based equity awards would be adjusted to exclude the effects of certain non-strategic business results. The results for ROIC-WACC were adjusted to exclude the effect of our 2016 write-off of certain receivables associated with the risk corridor premium stabilization program established under the Affordable Care Act, strengthening of our reserves associated with our non-strategic long-term care business, certain integration planning and transaction expenses in connection with the proposed transaction with Aetna, and the also the beneficial effect of a new Financial Accounting Standard Board (FASB) pronouncement regarding the accounting for the tax effect of stock-based compensation (for additional detail on these exclusions and the rationale behind the decision, please refer to the section entitled, *Annual Cash Incentives* 2016 Cash Incentive Plan Results in this proxy statement). In addition, the Committee approved the application of certain exceptions to previous years' cash incentive plan results to the ROIC-WACC measure for purposes of the 2014-2016 performance-based equity awards, in each case as disclosed in the Company's proxy statement for the relevant fiscal year and the Company's periodic earnings releases.

Accordingly, the Committee agreed that excluding the impact of these items for purposes of calculating the payouts under the 2014-2016 performance-based restricted stock unit awards (i) was consistent with past practice and appropriate as these events were not contemplated when establishing the ROIC-WACC incentive targets, (ii) resulted from external events beyond the Company's control, related to the proposed transaction with Aetna, or (iii) related to non-strategic assets of the Company. After the adjustments, the Company achieved strategic membership growth of 786,000 members, and ROIC-WACC of 1.4%, when adjusted as described above. As a result, the Committee established the total amount of shares of restricted stock earned by the Named Executive Officers under their respective 2014-2016 performance-based restricted stock units at 111% of target amounts. The accounting effect of the modification for each Named Executive Officer is detailed in the tables entitled *Summary Compensation Table* and *Grants of Plan-Based Awards* in this proxy statement, in addition to equity granted in the ordinary course in early 2016 as part of our annual long-term incentive program.

## **Other Compensation Considerations**

### **Severance/Change in Control**

#### *Mr. Broussard*

In July 2015, we entered into an amendment to our existing amended and restated employment agreement with Mr. Broussard, our President and CEO. We refer to the amended and restated employment agreement, as amended, in this proxy statement as the Broussard Agreement.

The Broussard Agreement governs any severance or change in control payments for Mr. Broussard. There are no excise tax gross-up provisions in the Broussard Agreement. For a description of the severance benefits to which Mr. Broussard would be entitled upon a termination of employment, see the section entitled *Potential Payments Upon Termination or Change in Control of the Company* in this proxy statement.

#### *Other Named Executive Officers*

The Company maintains a severance policy, which we refer to as the Severance Policy, for all of our Named Executive Officers, except for Mr. Broussard (whose severance is covered by the Broussard Agreement). The Severance Policy provides our Named Executive Officers with severance benefits upon certain qualifying terminations of employment. Benefits under the Severance Policy are calculated based on years of service with the Company, with a minimum of one year of annual base salary for any Named Executive Officer. In connection with receiving benefits pursuant to the Severance Policy, the Named Executive Officer is required to enter into a written agreement that forbids him or her from competing for a period of twelve months and includes specific

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provisions relating to non-disparagement and cooperation. For a discussion of the payments each of our Named Executive Officers would receive in the event of a termination of employment that qualifies for severance pursuant to the Severance Policy, see the section entitled Potential Payments Upon Termination or Change in Control of the Company in this proxy statement.

In addition, because we operate in a highly competitive, complex and consolidating industry, we have entered into change in control agreements, or CIC Agreements, with all of our executive officers, including our Named Executive Officers (except for Mr. Broussard, whose severance in the event of a Change in Control would be governed by the Broussard Agreement). Pursuant to the CIC Agreements, in the event that the executive's employment is terminated by the Company without Cause or by the executive for Good Reason within twenty-four months following a Change in Control (as each term is defined in the CIC Agreements), or by the Company without Cause under certain circumstances prior to a Change in Control, certain benefits will be provided to these executives.

Under the CIC Agreements, in the event of a termination of employment under the circumstances described above, these executive officers are entitled to receive a severance payment in the amount of one and one half times the sum of each executive officer's annual base salary and the target incentive compensation payable to him or her for the year in which termination occurs. In addition, health, life and disability insurance coverage would be provided, generally for a two-year period following termination unless the participant dies or is eligible for comparable coverage from another source.

All of the CIC Agreements (including the Change in Control provisions of the Broussard Agreement) provide for cash severance benefits payable only upon a double trigger (i.e., two events must occur before any severance payment is made: the executive officer must be terminated or constructively terminated as described in the CIC Agreement, and such termination must have occurred during a specified period after the Company entered into a definitive agreement, the consummation of which would result in a Change in Control, or the Change in Control has occurred), although the executives may be entitled to accelerated vesting of equity compensation granted prior to July 2, 2015, solely upon the occurrence of a Change in Control pursuant to the terms of the applicable award agreement as described in more detail in this proxy statement (equity compensation granted after July 2, 2015, provides for double trigger vesting). The Committee opted for a double-trigger, rather than providing for payments solely on the basis of a Change in Control (so called single trigger), because we believe this to be more consistent with the purpose of encouraging the continued employment and focus of our Named Executive Officers following a Change in Control. We believe that the CIC Agreements for our Named Executive Officers allowed our executives to devote their time to the duties of running our Company without being distracted by any potential Change in Control, and also have a significant retention value to the Company with respect to our Named Executive Officers. We believe that the severance multiples provided for in the CIC Agreements are appropriate because they are comparable to similarly situated senior executives across U.S. industries.

For a discussion of the payments each of our Named Executive Officers would receive in the event of a termination of employment in connection with a Change in Control or in the event of a termination of employment in other circumstances, see the section entitled Potential Payments Upon Termination or Change in Control of the Company in this proxy statement.

## **Perquisites**

We also provide certain other benefits to our Named Executive Officers as part of our competitive compensation program. The amounts expended through these programs are explained in the footnotes that follow the Summary Compensation Table. As noted, not all Named Executive Officers participate in each benefit. For 2016, these benefits included limited personal use of Company aircraft for the Named Executive Officers, an annual physical, a matching charitable gift program, supplemental life insurance benefits, financial planning assistance, and reimbursement for relocation.

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## Compensation Governance and Oversight

### Clawbacks

Our Committee has adopted a clawback policy to supplement those provisions set forth in the Sarbanes-Oxley Act of 2002 and related regulations.

The clawback policy:

applies to all executive officers;

permits the recoupment of compensation in the event of a material restatement of the Company's financials as a result of the misconduct or fraud on the part of the executive officer;

permits the recoupment of all cash-based incentives earned by the executive officer involved in the misconduct or fraud during the twelve month period following the first public issuance of the financials that are the subject of the restatement; and

grants discretion to the Committee with respect to the application of the clawback provision.

### Hedging and Pledging Transactions

We consider it improper for our associates to engage in short-term, speculative transactions in our securities, and therefore prohibit short sales of Company securities, as well as transactions designed to hedge or offset any decreases in the market value of Company securities, including transactions in puts, calls or other derivative securities. We therefore have a policy prohibiting directors and executive officers from engaging in certain monetization transactions, including holding Company securities in margin accounts or pledging Company securities as collateral.

### Stock Ownership Guidelines

The Board of Directors believes that linking a significant amount of an executive's current and potential future net worth to the Company's success, as reflected in the stock price, gives the executive a stake similar to that of our stockholders. Consequently, the Board of Directors has established stock ownership guidelines for the Company's executive officers.

Expressed as a multiple of base salary, minimum levels of Humana common stock ownership, excluding Shares held in retirement accounts and unexercised stock options, are:

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Chief Executive Officer:	five times base salary
Direct reports to the CEO (including all NEOs):	three times base salary
All other Section 16 officers:	two times base salary

In addition, the stock ownership guidelines provide that any Shares owned by an executive officer (or shares received upon the exercise of stock options or vesting of restricted stock or restricted stock units, less an amount to cover current tax liabilities) must be held by the executive officer until the relevant multiple is reached and thereafter maintained.

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### **Consideration of Advisory Votes**

The Dodd-Frank Wall Street Reform and Consumer Protection Act, enacted on July 21, 2010 (which we refer to as the Dodd-Frank Act), requires that we include in our proxy statement a non-binding advisory stockholder vote to approve the compensation of our Named Executive Officers as described in the Compensation Discussion and Analysis section, the compensation tables and the accompanying narrative disclosure, set forth in the proxy statement for that meeting (commonly referred to as a Say-on-Pay vote). At our 2011 Annual Meeting, our stockholders voted for the approval of an annual advisory vote with respect to our Named Executive Officer compensation (instead of a Say-on-Pay vote every two or three years), and our Board of Directors considered and accepted this stockholder vote and management's recommendation regarding the frequency of future stockholder advisory votes with respect to our Named Executive Officer compensation. Since this stockholder vote on the frequency of future stockholder advisory votes with respect to Named Executive Officer compensation occurred six years ago, as required under the Dodd-Frank Act, we have included in this proxy statement our Board's recommendation that our stockholders approve, on an advisory basis, the continuation of an annual Say-on-Pay advisory vote with respect to the compensation of our Named Executive Officers.

Last year, at our 2016 Annual Meeting of Stockholders, our stockholders again voted their approval of the compensation of our Named Executive Officers with approximately 97% of the votes cast voting in favor of the proposal. The Committee considered the results of this advisory vote in determining the Company's compensation policies and decisions, and has determined that these policies and decisions are and have been appropriate and in the best interests of the Company and its stockholders.

### **Compensation Consultants**

The Committee retains an independent compensation consultant to ensure that the Committee has objective information needed to make informed decisions in the best interests of stockholders based on compensation trends and practices in public companies, and to provide assistance to the Committee in evaluating our executive compensation policy and programs.

#### **Role of the Independent Compensation Consultant**

Advise on the interpretation of various rules and regulations impacting executive compensation

Review with the Committee management's proposals and initiatives

Provides certain data on competitive pay levels

Undertakes special projects on behalf of the Committee.

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In accordance with the Committee's Charter, the Committee has the sole authority to determine the compensation for, and to terminate the services of, the independent compensation consultant.

For 2016, the independent compensation consultant for the Committee was Willis Towers Watson, and a representative of Willis Towers Watson attended all of the regularly-scheduled Committee meetings in 2016, including, when invited, executive sessions. In addition, in 2016 we again retained Aon Hewitt to provide certain advice to management regarding executive compensation, independent of advice provided to the Committee.

With regard to Willis Towers Watson and Aon Hewitt, the Committee has considered certain factors to determine whether such firm's service as a compensation consultant raised a conflict of interest, including, among other things:

Whether the firm provided other services to Humana;

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The amount of fees received by the firm from Humana, as a percentage of such firm's total revenue;

The firm's policies and procedures that are designed to prevent conflicts of interest;

Whether the firm's representatives providing services to the Committee have any business or personal relationship with a member of the Committee;

Whether the firm's representatives providing services to the Committee own Humana stock; and

Whether the firm's representatives providing services to the Committee, or the firm itself, have any business or personal relationship with any of our executive officers.

