

HUMANA INC
Form 10-Q/A
December 04, 2012

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

FORM 10-Q/A

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2012

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 1-5975

HUMANA INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

61-0647538
(I.R.S. Employer
Identification Number)

500 West Main Street
Louisville, Kentucky 40202
(Address of principal executive offices, including zip code)

(502) 580-1000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes
[] No [P]

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

| Class of Common Stock | Outstanding at September 30, 2012 |
|-----------------------|--------------------------------------|
| \$0.16 2/3 par value | 158,223,755 shares |

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Explanatory Note

This Amendment No. 1 to Humana Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, is being filed solely to correct a scrivener's error in Exhibit 12. The Company's "Income before income taxes" for the nine months ended September 30, 2012 was incorrectly reported in Exhibit 12 only (but not in any of the other financial statements included in the Form 10-Q as initially filed), which resulted in incorrectly reported "Total earnings" and "Ratio of earnings to fixed charges" in Exhibit 12 for the same period. This Amendment No. 1 speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update any other disclosures made in the original Form 10-Q.

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Part II. Other Information

Item 6: Exhibits

- 3(i) Restated Certificate of Incorporation of Humana Inc. filed with the Secretary of State of Delaware on November 9, 1989, as restated to incorporate the amendment of January 9, 1992, and the correction of March 23, 1992 (incorporated herein by reference to Exhibit 4(i) to Humana Inc.'s Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (Reg. No. 33-49305) filed February 2, 1994).
- 3(ii) By-Laws of Humana Inc., as amended on January 4, 2007 (incorporated herein by reference to Exhibit 3 to Humana Inc.'s Annual Report on Form 10-K for the year ended December 31, 2006).
- 12** Computation of ratio of earnings to fixed charges.
- 31.1** Principal Executive Officer certification pursuant to Section 302 of Sarbanes-Oxley Act of 2002.
- 31.2** Principal Financial Officer certification pursuant to Section 302 of Sarbanes-Oxley Act of 2002.
- 32** Principal Executive Officer and Principal Financial Officer certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS†XBRL Instance Document

101.SCH✕XBRL Taxonomy Extension Schema Document

101.CAL✕XBRL Taxonomy Calculation Linkbase Document

101.DEF✕XBRL Taxonomy Definition Linkbase Document

101.LAB✕XBRL Taxonomy Label Linkbase Document

101.PRE✕XBRL Taxonomy Presentation Linkbase Document

** Submitted electronically with this report.

† Previously filed.

Attached as Exhibit 101 to report as previously filed on November 5, 2012 were the following documents formatted in XBRL (Extensible Business Reporting Language): (i) the Condensed Consolidated Balance Sheets at September 30, 2012 and December 31, 2011; (ii) the Condensed Consolidated Statements of Income for the three and nine months ended September 30, 2012 and September 30, 2011, respectively; (iii) the Condensed Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2012 and September 30, 2011, respectively; (iv) the Condensed Consolidated Statements of Cash Flows for the three and nine months ended

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September 30, 2012 and September 30, 2011, respectively; and (v) Notes to Condensed Consolidated Financial Statements.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: December 4, 2012 By: /s/ James H. Bloem

James H. Bloem
Senior Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)

Date: December 4, 2012 By: /s/ Steven E. McCulley

Steven E. McCulley
Vice President and Controller
(Principal Accounting Officer)