

CENTENE CORP  
Form 8-K  
January 31, 2014

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): January 27, 2014

CENTENE CORPORATION  
(Exact Name of Registrant as Specified in Charter)

|   |                                       |  |
|---|---------------------------------------|--|
| Delaware<br>(State or Other Jurisdiction<br>of Incorporation) | 001-31826<br>(Commission File Number) | 42-1406317<br>(IRS Employer<br>Identification No.) |
|---|---------------------------------------|--|

|   |                     |
|---|---------------------|
| 7700 Forsyth Blvd.<br>St. Louis, Missouri<br>(Address of Principal Executive Offices) | 63105<br>(Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code: (314) 725-4477  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events

On January 27, 2014, Centene Corporation (the “Company”) entered into an Underwriting Agreement (the “Underwriting Agreement”), by and among the Company, Mark T. Mitchell and Barclays Capital Inc. in connection with the offering of 800,000 shares of the Company’s common stock (the “Offering”), sold by Mark T. Mitchell. The Underwriting Agreement is attached hereto as Exhibit 1.1. The Company will not receive any proceeds from the Offering.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

See Exhibit Index.

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SIGNATURE

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 hereunto duly authorized.

CENTENE CORPORATION

Date: January 31, 2014

By: /s/ William N. Scheffel  
William N. Scheffel  
Executive Vice President & Chief Financial Officer

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EXHIBIT INDEX

| Exhibit<br>Number | Description  |
|-------------------|--|
| 1.1               | Underwriting Agreement, dated January 27, 2014 among Centene Corporation, Mark Mitchell, and Barclays Capital Inc. |