In 2016, we paid Willis Towers Watson approximately \$168,000 for executive compensation advisory support services provided to the Committee. In addition, the Committee considered certain advisory services provided by Willis Towers Watson, including corporate risk and broking and data services fees, in addition to risk consulting, for which services we paid approximately \$1,475,000.

After considering the above factors, the Committee determined that the service as a compensation consultant of each of Willis Towers Watson and Aon Hewitt did not raise any conflict of interest.

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## **ORGANIZATION & COMPENSATION COMMITTEE REPORT**

The Organization & Compensation Committee of the Company has reviewed and discussed the Compensation Discussion and Analysis for the year ended December 31, 2016 with management. In reliance on these reviews and discussions, the Organization & Compensation Committee recommended to the Company's Board of Directors, and the Board of Directors has approved, the inclusion of this Compensation Discussion and Analysis in this proxy statement.

All members of the Organization & Compensation Committee of the Company whose names follow submit the foregoing report.

### **ORGANIZATION & COMPENSATION COMMITTEE**

William J. McDonald, Chairman

W. Roy Dunbar

David A. Jones, Jr.

Marissa T. Peterson

- We have included an Adjusted EPS financial measure (not in accordance with Generally Accepted Accounting Principles (GAAP)) in our proxy statement as we believe that this measure, when presented in conjunction with the comparable GAAP measure, is useful to both management and our investors in analyzing our ongoing business and operating performance. The excluded items (transaction and integration costs associated with the proposed transaction with Aetna, amortization expense for identifiable intangibles, the write-off of risk corridor receivables established under the Affordable Care Act, and strengthening of reserves associated with our closed block of long-term care policies) are not recurring parts of our operating plan. Consequently, we use this non-GAAP financial measure as an indicator of business performance, as well as for operational planning and decision making purposes. Non-GAAP financial measures should be considered in addition to, but not as a substitute for, or superior to, financial measures prepared in accordance with GAAP. To reconcile the non-GAAP to the GAAP amount, a \$2.43 per share charge associated with the write-off of the risk corridor receivables, a \$0.64 per share charge for costs associated with the transaction with Aetna Inc., a \$2.11 per share charge associated with the strengthening of reserves for our closed block long-term care business, and \$0.32 for amortization associated with identified intangibles, should each be included, to arrive at GAAP EPS results of \$9.57.*



Table of Contents**EXECUTIVE COMPENSATION****Summary Compensation Table**

The following Summary Compensation Table shows the compensation earned for the time period served as an executive officer during the last three fiscal years by (i) Bruce D. Broussard, our President and Chief Executive Officer, (ii) Brian A. Kane, our Senior Vice President and Chief Financial Officer, and (iii) each of our three other highest compensated executive officers serving at December 31, 2016 (we collectively refer to these officers in this proxy statement as our Named Executive Officers ).

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Awards (\$) <sup>(1)</sup>	Awards (\$) <sup>(2)</sup>	Stock Awards (\$) <sup>(3)</sup>	Option Awards (\$) <sup>(3)</sup>	Change in Pension Value and Non-Equity Nonqualified Incentive Plan Compensation Earnings (\$) <sup>(4)</sup>	Deferred Compensation (\$) <sup>(4)</sup>	All Other Compensation (\$) <sup>(4)</sup>	Total (\$)
Bruce D. Broussard, <i>President and Chief Executive Officer</i> <sup>(5)</sup>	2016	1,235,446		11,888,551	4,370,743	1,973,624		254,036			19,722,400
	2015	1,243,087		4,374,947	4,390,051	0		331,774			10,339,859
	2014	1,118,954		5,062,498	1,689,338	1,689,620		594,991			10,155,401
Brian A. Kane, <i>Senior Vice President &amp; Chief Financial Officer</i>	2016	636,254		2,588,908	774,252	677,610		106,617			4,783,641
	2015	641,076		774,984	777,675	0		126,475			2,320,210
	2014	323,076	500,000	2,999,982	0	325,229		115,121			4,263,408
James E. Murray, <i>Executive Vice President &amp; Chief Operating Officer</i>	2016	835,470		3,648,846	1,198,818	889,775		149,721			6,722,630
	2015	842,105		1,199,933	1,204,150	0		200,992			3,447,180
	2014	786,184		1,650,003	550,593	786,184		244,177			4,017,141
Jody Bilney, <i>Senior Vice President &amp; Chief Consumer Officer</i>	2016	573,452		2,277,660	774,252	610,726		101,215			4,337,305
	2015	577,798		774,984	777,675	0		128,662			2,259,119
	2014	539,538		1,012,520	337,872	543,134		120,858			2,553,922
Timothy S. Huval, <i>Senior Vice President &amp; Chief Human Resources Officer</i>	2016	573,453		2,277,660	774,252	610,727		87,704			4,323,796
	2015	578,098		774,984	777,675	0		126,541			2,257,298
	2014	540,750	400,000	1,012,520	337,872	544,355		174,976			3,010,473

- (1) The amounts listed under the column "Stock Awards" in the Summary Compensation Table above disclose (i) the aggregate grant date fair value of equity awards granted in the 2016 fiscal year, as well as in prior periods, and (ii) the aggregate incremental fair market value calculated in accordance with FASB ASC Topic 718 in connection with a modification of certain performance-based restricted stock units, in each case calculated in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, *Compensation - Stock Compensation*. For 2015 and 2014, the aggregate grant date fair value of performance-based units are disclosed at target value for a presentation of the ranges of potential values of these performance-based awards at vesting dependent upon the achievement of performance measures, please refer to the table entitled, "Grants of Plan Based Awards" in this proxy statement. Our Named Executive Officers did not receive performance-based restricted stock units in 2016.



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As discussed under the Compensation Discussion and Analysis section of this proxy statement, the Committee determined that excluding the impact of certain items for purposes of calculating the payouts under performance-based restricted stock units granted in 2014 that vest in 2017 was consistent with past practice and appropriate as these events were not contemplated when establishing the relevant incentive targets for these awards, resulted from external events beyond our control, relate to the proposed transaction with Aetna, or relate to non-strategic assets of the Company. As a result of the Committee's determination and resulting adjustments, the performance-based restricted stock units granted in 2014 vested at 111% of the target level, rather than at a 0% level had the adjustments not been applied. Therefore, the aggregate incremental fair market value resulting from this modification included in the amounts listed above under the column Stock Awards for each Named Executive Officer is calculated as the fair market value on the date of the modification multiplied by the total number of restricted stock units expected to vest, with the following results:

Named Executive Officer	Incremental Fair Value
Bruce D. Broussard	\$ 7,513,539
Brian A. Kane	\$ 1,813,985
James E. Murray	\$ 2,448,872
Jody Bilney	\$ 1,502,737
Timothy S. Huval	\$ 1,502,737

- (2) The amounts listed under the Option Awards column in the Summary Compensation Table above disclose the aggregate grant date fair value of stock option awards granted in the 2016 fiscal year, as well as in prior periods, calculated in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, *Compensation Stock Compensation*. Note 13 to the Notes to Consolidated Financial Statements of our Annual Report on Form 10-K for the year ended December 31, 2016, describes the assumptions used to determine the grant date fair value for overall Company stock options.

The assumptions used for valuing the Named Executive Officers' stock options as a group, applying the Black-Scholes methodology, were as follows:

	2016	2015	2014
Weighted Average Fair Value at Grant Date	\$ 37.22	\$ 37.01	\$ 22.32
Expected Option Life (Years)	4.2	4.2	4.3
Expected Volatility	27.5%	27.4%	27.6%
Risk Free Interest Rate	1.1%	1.4%	1.3%
Dividend Yield	0.7%	0.7%	1.1%

- (3) For a discussion of the potential ranges that could have been earned in 2016 under the Management Incentive Plan, see the Grants of Plan-Based Awards table, and for a discussion of the actual amounts awarded to our Named Executive Officers in light of the Company's performance, see the section entitled, Elements of Compensation Annual Cash Incentives in this proxy statement.

- (4) The amounts listed under the column entitled All Other Compensation in the Summary Compensation Table above include: Company contributions to the Humana Retirement Equalization Plan and the Humana Retirement Savings Plan; personal use of Company aircraft for the Named Executive Officers; a matching charitable gift program; financial planning assistance; life insurance benefits; wellness incentives; and physicals.

**Company Contributions to the Humana Retirement Equalization Plan** (this amount is also listed in the Nonqualified Deferred Compensation table):

Bruce D. Broussard	\$ 72,783
Brian A. Kane	\$ 27,844

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James E. Murray	\$ 42,785
Jody Bilney	\$ 23,134
Timothy S. Huval	\$ 23,134

**Table of Contents****Company Contributions to the Humana Retirement Savings Plan:**

Bruce D. Broussard	\$ 19,875
Brian A. Kane	\$ 19,875
James E. Murray	\$ 19,875
Jody Bilney	\$ 19,875
Timothy S. Huval	\$ 19,875

**Personal Use of Company Aircraft:** The costs of personal use of Company aircraft was based on the aggregate incremental costs to the Company, including the lost tax deduction to the Company and personal deadhead hours.

Bruce D. Broussard	\$ 108,467
Brian A. Kane	\$ 16,257
James E. Murray	\$ 26,650
Jody Bilney	\$ 0
Timothy S. Huval	\$ 0

**Matching Charitable Contributions:**

Bruce D. Broussard	\$ 25,000
Brian A. Kane	\$ 20,000
James E. Murray	\$ 25,000
Jody Bilney	\$ 20,000
Timothy S. Huval	\$ 20,000

**Financial Planning:**

Bruce D. Broussard	\$ 19,326
Brian A. Kane	\$ 19,181
James E. Murray	\$ 19,266
Jody Bilney	\$ 19,330
Timothy S. Huval	\$ 19,646

**Other** (Includes life insurance, wellness incentives, and physicals):

Bruce D. Broussard	\$ 8,585
Brian A. Kane	\$ 3,460
James E. Murray	\$ 16,145
Jody Bilney	\$ 18,876
Timothy S. Huval	\$ 5,049

- (5) As previously noted in the section **Other Compensation Considerations Severance/Change in Control** in the **Compensation Discussion and Analysis** section of this proxy statement, the Broussard Agreement provides for the following compensation elements: (i) annual base salary of not less than \$1,120,000 (currently \$1,236,000 per annum), (ii) target annual incentive equal to 150% of his annual base salary and a maximum annual incentive equal to 150% of his target incentive (i.e., 225% of his annual base salary), (iii) a long-term incentive award to be granted at the discretion of the Committee in February of each year determined on the same basis as the Committee values such awards generally and in a form and on terms comparable to the long-term incentive awards to be granted to other senior executives, and (iv) participation in all benefit plans, including retirement plans and perquisites, made available by the Company to other senior executives.

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In addition, the Broussard Agreement provides for certain severance and other termination benefits which are described in footnote 1 to the section entitled Potential Payments Upon Termination or Change in Control of the Company in this proxy statement.

