

HUMANA INC
Form DEFA14A
March 09, 2010

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 under §240.14a-12

HUMANA INC.

(Name of registrant as specified in its charter)

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(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

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(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

On March 9, 2010, Humana Inc. (the Company) made the following communication available to the Company's employees:

Highlights

You may have the right to vote on items being presented at our stockholders meeting

Annual stockholders meeting is scheduled for April 20, 2010

Exercise your voting privilege as a Humana stockholder

Humana associates who participate in our company's Retirement and Savings (401[k]) Plan and have invested funds in the Humana Common Stock Fund have the right to vote on items being presented at this year's annual stockholders meeting, scheduled for April 20, 2010. You may submit one vote for each share held in your Humana Common Stock account as of February 26, 2010.

What documents do you need to vote?

Every year, Humana produces a document - the proxy statement - that details all of the information the company's stockholders need in order to make informed votes. The proxy becomes available to stockholders and the public after Humana files it with the federal Securities and Exchange Commission on Tuesday, March 10. In order to vote, you must also receive an official voting card.

When will you receive the proxy statement and voting card?

Starting March 9, all stockholders who have (recently or in prior years) successfully submitted electronic requests for a proxy statement and voting card will then receive - via the e-mail address you designated during the online-registration process - a proxy statement and voting card. (Please watch for e-mail from ID@ProxyVote.com.) If you did not sign up for electronic delivery of these materials, you'll receive a Notice and Access Card in the mail at home regarding the material.

When can participants in the Humana Retirement and Savings Plan vote?

If you wish to vote, you may do so AFTER you receive your voting card. You then must vote BEFORE midnight on April 17, 2010, through Humana's Retirement and Savings Plan Trustee - Charles Schwab with Broadridge acting as tabulator. If your voting instructions are received by 11:59 p.m. EDT on Friday, April 16, 2010, the Trustee will submit a proxy that reflects your instructions. If you do not give voting instructions (or give them late), the Trustee will vote your interest in the Humana Common Stock Fund in the same proportion as the shares attributed to the Humana Retirement and Savings Plan are actually voted by the other participants in the plan. Humana's stockholders meeting will be held on April 20, 2010.

Whom do you contact for answers to your stockholder-voting-process questions?

If you have any questions, please contact Joan Lenahan via Lotus Notes (Joan O. Lenahan/Louisville/Humana).

On March 9, 2009, the Company distributed the following Notice Regarding the Availability of Proxy Materials to its shareholders as of the record date of February 26, 2010.

***** Exercise Your *Right to Vote* *****

IMPORTANT NOTICE Regarding the Availability of Proxy Materials

Meeting Information

HUMANA INC.

Meeting Type: Annual Meeting
For holders as of: February 26, 2010
Date: April 20, 2010 **Time:** 10 a.m. EDT
Location: Humana Building

25th Floor Auditorium

500 West Main Street

Louisville, Kentucky 40202

You are receiving this communication because you hold shares in the above named company.

HUMANA INC.

500 WEST MAIN STREET

27TH FLOOR

LOUISVILLE, KY 40202-4268

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

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-- Before You Vote --

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT

How to View Online:

Have the 12-Digit Control Number available (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- | | |
|-------------------------|----------------------------------------------------------------------------|
| 1) <i>BY INTERNET:</i> | www.proxyvote.com |
| 2) <i>BY TELEPHONE:</i> | 1-800-579-1639 |
| 3) <i>BY E-MAIL*:</i> | sendmaterial@proxyvote.com |

* If requesting materials by e-mail, please send a blank e-mail with the 12-Digit Control Number (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 6, 2010 to facilitate timely delivery.

-- How To Vote --

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the Meeting you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the 12 Digit Control Number available and follow the instructions.

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Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

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Voting Items

The Board of Directors recommends you vote FOR the following proposals:

1. Election of Directors

Nominees:

- 1a) David A. Jones, Jr.
2. The ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm.

- 1b) Frank A. D. Amelio
- At their discretion, the Proxies are authorized to vote upon any other matters as may come before the Annual Meeting.

- 1c) W. Roy Dunbar

- 1d) Kurt J. Hilzinger

- 1e) Michael B. McCallister

- 1f) William J. McDonald

- 1g) William E. Mitchell

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

- 1i) James J. O'Brien

- 1j) Marissa T. Peterson

- 1k) W. Ann Reynolds, Ph.D.

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