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**Grants of Plan-Based Awards**

The following table provides information about equity awards granted in 2016 under our 2011 Stock Incentive Plan, which we refer to as the 2011 Stock Plan, and the range of potential payments earned in 2016 under the MIP. A discussion of the features of each type of award is included in the footnotes that follow the table.

Name (a)	Grant Date (b)	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup>			Estimated Future Payouts Under Equity Incentive Plan Awards <sup>(2)</sup>			Of Stock or Units (#) (i)	All Other Awards: Number of Shares (#) (j)	All Other Awards: Number of Securities Underlying Options (#) (k-1)	Exercise Price (\$/Sh) (k-2)	Closing Market Price on Grant Date (\$/Sh) (k-2)	Grant Date Fair Value of Stock and Option Awards (\$) (l)
		Threshold (\$) (c)	Target (\$) (d)	Maximum (\$) (e)	Threshold (#) (f)	Target (#) (g)	Maximum (#) (h)						
Bruce D. Broussard	01/01/2016	927,000	1,854,000	2,472,000									
	02/18/2016									117,441	167.81	167.75	4,370,743
	02/18/2016									26,072		167.75	4,375,012
	12/18/2016 <sup>(6)</sup>									36,671		204.89	7,513,539
Brian A. Kane	01/01/2016	318,270	636,540	954,810									
	02/18/2016									20,804	167.81	167.75	774,252
	02/18/2016									4,618		167.75	774,923
	12/18/2016 <sup>(6)</sup>									8,853		204.89	1,813,985
James E. Murray	01/01/2016	417,922	835,845	1,253,767									
	02/18/2016									32,212	167.81	167.75	1,198,818
	02/18/2016									7,151		167.75	1,199,974
	12/18/2016 <sup>(6)</sup>									11,952		204.89	2,448,872
Jody Bilney	01/01/2016	286,855	573,710	860,565									
	02/18/2016									20,804	167.81	167.75	774,252
	02/18/2016									4,618		167.75	774,923
	12/18/2016 <sup>(6)</sup>									7,334		204.89	1,502,737
Timothy S. Huval	01/01/2016	286,855	573,710	860,565									
	02/18/2016									20,804	167.81	167.75	774,252
	02/18/2016									4,618		167.75	774,923
	12/18/2016 <sup>(6)</sup>									7,334		204.89	1,502,737

(1) Amounts calculated based upon annualized base salary, rather than actual amounts paid, for 2016. The actual payment of incentive compensation is shown in the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table under Executive

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Compensation in this proxy statement. In 2016, for our CEO, the threshold, target and maximum opportunity, as a percentage of base salary, were 75%, 150% and 200%, respectively, and for our other Named Executive Officers, were 50%, 100% and 150%, respectively.

- (2) In 2016, our Named Executive Officers were awarded 50% of their equity grants in the form of stock options and 50% in the form of time-based restricted stock units. The restricted stock units generally vest in equal annual one-third installments from the date of grant to the extent the Named Executive Officer continues to be employed through the applicable vesting date.
- (3) Stock options awarded to our Named Executive Officers are incentive stock options to the extent allowed by regulation and the balance are treated as nonqualified stock options. Stock options granted to our Named Executive Officers vest and become exercisable in equal annual one-third installments from the date of grant. The above options expire seven years from the date of grant. In the event of a Change in Control of the Company, as defined in the 2011 Stock Plan, all outstanding stock options granted prior to July 2, 2015 (other than those granted to Mr. Broussard), become fully vested and immediately exercisable in their entirety (see the section entitled Potential Payments Upon Termination or Change in Control of the Company herein for further detail and for a quantification of the acceleration of stock options upon a Change in Control). Options granted to Mr. Broussard will vest upon a qualifying termination of employment following a Change in Control. The exercise price may be paid in cash or, at the discretion of the



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Committee, in shares of our common stock valued at the fair market value on the date of exercise or any combination thereof. Under our stock plans, the Board may not reduce the exercise price for options or stock appreciation rights by re-pricing or replacing any option award.

- (4) Options under our stock plans cannot be granted at less than the Fair Market Value, defined in our stock plans as the average of the highest and lowest reported sales prices of our common stock in transactions reported on the composite tape by the NYSE on the grant date. Our stock plans were approved by our Board of Directors and by our stockholders.
- (5) Discloses the aggregate grant date fair value of restricted stock unit awards and stock option awards granted in the fiscal year, calculated in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, *Compensation Stock Compensation*. Performance-based restricted stock unit awards are disclosed at target value, based upon the probable outcome of the performance conditions.
- (6) Each Named Executive Officer was granted performance-based restricted stock units on February 18, 2014, the vesting of which was tied, in part, to the Company's return on invested capital (ROIC) less weighted average cost of capital (WACC). As discussed in the Compensation Discussion and Analysis section of this proxy statement, in December 2016, our Committee determined to exclude the impact of certain items for purposes of calculating the payouts under the 2014 performance-based restricted stock units, which resulted in a modification of those awards under applicable accounting rules. The Committee believed this action was consistent with past practice and appropriate as the excluded events (i) were not contemplated when establishing the relevant incentive targets for these awards, (ii) resulted from external events beyond our control, relate to the proposed transaction with Aetna, or (iii) related to non-strategic assets of the Company. Absent the Committee's determination and resulting adjustments, no 2014 performance-based restricted stock units would have vested for our Named Executive Officers. Therefore, the amount set forth in this row is the aggregate incremental fair market value resulting from this modification, calculated as the fair market value of each unit on the date of the Committee's action multiplied by the number of restricted stock units expected to vest as a result of the modification.

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**Outstanding Equity Awards at Fiscal Year-End**

The following table provides information on the stock option, restricted stock units and performance-based restricted stock unit holdings of our Named Executive Officers as of December 31, 2016.

Name	Option Awards				Stock Awards			Equity Incentive Plan Awards:	
	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$/Sh)	Option Expiration Date	Number of Shares or Units That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Number of Shares, Units or Rights That Have Not Vested (#)	Value of Unearned Shares, Units or Rights That Have Not Vested (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h) <sup>(11)</sup>	(i)	(j)
Bruce D. Broussard	17,335	0		72.840	02/20/20 <sup>(1)</sup>				
	25,143	25,143		102.155	02/18/21 <sup>(2)</sup>				
	39,542	79,084		164.645	02/24/22 <sup>(3)</sup>				
	0	117,441		167.805	02/18/23 <sup>(4)</sup>				
						16,519 <sup>(5)</sup>	3,370,372		
						36,671 <sup>(6)</sup>	7,482,184		
						13,286 <sup>(7)</sup>	2,710,742		
						17,383 <sup>(8)</sup>	5,346,653		
Brian A. Kane	7,004	14,010		164.645	02/24/22 <sup>(3)</sup>				

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	0	20,804	167.805	02/18/23 <sup>(4)</sup>	15,952 <sup>(9)</sup>	3,254,687
					8,853 <sup>(10)</sup>	1,806,415
					4,707 <sup>(7)</sup>	960,369
					3,079 <sup>(8)</sup>	628,208
James E. Murray	16,389	8,195	102.155	02/18/21 <sup>(2)</sup>		
	10,848	21,692	164.645	02/24/22 <sup>(3)</sup>		
	0	32,212	167.805	02/18/23 <sup>(4)</sup>		
					5,384 <sup>(5)</sup>	1,098,498
					11,952 <sup>(6)</sup>	2,438,652
					3,644 <sup>(7)</sup>	743,485
					4,768 <sup>(8)</sup>	972,815
Jody Bilney	10,057	5,029	102.155	02/18/21 <sup>(2)</sup>		
	7,004	14,010	164.645	02/24/22 <sup>(3)</sup>		
	0	20,804	167.805	02/18/2016 <sup>(4)</sup>		
					3,304 <sup>(5)</sup>	674,115
					7,334 <sup>(6)</sup>	1,496,356
					2,354 <sup>(7)</sup>	480,286
					3,079 <sup>(8)</sup>	628,208
Timothy S. Huval	0	5,029	102.155	02/18/21 <sup>(2)</sup>		
	0	14,010	164.645	02/24/22 <sup>(3)</sup>		
	0	20,804	167.805	02/18/2016 <sup>(4)</sup>		
					3,304 <sup>(5)</sup>	674,115
					7,334 <sup>(6)</sup>	1,496,356
					2,354 <sup>(7)</sup>	480,286
					3,079 <sup>(8)</sup>	628,208

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- (1) Options granted on February 20, 2013, fully vested on February 20, 2016.
- (2) Options granted on February 18, 2014, fully vested on February 18, 2017.
- (3) Options granted on February 24, 2015, vesting ratably over three years with full vesting on February 24, 2018.
- (4) Options granted on February 18, 2016, vesting ratably over three years with full vesting on February 18, 2019.
- (5) Restricted stock units awarded on February 18, 2014, fully vested on February 18, 2017.
- (6) Performance-based restricted stock units awarded on February 18, 2014, fully vested on February 18, 2017. The number of shares reported is based upon achievement of performance goals at 111% above the threshold performance based on certain adjustments made by the Committee, as discussed further in the Compensation Discussion & Analysis section of this proxy statement.
- (7) Performance-based restricted stock units awarded on February 24, 2015, vesting fully three years from the date of grant. The number of shares reported is based upon achievement of threshold performance goals.
- (8) Restricted stock units awarded on February 18, 2016, vesting ratably over three years with an initial tranche vested on December 15, 2016, and full vesting on December 15, 2018.
- (9) Restricted stock units awarded on June 2, 2014, vesting fully three years from the date of grant.
- (10) Performance-based restricted stock units awarded on June 2, 2014, vesting fully three years from the date of grant. The number of shares reported is based upon achievement of performance goals at 111% above the target performance based on certain adjustments made by the Committee, as discussed further in the Compensation Discussion & Analysis section of this proxy statement.
- (11) Based on the closing stock price on December 30, 2016 of \$204.03.

**Table of Contents****Option Exercises and Stock Vested**

The following table provides information on the stock options exercised by, and shares acquired upon the vesting of restricted stock units held by, our Named Executive Officers in 2016. Options exercised or vested restricted stock units may or may not have been sold by a particular Named Executive Officer, and the inclusion in this table of such information should not be understood to imply the actual receipt of monies.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$) <sup>(1)</sup>	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) <sup>(2)</sup>
(a)	(b)	(c)	(d)	(e)
Bruce D. Broussard			79,392	13,556,194
Brian A. Kane			1,539	317,949
James E. Murray	29,989	3,857,990	30,664	5,196,718
Jody Bilney	14,868	2,063,009	21,753	3,917,153
Timothy S. Huval	31,102	2,837,418	42,338	7,381,014

(1) The Value Realized on Exercise is based on the difference between the Fair Market Value of our common stock as reported by the New York Stock Exchange composite tape and the exercise price of the options on the date of exercise.

(2) The Value Realized on Vesting is based on the Fair Market Value of our common stock as reported on the composite tape by the NYSE on the date of vesting.

**Nonqualified Deferred Compensation**

The following table and narrative that follows provides information on the Humana Retirement Equalization Plan contributions and earnings for the Named Executive Officers in 2016.

Name	Executive Contributions in Last FY	Registrant Contributions in Last FY	Aggregate Earnings (Losses) in Last FY	Aggregate Withdrawals/ Distributions	Aggregate Balance at Last FYE
(a)	(\$)	(\$)	(\$)		(\$)

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	(b)	(c) <sup>(1)</sup>	(d)	(e)	(f)
Bruce D. Broussard		72,783	49,009		787,308
Brian A. Kane		27,844	5,808		93,020
James E. Murray		42,785	286,439		6,154,280
Jody Bilney		23,134	10,486		167,472
Timothy S. Huval		23,134	3,514		253,152

(1) The amounts listed above under Registrant Contributions in Last Fiscal Year (column c) are also included under the All Other Compensation column of the Summary Compensation Table in this proxy statement.

We have a 401(k) plan, the Humana Retirement Savings Plan, and a nonqualified, unfunded, defined contribution plan, the Humana Retirement Equalization Plan. The Internal Revenue Code imposes limitations on the contributions that may be made to a qualified plan, like our Humana Retirement Savings Plan. In 2016, once an individual is paid \$265,000 in compensation, both individual and Company contributions to the Pretax

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Savings Account of the Humana Retirement Savings Plan must cease. Any Company matching contributions that would have been made to the Pretax Savings Account of the Humana Retirement Savings Plan are credited to the Pretax Savings Account of the Humana Retirement Equalization Plan.

The benefits accrued under the Humana Retirement Equalization Plan are those Company contributions that cannot be made to the qualified Humana Retirement Savings Plan because of the IRS limitations. The maximum percentage of compensation (base salary and incentive compensation) that can be contributed by a highly compensated employee to the Humana Retirement Savings Plan is 35% for 2016. The Company matches 125% of the first 6% of employee salary deferrals. Accruals under the Humana Retirement Equalization Plan, which is unfunded, are deemed to be invested in the accounts selected by the participants. The Humana Retirement Equalization Plan allows daily rebalancing of funds and allows direction of investment elections. Benefits in the Humana Retirement Equalization Plan, as directed by the participants, are distributable upon termination of employment, death, total disability, retirement or a change in control of the Company. Distribution of benefits may take the form of a lump sum, periodic installments not to exceed twenty (20) years, or an annuity if the Humana Retirement Equalization Plan balance exceeds \$100,000. All of the Named Executive Officers, except Mr. Broussard (who elected installments for 10 years following termination), eligible for a contribution under the Humana Retirement Equalization Plan in 2016 will receive a lump sum payment upon termination.

**Table of Contents****Potential Payments Upon Termination or Change in Control of the Company**

In accordance with our past disclosure practice, the table below discloses amounts payable to our Named Executive Officers under various scenarios occurring as of December 31, 2016, assuming in each case that the merger agreement with Aetna had not been signed as of that date. The Named Executive Officers would each receive certain payments upon termination from the Company which vary in amount depending on the reason for termination. Each Named Executive Officer would also receive a specified payment in connection with a change in control of the Company. The table below provides dollar amounts for all potential payments that would be paid by us to each Named Executive Officer under various scenarios involving either a termination or a change in control. The payments to our Named Executive Officers are governed by the various agreements or arrangements described in the footnotes to the table. The timing of the payments described below to the Named Executive Officers may also be subject to the provisions of Section 409A which may delay payment.

Name and Form of Payment	Voluntary Termination (a)	Involuntary Termination without Cause (b)	Involuntary Termination for Cause (c)	Retirement(6) (d)	Death or Disability(3) (e)	Change in Control(4) (f)
<b>Bruce D. Broussard (1)</b>						
Severance	\$ 0	\$ 6,180,000	\$ 0	\$ 0	\$ 0	\$ 6,180,000
Life, Health & Other Benefits (7)	0	0	0	0	0	22,614
Stock Options (accelerated) (1)	0	0	0	0	9,819,632	9,819,632
Restricted Stock Units (accelerated) (1)	0	4,552,589	0	0	19,049,448	6,917,025
Subtotal: Termination Related Payments	\$ 0	\$ 10,732,589	\$ 0	\$ 0	\$ 28,869,080	\$ 22,939,271
Stock Options (vested) (1)(3)	25,781,498	25,781,498	0	25,781,498	25,781,498	25,781,498
Supplemental Retirement Plan (5)	787,308	787,308	787,308	787,308	787,308	787,308
Subtotal: Currently Vested Amounts	\$ 26,568,806	\$ 26,568,806	\$ 787,308	\$ 26,568,806	\$ 26,568,806	\$ 26,568,806
<b>Mr. Broussard s Totals</b>	<b>\$ 26,568,806</b>	<b>\$ 37,301,395</b>	<b>\$ 787,308</b>	<b>\$ 26,568,806</b>	<b>\$ 55,437,886</b>	<b>\$ 49,508,077</b>
<b>Brian A. Kane</b>						
Severance (2)	\$ 0	\$ 742,630	\$ 0	\$ 0	\$ 0	\$ 1,909,620
Life, Health & Other Benefits (7)	0	0	0	0	0	8,211
Stock Options (accelerated) (3)	0	0	0	0	1,288,002	1,288,002
Restricted Stock Units (accelerated) (3)	0	0	0	0	8,342,379	8,342,379
Subtotal: Termination Related Payments	\$ 0	\$ 742,630	\$ 0	\$ 0	\$ 9,630,381	\$ 11,548,212
Stock Options (vested) (3)	272,350	272,350	0	272,350	272,350	272,350
Supplemental Retirement Plan (5)	93,020	93,020	93,020	93,020	93,020	93,020
Subtotal: Currently Vested Amounts	\$ 365,370	\$ 365,370	\$ 93,020	\$ 365,370	\$ 365,370	\$ 365,370
<b>Mr. Kane s Totals</b>	<b>\$ 365,370</b>	<b>\$ 1,108,000</b>	<b>\$ 93,020</b>	<b>\$ 365,370</b>	<b>\$ 9,995,751</b>	<b>\$ 11,913,582</b>
<b>James E. Murray</b>						
Severance (2)	\$ 0	\$ 1,253,768	\$ 0	\$ 0	\$ 0	\$ 2,507,535
Life, Health & Other Benefits (7)	0	0	0	0	0	31,140
Stock Options (accelerated) (3)	0	0	0	0	2,825,035	2,825,035
Restricted Stock Units(accelerated) (3)	0	0	0	0	8,472,754	8,472,745



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Subtotal: Termination Related Payments	\$	0	\$	1,253,768	\$	0	\$	0	\$	11,297,789	\$	13,836,464
Stock Options (vested) (3)		24,959,293		24,959,293		0		24,959,293		24,959,293		24,959,293
Supplemental Retirement Plan (5)		6,154,280		6,154,280		6,154,280		6,154,280		6,154,280		6,154,280
<b>Subtotal: Currently Vested Amounts</b>		<b>\$ 31,113,573</b>		<b>\$ 31,113,573</b>		<b>\$ 6,154,280</b>		<b>\$ 31,113,573</b>		<b>\$ 31,113,573</b>		<b>\$ 31,113,573</b>
<b>Mr. Murray's Totals</b>		<b>\$ 31,113,573</b>		<b>\$ 32,367,341</b>		<b>\$ 6,154,280</b>		<b>\$ 31,113,573</b>		<b>\$ 42,411,362</b>		<b>\$ 44,950,037</b>
<b>Jody Bilney</b>												
Severance (2)	\$	0	\$	717,138	\$	0	\$	0	\$	0	\$	1,721,130
Life, Health & Other Benefits (7)		0		0		0		0		0		14,453
Stock Options (accelerated) (3)		0		0		0		0		1,797,817		1,797,817
Restricted Stock Units (accelerated) (3)		0		0		0		0		5,326,203		5,326,203
Subtotal: Termination Related Payments	\$	0	\$	717,138	\$	0	\$	0	\$	7,124,020	\$	8,859,603
Stock Options (vested) (3)		3,181,601		3,181,601		0		3,181,601		3,181,601		3,181,601
Supplemental Retirement Plan (5)		167,472		167,472		167,472		167,472		167,472		167,472
<b>Subtotal: Currently Vested Amounts</b>		<b>\$ 3,349,073</b>		<b>\$ 3,349,073</b>		<b>\$ 167,472</b>		<b>\$ 3,349,073</b>		<b>\$ 3,349,073</b>		<b>\$ 3,349,073</b>
<b>Ms. Bilney's Totals</b>		<b>\$ 3,349,073</b>		<b>\$ 4,066,211</b>		<b>\$ 167,472</b>		<b>\$ 3,349,073</b>		<b>\$ 10,473,093</b>		<b>\$ 12,208,676</b>

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Name and Form of Payment	Voluntary Termination (a)	Involuntary Termination without Cause (b)	Involuntary Termination for Cause (c)	Retirement(6) (d)	Death or Disability(3) (e)	Change in Control(4) (f)
<b>Timothy S. Huval</b>						
Severance (2)	\$ 0	\$ 764,947	\$ 0	\$ 0	\$ 0	\$ 1,721,130
Life, Health & Other Benefits (7)	0	0	0	0	0	20,297
Stock Options (accelerated) (3)	0	0	0	0	1,797,817	1,797,817
Restricted Stock Units (accelerated) (3)	0	0	0	0	5,326,203	5,326,203
Subtotal: Termination Related Payments	\$ 0	\$ 764,947	\$ 0	\$ 0	\$ 7,124,020	\$ 8,865,447
Stock Options (vested) (3)	3,126,897	3,126,897	0	3,126,897	3,126,897	3,126,897
Supplemental Retirement Plan (5)	253,152	253,152	253,152	253,152	253,152	253,152
Subtotal: Currently Vested Amounts	\$ 3,380,049	\$ 3,380,049	\$ 253,152	\$ 3,380,049	\$ 3,380,049	\$ 3,380,049
<b>Mr. Huval s Totals</b>	\$ 3,380,049	\$ 4,144,996	\$ 253,152	\$ 3,380,049	\$ 10,504,069	\$ 12,245,496

**(1) Broussard Employment Agreement**

As previously noted in the section "Other Compensation Considerations - Severance/Change in Control" in the "Compensation Discussion and Analysis" section of this proxy statement, on July 2, 2015 we entered into the Amendment with Mr. Broussard, which amended the Broussard Agreement. The table above discloses potential payments upon termination or a Change in Control that would be owed to Mr. Broussard under the Broussard Agreement, as amended on July 2, 2015.

Pursuant to the Broussard Agreement, if Mr. Broussard's employment is terminated (a) by the Company other than for Cause or Disability or (b) by Mr. Broussard for Good Reason, in addition to accrued compensation, we will pay or provide to Mr. Broussard, (i) a pro-rated portion of the annual incentive he would have earned for the entire year based on the Company's actual performance or, in the case of a calendar year that ends after a Change in Control, based on the Target Annual Incentive (a Pro-Rated Incentive Payment), (ii) an amount equal to the sum of (x) two times Mr. Broussard's then-current base salary plus (y) two times the Target Annual Incentive for the fiscal year in which the Termination Date occurs (or one times the Target Annual Incentive if the Termination Date occurs after December 31, 2016), and (iii) continuation of coverage for Mr. Broussard and his dependents under the Company's medical and dental benefit plans at the same cost to Mr. Broussard as if his employment had continued, until the earliest of 24 months following termination or the effective date of Mr. Broussard's coverage under equivalent benefits from a new employer. Mr. Broussard would have Good Reason to resign and trigger severance benefits upon the occurrence of one of the following: (i) a material and adverse change in Mr. Broussard's duties, authorities and responsibilities, (ii) a reduction in Mr. Broussard's base salary or target incentive opportunity, other than in connection with an across-the-board reduction applicable to all senior executives of the Company, (iii) the relocation of Mr. Broussard's principal place of business resulting in an increase in Mr. Broussard's one-way commute of more than 30 miles, or (iv) the failure of the Company to continue in effect a material incentive or other compensation plan unless the Company substitutes a plan providing substantially equivalent compensation opportunities.

In addition to the above, the following will apply to Mr. Broussard's equity-based compensation awards upon a termination of Mr. Broussard's employment by us without Cause or by Mr. Broussard for Good Reason in circumstances not related to a Change in Control, notwithstanding any contract provision in the applicable award agreement or plan under which the award is granted:

- i. With respect to equity awards granted after December 31, 2013, and outstanding on the termination date, a pro-rated portion of all time-based equity awards other than stock options will become vested and all restrictions on that portion will lapse as of the termination date, all unvested stock options will be forfeited, all vested stock options will remain outstanding and exercisable until the earlier of the second anniversary of the termination date and the term of the stock option, and a pro-rated portion of all performance-based equity awards other than stock options will remain outstanding until



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the end of the applicable performance period (or, if earlier, upon a Change in Control) and the vesting will be determined based on (a) actual level of performance attained, or (b) in the case of any performance period that ends after a Change in Control, the target level of performance. In the table above, time-based equity awards other than stock options are shown assuming pro rata vesting as of December 31, 2016, and performance-based equity awards other than stock options that are subject to continued vesting requirements are not included.

- ii. With respect to equity awards granted on or before December 31, 2013, and outstanding on the termination date, all time-based equity awards other than stock options will become vested and all restrictions thereon will lapse as of the termination date, all time-based stock options will become vested and exercisable as of the termination date, all performance-based stock options will become vested and exercisable as of the termination date as if the target performance level had been attained, all vested stock options (including those that vest as of the termination date) will remain outstanding and exercisable until the earlier of the second anniversary of the termination date and the term of the stock option, and a pro-rated portion of all performance-based equity awards other than stock options will remain outstanding until the end of the applicable performance period (or, if earlier, upon a Change in Control) and the vesting will be determined based on (a) actual level of performance attained, or (b) in the case of any performance period that ends after a Change in Control, the target level of performance.

In the event that Mr. Broussard's employment is terminated by us other than for Cause or by Mr. Broussard for Good Reason within 24 months following a Change in Control (as defined in the Broussard Agreement), or by us without Cause under certain circumstances prior to a Change in Control, in addition to accrued compensation, we will pay or provide to Mr. Broussard: (i) a Pro-Rated Incentive Payment, (ii) an amount equal to two times the sum of (x) Mr. Broussard's then-current base salary plus (y) the Target Annual Incentive for the fiscal year in which the Termination Date occurs, and (iii) continuation, at the Company's expense, of all life, medical, dental, accidental death and dismemberment and disability insurance for Mr. Broussard and his dependents until the earliest of 24 months following termination or the effective date of Mr. Broussard's coverage under equivalent benefits from a new employer.

In addition to the above, the following will apply to Mr. Broussard's equity-based compensation awards upon a Change in Control Termination, notwithstanding any contract provision in the applicable award agreement or plan under which the award is granted:

- (i) all time-based equity awards other than stock options will become vested and all restrictions thereon will lapse as of the date of termination;
- (ii) all time-based stock options will become vested and exercisable as of the date of termination;
- (iii) all performance-based stock options will become vested and exercisable as of the date of termination as if the target performance level had been attained;
- (iv) all vested stock options (including those that vest pursuant to clause (ii) above) will remain outstanding and exercisable until the earlier of the second anniversary of the date of termination and the term of the stock option; and
- (v) all of the shares subject to outstanding performance-based equity awards other than stock options will remain outstanding and the vesting (which will not be prorated) will be determined based on (a) actual level of performance attained for any performance period that ends prior to the Change in Control, or (b) in the case of any performance period that ends after a Change in Control, the target level of performance. Performance-based equity awards other than stock options that are subject to continued vesting requirements are not included in the table above.

In the event that Mr. Broussard's employment is terminated due to his death or Disability, we would pay or provide (i) a Pro-Rated Incentive Payment and (ii) (A) continuation of coverage for Mr. Broussard and his dependents under our medical and dental benefit plans at the same cost to Mr. Broussard or his dependents as if



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his employment had continued, for up to 18 months, if such termination is before a Change in Control, or (B) continuation, at our expense, of all life, medical, dental, accidental death and dismemberment and disability insurance for Mr. Broussard and his dependents for 24 months, if such termination is on or after a Change in Control. In addition, any outstanding equity awards held by Mr. Broussard upon the termination of his employment due to death or Disability will be treated as follows: (i) all time-based equity awards other than stock options will become vested and all restrictions thereon will lapse as of the termination date, (ii) all time-based stock options will become vested and exercisable as of the termination date, (iii) all performance-based stock options will become vested and exercisable as of the termination date as if the target performance level had been attained, (iv) all vested stock options (including those that vest pursuant to clauses (ii) and (iii)) will remain outstanding and exercisable until the earlier of the second anniversary of the termination date and the term of the stock option, and (v) a pro-rated portion of all performance-based equity awards other than stock options that would have vested at the end of the applicable performance period had the target performance level been attained will vest as of the termination date. In the table above, performance-based equity awards are shown at the target level of performance.

Pursuant to our long-standing Company policy, the Broussard Agreement does not contain an excise tax gross-up provision with respect to payments contingent upon a change in control. The Broussard Agreement does provide that, if (i) Mr. Broussard had become entitled to payments that would have been parachute payments in connection with a change in control of the Company that would have subjected him to the excise tax under Section 4999 of the Internal Revenue Code and (ii) the aggregate amount of such payments that he would have received, after all taxes, had been less than he would have received if such payments were reduced below the threshold above which the excise tax would have applied, then (iii) such payments would have been reduced to \$1.00 below such threshold so that Mr. Broussard would not have become subject to the excise tax.

**(2) Severance Policy**

Our executive officer severance policy, which we refer to as the Severance Policy, was adopted in 1999. The Severance Policy covers all of our Named Executive Officers, except for Mr. Broussard (whose payments as of December 31, 2016 would have been covered by the Broussard Agreement, as described above). Under the Severance Policy, an executive officer involuntarily terminated for reasons not meeting the definition of good cause in the Severance Policy will receive one year's base salary plus one additional month's base salary for each of the first six full years of service up to a maximum of eighteen months base pay. The terminated executive officer would remain eligible to receive prorated incentive compensation to be paid at the normal time after year end, provided plan targets and other plan provisions were met. Since the calculations in the table assume a December 31, 2016 termination, incentive compensation would be paid for the full year. Under the Severance Policy, Mr. Murray would be entitled to one year's base salary plus six months base salary, since he has been with the Company for more than six years, Mr. Huval would be entitled to one year's base salary plus four months base salary, since he joined the Company effective December 31, 2012, Mr. Kane would be entitled to one year's base salary plus two months base salary, since he joined the Company in June 2014, and Ms. Bilney would be entitled to one year's base salary plus three months base salary, since she joined the Company in April 2013. These amounts are included in the table. If the Named Executive Officers were terminated in connection with a change in control, they would be eligible to receive benefits pursuant to their respective CIC Agreements (described in further detail in Note 4 below) instead of pursuant to the Severance Policy.

In connection with the receipt of any severance payments described above, the Named Executive Officer would be required to enter into a written agreement that would forbid him or her from competing with us for a period of twelve months. Such an agreement would also contain other provisions intended to prohibit the Named Executive Officer from making any disparaging remarks about us, and would also have clauses regarding cooperation and specific enforcement.

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**Table of Contents****(3) Stock Option and Restricted Stock Unit Agreements**

At December 31, 2016, the Named Executive Officers have stock options and restricted stock units (with both time-based and performance-based vesting) outstanding under our 2003 Stock Incentive Plan and our 2011 Stock Incentive Plan, which we refer to collectively as the Stock Plans. The treatment of these equity awards will vary depending upon the nature of the termination. As noted above, the treatment of Mr. Broussard's outstanding equity awards is governed by the Broussard Agreement (described in Note 1 above). The amounts disclosed in the table assume treatment of stock options and restricted stock units based on the December 30, 2016, fair market value of \$203.53.

*Voluntary Termination.* Under the Stock Plans, upon a voluntary termination for reasons not having to do with Cause or Retirement, in each case as defined below, each Named Executive Officer would have 90 days to exercise any vested options, but in no event beyond the expiration date. Any unvested restricted stock units would be forfeited upon a voluntary termination for reasons not having to do with Cause or Retirement, in each case as defined below; provided, however, that the Committee may determine, in its sole discretion, that the restrictions on some or all of such unvested shares of unvested restricted stock units shall immediately lapse upon such termination.

*Involuntary Termination without Cause.* Under the Stock Plans, upon an involuntary termination by the Company for reasons other than Cause, all unvested stock options held by our Named Executive Officers would be forfeited. Any unvested restricted stock units held by our Named Executive Officers would also be forfeited. In addition, our equity grant agreements contain non-compete and non-solicit provisions that only remain in full force and effect following an involuntary termination by the Company for reasons other than Cause if we pay an amount at least equal to the Named Executive Officer's then current annual base salary. Any such amounts that could be paid post-termination to enforce non-compete and non-solicit provisions are not included in the table above.

*Involuntary Termination for Cause.* Under the Stock Plans, in the event of termination for Cause, all options and unvested restricted stock units are forfeited for all Named Executive Officers, regardless of whether the options are vested. Under the Stock Plans, Cause is defined as a felony conviction of a Participant or the failure of a Participant to contest prosecution for a felony, or a Participant's willful misconduct or dishonesty, any of which is determined by the Committee to be directly and materially harmful to the business or reputation of the Company or its Subsidiaries.

*Retirement.* Under the Stock Plans, an eligible Retirement means a combination of age and years of service with the Company totaling 65 or greater, with a minimum required age of 55 and a minimum requirement of five years of service. With respect to grants of options prior to July 2, 2015, in the event of an eligible Retirement by a Named Executive Officer, any outstanding options (x) that have vested as of the retirement date of that Named Executive Officer will be exercisable within two years of such retirement date, and (y) that have not vested as of the retirement date of that Named Executive Officer will continue to vest according to their original vesting schedule and will be exercisable within two years of the vesting date of such options. In the event of an eligible Retirement by a Named Executive Officer, any unvested restricted stock units will continue to vest according to their original vesting schedule. Mr. Murray met the definition for eligible retirement on January 1, 2010, therefore options awarded to him after that date continue to vest according to their original vesting schedule upon retirement. For awards granted after July 2, 2015, in the event of an eligible Retirement by a Named Executive Officer, any outstanding options and restricted stock units will vest pro rata.

*Death or Disability.* Under the Stock Plans, in the event of death or Disability of a Named Executive Officer, all outstanding options shall become immediately exercisable in full and the Named Executive Officer, or his estate or representative shall have two years to exercise the options regardless of the expiration date. Under the Stock Plans, in the event of death or Disability of a Named Executive Officer, any unvested restricted stock units shall immediately vest, and any unvested shares of performance-based restricted stock units will vest at the maximum level.

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*Change in Control.* In the event of a Change in Control, other than equity awards granted to Mr. Broussard, all unvested restricted stock units granted prior to July 2, 2015, shall immediately vest, and all options granted prior to July 2, 2015, shall become immediately exercisable in full. If a Named Executive Officer is terminated (except for Cause) within three years of the Change in Control, the Named Executive Officer shall have two years to exercise these options, but in no event beyond the expiration date. See the amounts as set forth in the table under Change in Control. In addition, all performance-vested equity-based awards will vest at the maximum level of achievement. In addition, our equity grant agreements contain non-compete and non-solicit provisions that only remain in full force and effect following a Change in Control if the acquirer or successor to the Company following the Change in Control pays an amount at least equal to the Named Executive Officer's then current annual base salary plus maximum bonus. Any such amounts that could be paid following a Change in Control to enforce non-compete and non-solicit provisions are not included in the table above.

**(4) Change in Control Agreements and Benefits**

We have entered into agreements with all executive officers, including the Named Executive Officers (other than Mr. Broussard, whose payments in the event of a Change in Control as of December 31, 2016, were covered by the Broussard Agreement), as well as certain key management employees, which provide certain benefits in the event the executive's employment is terminated by the Company without Cause or by the executive with Good Reason within twenty-four months following a Change in Control (as each term is defined in the CIC Agreements), or by the Company without Cause under certain circumstances prior to a Change in Control. Under these agreements, these individuals would be entitled to receive severance pay which generally is determined by multiplying the sum of each individual's annual base salary, and the target incentive compensation payable to him or her, by a specified multiple. Each of our Named Executive Officers (other than Mr. Broussard) would receive a payment in the amount of one and one-half times the sum of his base salary and target bonus in the event of a Change in Control. Assuming a Change in Control had occurred at December 31, 2016, the payments set forth in the table above would have been made within ten days of the termination event (or such later date as may be required by Section 409A) by the surviving company in the Change in Control. In addition, pursuant to the terms of the applicable award agreements, in the event of a Change in Control generally all outstanding stock options, restricted stock and restricted stock units would immediately vest (other than those held by Mr. Broussard, the treatment of which is described in Note 1 above). See the discussion herein under Note 4 Stock Option, Restricted Stock and Restricted Stock Unit Agreements.

Under the Change in Control agreements, each Named Executive Officer is entitled to receive all life insurance, health insurance, dental insurance, accidental death and dismemberment insurance and disability insurance under plans and programs in which the Named Executive Officer and/or the Named Executive Officer's dependents and beneficiaries participated immediately prior to the date of termination. These benefits shall continue until the earlier of (a) the second anniversary of the date of termination, (b) the effective date of coverage under equivalent benefits from a new employer, or (c) the death of the Named Executive Officer. These benefits are valued at the amounts listed in the table above for the two year period.

Pursuant to our long-standing Company policy, we do not have any agreements with executive officers that include an excise tax gross-up provision with respect to payments contingent upon a change in control.



**Table of Contents****(5) Pension and Retirement Plans**

In the event of termination, each Named Executive Officer would receive their account balance under the Humana Retirement Equalization Plan disclosed in the Nonqualified Deferred Compensation table together with their Humana Retirement Savings Plan benefit. The Humana Retirement Savings Plan is a qualified 401(k) plan generally available to all Humana associates. The amounts below include both the individual's contribution and the Company's contributions. At December 31, 2016, the account balances under the Humana Retirement Savings Plan for the Named Executive Officers are as follows (which amounts are not included in the table):

Bruce D. Broussard	\$ 251,759
Brian A. Kane	\$ 123,387
James E. Murray	\$ 3,481,890
Jody Bilney	\$ 188,140
Timothy S. Huval	\$ 175,840

The Humana Retirement Savings Plan amounts are payable under various forms of distribution, the specific form to be elected by the participant. The forms of distribution are a single lump sum in cash or our common stock (if invested in the Humana common stock fund); substantially equal monthly, quarterly, or annual installments for a period of 5, 10, 15 or 20 years not to exceed the life expectancy of the participant, or the joint and last survivor expectancy of the participant and a designated beneficiary.

**(6) Retirement**

As noted above, under the Stock Plans, the definition of retirement eligibility means a combination of age and years of service with the Company totaling 65 or greater, with a minimum required age of 55 and a minimum requirement of five years of service. For additional information on the stock options, restricted stock and restricted stock units held by each of our Named Executive Officers, please refer to the table entitled, "Outstanding Equity Awards at Fiscal Year End" in this proxy statement. The table above does not include amounts that would be realized from this continued vesting of stock option, restricted stock and restricted stock unit awards.

**(7) Life, Health and Other Benefits**

Upon termination (other than a termination in connection with a Change in Control as described above), all officers elected by our Board of Directors, including our Named Executive Officers (other than Mr. Broussard, whose benefits are governed by the Broussard Agreement as described in Note 1 above), are eligible for continuation of health and dental coverage pursuant to COBRA (other than Mr. Murray, who is grandfathered under a previously-existing benefit that provides, upon termination, health benefits for himself and his eligible dependents until the earlier of attainment of age 65 or obtaining other coverage). Such coverage is not included in the table above (except for a Change in Control, where a two year expense for health benefits is included).

In the event of death, the estate of each Named Executive Officer is entitled to receive a life insurance benefit in the amount of three times the current base salary of the officer (up to a maximum of \$3 million), reduced by 7% per year after the age of 60 has been attained. As of December 31, 2016, the amount payable under such death benefit, which is not included in the table above, is as follows for our Named Executive Officers:

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Bruce D. Broussard	\$ 3,000,000
Brian A. Kane	\$ 1,909,620
James E. Murray	\$ 1,875,000
Jody Bilney	\$ 1,721,130
Timothy S. Huval	\$ 1,721,130

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## **CERTAIN TRANSACTIONS WITH MANAGEMENT AND OTHERS**

The Board of Directors has determined that there are no material transactions involving a director of the Company. For a discussion of the transactions reviewed, please see the discussion under **Independent Directors** herein.

The Board of Directors has determined that there are no material transactions involving an executive officer or greater than 5% shareholder, other than as follows:

A brother-in-law of Mr. Murray, a Named Executive Officer, is employed as a Director, Service Operations in the Accounts Installation Department, and received a salary and incentive of approximately \$395,100 for 2016, as well as benefits consistent with those provided to other employees with equivalent qualifications and responsibilities.

During 2016, the Company had an agreement with BlackRock, Inc., or BlackRock, which holds greater than five percent of the Company's outstanding stock as of December 31, 2016. Under this agreement, BlackRock provided fixed income investment management services to the Company, for which the Company paid approximately \$3.6 million in fees for the year ended December 31, 2016. The fees were determined solely on the amount of assets under management, and, to our knowledge, were comparable to those of non-affiliated customers.

During 2016, the Company had various business relationships with JP Morgan Chase & Co., or JPMorgan, which holds greater than five percent of the Company's outstanding stock as of December 31, 2016. Under these relationships, JPMorgan: (i) provided agent services and credit in connection with our amended and restated credit agreement; (ii) served as the issuer of our travel and entertainment corporate credit cards; (iii) provided investment custody services; and (iv) provided general banking services. For all of the services provided to Humana by JPMorgan, we paid approximately \$7.4 million in fees and expenses to JPMorgan for the year ended December 31, 2016, and the rates in each case, to our knowledge, were comparable to those of non-affiliated customers.

The Board of Directors has adopted a policy for review, approval and monitoring of transactions involving the Company and directors and executive officers or their immediate family members, or stockholders owning five percent or greater of the Company's outstanding stock. The policy covers any related person transaction that meets the minimum threshold for disclosure under the SEC's regulations. The Related Party Transaction Approval Policy may be viewed on our website. From the [www.humana.com](http://www.humana.com) website, click on **Investor Relations**, then click on **Corporate Governance**, and then click on the link entitled **Related Persons Transactions Policy**. Pursuant to that policy, our Board of Directors has approved the continuation for 2017 of the above described relationships.

Table of Contents**AUDIT COMMITTEE REPORT**

Our Audit Committee currently is comprised of four directors. All members are independent and are financially literate as defined in the NYSE listing standards. The Board of Directors has determined that Messrs. D Amelio, O Brien and Mitchell each meet the definition of audit committee financial expert. The Board of Directors has adopted a written charter for the Committee.

As set forth in its Charter, our Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent registered public accounting firm engaged to prepare the audit report or perform other audit, review or attestation services. The Audit Committee has retained PricewaterhouseCoopers LLP, or PwC, as the Company's independent registered public accounting firm for fiscal 2017. PwC has been retained as the Company's independent registered public accounting firm continuously since 1968.

The Audit Committee reviews Humana's financial reporting processes on behalf of the Board of Directors. In fulfilling its responsibilities, the Audit Committee has reviewed and discussed the audited financial statements contained in our Annual Report on Form 10-K for the year ended December 31, 2016, with Humana's management and its independent registered public accounting firm, PwC. Management is responsible for the financial statements and the reporting process, including its assessment of our internal control over financial reporting. PwC is responsible for expressing an opinion on the conformity of those audited financial statements with accounting principles generally accepted in the United States of America. Management has represented to PwC and the Audit Committee that our consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States of America. The Audit Committee discussed with PwC the matters required to be discussed by Auditing Standard No. 16, *Communications with Audit Committees*. In addition, the Audit Committee has discussed with PwC its independence from Humana and its management including the matters in the written disclosures required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence.

During 2016, the Audit Committee met independently with our Chief Audit Officer, our Chief Compliance Officer, key members of management, and PwC regarding our business, current and planned audit activities, and risks that could impact the Company and management actions to mitigate those risks. The Audit Committee, in consultation with management, Internal Audit, and PwC, reviewed our quarterly financial statements and earnings releases. The Audit Committee reviewed our annual financial statements. Audit Committee members individually reviewed our monthly operating and financial information as well as internal audits of controls over operations, financial processes, and compliance with laws and regulations.

The Audit Committee reviewed and evaluated the relevant requirements of the Sarbanes-Oxley Act of 2002, the rules of the SEC and the listing standards of the NYSE regarding audit committee procedures and responsibilities, including a review of our internal controls and procedures.

The Audit Committee reviewed and approved the services provided by PwC to us consisting of the following:

	<b>For The Years Ended December 31</b>	
	<b>2016</b>	<b>2015</b>
Audit Fees	\$ 6,385,000	\$ 5,429,000
Audit Related Fees	1,880,100	1,064,000
Tax Fees	274,240	262,520
All Other Fees	175,000	329,600
<b>TOTAL</b>	<b>\$ 8,714,340</b>	<b>\$ 7,085,120</b>

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Audit Fees include activities relating to the attestation of our consolidated financial statements, the audit of internal control over financial reporting, statutory and other separate company audits and related services, and consultations related to miscellaneous SEC and financial reporting matters, including the proposed merger with Aetna Inc.

Audit Related Fees include activities relating to the attestation of our employee benefit plans, reports issued pursuant to Statement on Standards for Attestation Engagements No. 16, *Reporting on Controls at a Service Organization*, and mandated regulatory and compliance reviews. No amounts were paid for financial systems design and implementation.

Tax Fees include activities relating to tax compliance, consultation and support services.

All Other Fees include activities related to advisory services, including in connection with the proposed merger with Aetna Inc., and the annual renewal of software licenses for accounting research.

The Audit Committee discussed with our internal auditors and with PwC the overall scope and plans for their respective audits. At each meeting, the Audit Committee is provided the opportunity to meet with the internal auditors and with PwC with and without management present, and, in fact, met with the internal auditors and with PwC with and without management present in connection with each regularly scheduled Board of Directors meeting in 2016.

The Audit Committee has established policies and procedures for pre-approving all audit, review and attest services that are required under the securities laws and all other permissible tax and non-audit services necessary to assure PwC's continued independence. The Audit Committee annually pre-approves the following permissible non-audit services:

related assurance and attestation services;

risk and control services;

transaction services; and

tax services.

The fees shown in the table above were all pre-approved in accordance with these policies and procedures. The Audit Committee separately will consider any proposed retention of the independent registered public accounting firm for permissible non-audit services other than those listed above. The Audit Committee is responsible for the audit fee negotiations associated with the Company's retention of PwC.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors, and the Board has approved, that the audited financial statements be included in the Humana Annual Report on Form 10-K for the year ended December 31, 2016.

All members of the Audit Committee of Humana submit the foregoing report:

AUDIT COMMITTEE

Frank A. D. Amelio, Chairman

William E. Mitchell

David B. Nash, M.D.

James J. O'Brien

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**PROPOSAL TWO: RATIFICATION OF  
APPOINTMENT OF INDEPENDENT REGISTERED  
PUBLIC ACCOUNTING FIRM**

**Background**

The Board of Directors, in accordance with the recommendation of its Audit Committee, believes that the continued retention of PwC as the Company's independent registered public accounting firm is in the best interests of the Company and its stockholders, and therefore has appointed PwC to audit the consolidated financial statements of the Company for the year ending December 31, 2017. In making this appointment, the Board considered the performance and independence of PwC, including whether any non-audit services performed by PwC are compatible with maintaining independence. The Audit Committee and Board of Directors believe that PwC has invaluable long-term knowledge of Humana. While preserving that knowledge, partners and employees of PwC engaged in audits of Humana are periodically changed, giving Humana access to new expertise, experience and perspectives.

We are asking our stockholders to ratify the appointment of PwC as our independent registered public accounting firm. Although ratification is not required by our Charter, Bylaws, Delaware law or otherwise, the Board is submitting the appointment of PwC to our stockholders for ratification because we value our stockholders' views on our independent registered public accounting firm. If our stockholders fail to ratify the appointment, it will be considered as a non-binding recommendation to the Board and the Audit Committee to consider the appointment of a different firm for fiscal year 2018. Even if the appointment is ratified, the Board and the Audit Committee may select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and our stockholders. We expect that representatives of PwC will be present at the Annual Meeting and will be afforded the opportunity to make a statement if they desire to do so and to respond to appropriate questions.

**Vote Required and Recommendation of the Board of Directors**

The affirmative vote of a majority of the votes present and entitled to vote with respect to the proposal is required for the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm. Shares not present at the meeting have no effect on the ratification of the appointment of PricewaterhouseCoopers LLP, while shares voting "abstain" will be counted as "against" votes. Pursuant to NYSE regulations, brokers and other NYSE member organizations have discretionary voting power over the ratification of the appointment of the Company's independent registered public accounting firm.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.**

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## **PROPOSAL THREE: NON-BINDING ADVISORY VOTE WITH RESPECT TO THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS**

### **Background**

The Dodd-Frank Act required that we include in our 2011 proxy statement a non-binding advisory stockholder vote with respect to the frequency of future advisory votes regarding the compensation of our Named Executive Officers as described in the Compensation Discussion and Analysis section, the compensation tables and the accompanying narrative disclosure, set forth in this proxy statement (commonly referred to as Say-on-Pay ).

At our 2011 Annual Meeting, held on April 21, 2011, our stockholders recommended an annual Say-on-Pay vote, and our Board of Directors subsequently adopted that recommendation. In 2017, we are therefore asking our stockholders to vote on the following resolution:

*RESOLVED, that the stockholders of Humana Inc. approve, on an advisory basis, the compensation of the Company's Named Executive Officers, as described in the Compensation Discussion and Analysis section, the compensation tables, and the accompanying narrative disclosure, set forth in the Company's proxy statement.*

The compensation of our Named Executive Officers is disclosed in the Compensation Discussion and Analysis, the compensation tables, and the related disclosures contained in this proxy statement. As discussed in those disclosures, our philosophy is that compensation should be market-based, competency-paced and contribution-driven. Our compensation programs are designed to challenge participants as well as reward them for superior performance for our Company and our stockholders, with an emphasis on pay-for-performance principles to align the interests of our Named Executive Officers with those of our stockholders. Our compensation practices and policies enable us to attract and retain talented and experienced executives to lead the Company successfully in a competitive environment.

Your vote on this Proposal Three is an advisory one, and therefore is not binding on the Company, the Organization & Compensation Committee, or the Board. The vote will not be construed to create or imply any change to the fiduciary duties of the Company or the Board, or to create or imply any additional fiduciary duties for the Board. Nevertheless, our Board and our Organization & Compensation Committee value the opinions of our stockholders, and intend to consider any stockholder concerns evidenced by this vote. We will continue to evaluate and disclose whether any actions are necessary to address those concerns.

### **Vote Required and Recommendation of the Board of Directors**

The affirmative vote of a majority of the votes present and entitled to vote with respect to the proposal is required for the approval of the non-binding advisory vote with respect to the compensation of the Company's Named Executive Officers. Shares not present at the meeting and broker non-votes have no effect on the approval of this non-binding advisory vote, while abstentions will count as votes against. Pursuant to NYSE regulations, brokers do not have discretionary voting power over this proposal, and therefore, if you hold Shares through a broker or other NYSE member organization and do not provide voting instructions to your broker or other NYSE member organization, your Shares will not be voted with respect to this proposal. If you timely submit a signed proxy but fail to specify instructions to vote with respect to this proposal, the accompanying proxy will be voted FOR this proposal.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE PROPOSAL TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THE COMPENSATION DISCUSSION AND ANALYSIS, THE COMPENSATION TABLES, AND THE RELATED DISCLOSURES CONTAINED IN THIS**



**PROXY STATEMENT.**

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**PROPOSAL FOUR: NON-BINDING ADVISORY VOTE WITH RESPECT TO THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS**

At our 2011 Annual Meeting, held on April 21, 2011, our stockholders recommended an annual Say-on-Pay vote, and our Board of Directors subsequently adopted that recommendation. Since that vote occurred six years ago, the Dodd-Frank Act requires that we include in this proxy statement another non-binding advisory stockholder vote regarding the frequency with which the Company's stockholders will have a future advisory vote with respect to the compensation of our Named Executive Officers, as provided for in Proposal 3 above. We are therefore asking our stockholders to vote on the following resolution:

RESOLVED, that the stockholders of Humana Inc. determine, on an advisory basis, that the frequency with which the stockholders of the Company shall have a future advisory vote with respect to the compensation of the Company's Named Executive Officers set forth in the Company's proxy statement is:

Choice 1 every year;

Choice 2 every two years;

Choice 3 every three years; or

Choice 4 abstain from voting.

The Company asks that you support an annual non-binding, advisory stockholder vote on the compensation of our Named Executive Officers. In formulating its recommendation to continue with an annual advisory vote, our board of directors considered that an annual advisory vote on executive compensation allows our stockholders to provide us with their direct input on our compensation philosophy, policies and practices as disclosed in the proxy statement every year. We believe that the advisory vote on executive compensation is, at its essence, a communication vehicle, and communication is most useful when it is received in a consistent manner. Furthermore, at this time, we believe that an annual advisory vote on executive compensation continues to provide the highest level of transparency, accountability and constructive communication by enabling the vote to correspond to the compensation information presented in the accompanying proxy statement for each annual stockholders' meeting. Additionally, an annual advisory vote on executive compensation is consistent with our policy of seeking input from, and engaging in discussions with, our stockholders on corporate governance matters and our executive compensation philosophy, policies and practices. Finally, we believe that our executive compensation philosophy, policies and practices are consistent with the long-term objectives of our stockholders, and therefore welcome their views on a regular basis.

As with your vote on Proposal 3 above, your vote on this Proposal 4 is advisory, and therefore not binding on the Company, our Organization & Compensation Committee, or our Board. The vote will not be construed to create or imply any change to the fiduciary duties of the Company or the Board, or to create or imply any additional fiduciary duties for the Company or the Board. Nevertheless, our Board and our Organization & Compensation Committee value the opinions of our stockholders, and, to the extent there is a significant vote in favor of one frequency over the other options, intends to consider our stockholders' concerns in the evaluation of any appropriate next steps.

Vote Required and Recommendation of Board of Directors. The frequency (every one, two, or three years) receiving the highest number of votes will be deemed to be the choice of our stockholders with respect to the non-binding, advisory vote on the frequency of voting with respect to the compensation of the Company's Named Executive Officers. Shares not present at the meeting and Shares voting abstain or broker non-votes have no effect on the approval of this non-binding advisory vote. Pursuant to current NYSE regulations, brokers and other NYSE member organizations do not have discretionary voting power over the approval of the non-binding, advisory vote on the frequency of voting with respect to the compensation of the Company's Named Executive Officers. Therefore, if you hold Shares through a broker or other NYSE member organization

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and do not provide voting instructions to your, broker or other NYSE member organization, your Shares may not be voted with respect to this proposal. If you timely submit a signed proxy but fail to specify instructions to vote with respect to this proposal, the accompanying proxy will be voted FOR Choice 1.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR AN ANNUAL NON-BINDING, ADVISORY SHAREHOLDER VOTE WITH RESPECT TO THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.**

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## **PROPOSAL FIVE: PROXY ACCESS**

### **Background**

We have been notified by a group of stockholders that they intend to submit the resolution set forth below at the Annual Meeting for action by the stockholders. Pursuant to Rule 14a-8(I)(1) of the Securities Exchange Act of 1934, we will provide the name, address and number of shares of our common stock held by the proponents of the stockholder proposal set forth below promptly upon receipt of a written or oral request. Requests should be submitted to Humana Inc., Attention: Corporate Secretary, 500 W. Main Street, Louisville, Kentucky 40202.

### **Proposal**

**RESOLVED:** Shareholders of Humana Inc. (the *Company*) ask the board of directors (the *Board*) to take the steps necessary to adopt a proxy access bylaw. Such a bylaw shall require the Company to include in proxy materials prepared for a shareholder meeting at which directors are to be elected the name, Disclosure and Statement (as defined herein) of any person nominated for election to the board by a shareholder or group (the *Nominator*) that meets the criteria established below. The Company shall allow shareholders to vote on such nominee on the Company's proxy card.

The number of shareholder-nominated candidates appearing in proxy materials shall not exceed the larger of two or one quarter of the directors then serving. This bylaw, which shall supplement existing rights under Company bylaws, should provide that a Nominator must: a) have beneficially owned 3% or more of the Company's outstanding common stock continuously for at least three years before submitting the nomination; b) give the Company, within the time period identified in its bylaws, written notice of the information required by the bylaws and any Securities and Exchange Commission rules about (i) the nominee, including consent to being named in the proxy materials and to serving as director if elected; and (ii) the Nominator, including proof it owns the required shares (the *Disclosure*); and c) certify that (i) it will assume liability stemming from any legal or regulatory violation arising out of the Nominator's communications with the Company shareholders, including the Disclosure and Statement; (ii) it will comply with all applicable laws and regulations if it uses soliciting material other than the Company's proxy materials; and (iii) to the best of its knowledge, the required shares were acquired in the ordinary course of business and not to change or influence control at the Company.

The Nominator may submit with the Disclosure a statement not exceeding 500 words in support of each nominee (the *Statement*). The Board shall adopt procedures for promptly resolving disputes over whether notice of a nomination was timely, whether the Disclosure and Statement satisfy the bylaw and applicable federal regulations, and the priority to be given to multiple nominations exceeding the one-quarter limit.

### **Stockholder Supporting Statement**

We believe proxy access will make directors more accountable and enhance shareholder value. A 2014 study by the CFA Institute concluded that proxy access could raise overall US market capitalization by up to \$140.3 billion if adopted market-wide, with little cost or disruption. (<http://www.cfapubs.org/doi/pdf/10.2469/ccb.v2014.n9.1>)

The proposed terms are similar to those in vacated SEC Rule 14a-11 (<https://www.sec.gov/rules/final/2010/33-9136.pdf>). The SEC, following extensive analysis and input from market participants, determined that those terms struck the proper balance of providing shareholders with

viable proxy access while containing appropriate safeguards.

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The proposed terms enjoy strong investor support and company acceptance. Between January 2015 and October 2016, 95 similar shareholder proposals received majority votes and at least 270 companies of various sizes across industries enacted bylaws with similar terms.

We urge shareholders to vote FOR this proposal.

**Vote Required and Recommendation of the Board of Directors**

The affirmative vote of a majority of the votes cast on the proposal is required to adopt the resolution. Therefore, Shares not present at the meeting and Shares voting abstain or broker non-votes have no effect on the approval of this non-binding advisory vote. Pursuant to NYSE regulations, brokers do not have discretionary voting power over this proposal, and therefore, if you hold Shares through a broker or other NYSE member organization and do not provide voting instructions to your broker or other NYSE organization, your Shares may not be voted with respect to this proposal. If you timely submit a signed proxy but fail to specify instructions to vote with respect to this proposal, the accompanying proxy will be voted AGAINST this proposal.

**THE BOARD OF DIRECTORS WILL OPPOSE THIS PROPOSAL IF IT IS INTRODUCED AT THE 2017 ANNUAL MEETING AND RECOMMENDS A VOTE AGAINST THIS PROPOSAL FOR THE FOLLOWING REASONS:**

Our Board is committed to being stewards of strong corporate governance practices and recognizes that proxy access is an emerging governance practice important to many investors. As part of our ongoing dialogue with our stockholder, our management and Board conduct outreach in the ordinary course to our stockholders to discuss the Company's business strategy, Board and corporate governance practices and executive compensation program. We find this engagement to be an extremely helpful communication mechanism, and believe it is important that we continue dialogue with stockholders and monitor corporate governance developments in the best interests of the Company and its stockholders.

We have also monitored the adoption of proxy access to understand how it will be used in practice or what unintended consequences may result from implementing particular proxy access provisions. We are also evaluating the interplay proxy access would have with the existing thoughtful and deliberate method of director candidate selection and nomination process that our Nominating & Corporate Governance Committee currently follows. This process is designed to ensure each candidate is qualified with a robust combination of professional experience, skills, diversity of backgrounds and high ethical standards that meet the needs of the Board. Annually, our Board conducts a self-evaluation to ensure the continued effective collaboration of our Board members.

Our Board highly values stockholder viewpoints and has considered feedback received over the years in establishing strong Board and governance practices that provide stockholders with important rights and abilities, including:

All directors are elected annually;

Directors are elected by majority vote standard;

Stockholders are able to call a special meeting;

Stockholders are able to suggest director candidates through the Nominating & Corporate Governance Committee's director nomination process; and

Stockholders are able to submit proposals for consideration at our annual meeting.

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Our Board adopted these best practices in a deliberate manner to ensure all stockholder interests are represented and protected, and to minimize potential long-term negative consequences to our sound governance principles.

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We will continue to assess proxy access developments in order to gain a clear understanding of how proxy access would impact our corporate governance and, ultimately, the creation of long-term stockholder value.

**FOR THESE REASONS, THE BOARD BELIEVES THAT THIS PROPOSAL IS NOT IN THE BEST INTERESTS OF HUMANA OR OUR STOCKHOLDERS, AND THEREFORE RECOMMENDS A VOTE AGAINST THIS PROPOSAL.**



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## **INCORPORATION BY REFERENCE**

The Organization & Compensation Committee Report and the Audit Committee Report (including the reference to the independence and financial expertise of the Audit Committee members), each contained in this proxy statement, are not deemed filed with the SEC and shall not be deemed incorporated by reference into any prior or future filings made by Humana under the Securities Act of 1933, except to the extent that we specifically incorporate such information by reference into any of these future filings.

## **ADDITIONAL INFORMATION**

Our Annual Report on Form 10-K for the year ended December 31, 2016, excluding certain of its exhibits, is included with the transmittal of this proxy statement. We will provide a copy without charge to anyone who makes a written request to Humana Inc., Investor Relations Department, 500 West Main Street, Louisville, KY 40202.

Our Annual Report on Form 10-K and all other filings with the SEC may also be accessed via the Investor Relations page on our website at [www.humana.com](http://www.humana.com). From the [www.humana.com](http://www.humana.com) website, click on Investor Relations, and then click on the report you wish to review under the SEC Filings & Financial Reports subcategory.

By Order of the Board of Directors,

Joan O. Lenahan

Vice President and Corporate Secretary

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***HUMANA INC.***

***500 WEST MAIN STREET***

***21<sup>st</sup> FLOOR***

***LOUISVILLE, KY 40202***

***ATTN: JOAN O. LENAHAN***

**YOUR VOTE IS IMPORTANT**

**VOTE BY TELEPHONE OR INTERNET OR MAIL**

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on April 19, 2017. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on April 19, 2017. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Humana Inc., c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. PLEASE DO NOT MAIL BACK YOUR PROXY CARD IF YOU ARE VOTING BY TELEPHONE OR THE INTERNET.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**HUMANA INC.**

**The Board of Directors recommends you vote FOR proposals 1, 2, and 3:**

**Vote on Directors**

1. Election of Directors.

<b>Nominees:</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1a) Kurt J. Hilzinger				2. The ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm.		
1b) Bruce D. Broussard				3. The approval of the compensation of the named executive officers as disclosed in the		
1c) Frank A. D. Amelio						
1d) W. Roy Dunbar						
1e) David A. Jones, Jr.						
1f) William J. McDonald						
1g) William E. Mitchell						

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

2017  
proxy  
statement.

1i) James J. O'Brien

1j) Marissa T. Peterson

**The year**      **2 years**      **3 years**      **Abstain**

**Board  
recommends  
that  
you  
vote  
for  
ONE  
YEAR  
with  
respect  
to  
the  
following  
proposal.**

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

**The For**      **Against**      **Abstain**

**Board  
recommends  
you  
vote  
AGAINST  
the  
following  
proposal.**

5. Stockholder proposal on

proxy  
access

For address changes and/or comments, please check this box and write them on the back where indicated.

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

Signatures of stockholders should correspond exactly with the names shown on this proxy card. Attorneys, trustees, executors, administrators, guardians and others signing in a representative capacity should designate their full titles. When shares of Company Common Stock are held by joint tenants, both should sign. If a corporation, please sign in full corporate name by authorized officer. If a partnership, please sign in partnership name by an authorized person.

Signature  
[PLEASE SIGN WITHIN BOX]

Date

Signature (Joint Owners)

Date

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**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

The Notice and Proxy Statement and Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

M54103-P33258

**HUMANA INC.**

**ANNUAL MEETING OF STOCKHOLDERS**

**THURSDAY, APRIL 20, 2017**

**9:30 AM, Eastern Time**

**Corporate Headquarters**

**500 West Main Street**

**Louisville, Kentucky 40202**

**PROXY SOLICITED BY THE BOARD OF DIRECTORS**

**FOR 2017 ANNUAL MEETING OF STOCKHOLDERS**

The undersigned hereby appoints Kurt J. Hilzinger and Bruce D. Broussard, and each of them, their attorneys and agents, with full power of substitution to vote as Proxy for the undersigned, as herein stated, at the Annual Meeting of Stockholders of Humana Inc. (the Annual Meeting) to be held at the Company's headquarters at 500 West Main Street, Louisville, Kentucky 40202, on Thursday, the 20th day of April, 2017 at 9:30 a.m., Eastern Time, and at any postponements or adjournments thereof, according to the number of votes the undersigned would be entitled to vote on the proposals as set forth on the reverse side if personally present.

**THE SHARES OF COMMON STOCK COVERED BY THIS PROXY WILL BE VOTED AS SPECIFIED. IF NO SPECIFICATION IS MADE, THE PROXY WILL BE VOTED IN FAVOR OF THE ELECTION OF DIRECTORS, FOR THE RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, FOR THE APPROVAL OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THIS PROXY STATEMENT, FOR AN ANNUAL VOTE WITH RESPECT TO THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS, AND AGAINST THE STOCKHOLDER PROPOSAL, IF PRESENTED. THE UNDERSIGNED HEREBY REVOKES ANY PROXY HERETOFORE GIVEN TO VOTE OR ACT WITH RESPECT TO THE ANNUAL MEETING.**

Address Changes/Comments:

**(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.)**

**(SEE REVERSE SIDE TO VOTE)**

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