

UNITEDHEALTH GROUP INC  
Form 8-K  
March 02, 2006

---

**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): February 27, 2006

---

**UNITEDHEALTH GROUP INCORPORATED**

(Exact name of registrant as specified in its charter)

---

**Minnesota**  
(State or other jurisdiction of  
incorporation or organization)

**0-10864**  
(Commission File Number)

**41-1321939**  
(I.R.S. Employer

Identification No.)

**UnitedHealth Group Center,**  
**9900 Bren Road East, Minnetonka, Minnesota 55343**

(Address of principal executive offices) (zip code)

**(952) 936-1300**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

Edgar Filing: UNITEDHEALTH GROUP INC - Form 8-K

---

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:

- .. 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))
-

**Item 8.01. Other Events.**

On February 27, 2006, UnitedHealth Group Incorporated (the Company) agreed to sell (i) \$650,000,000 aggregate principal amount of its Floating Rate Notes due March 2, 2009 (the 2009 Notes), (ii) \$750,000,000 aggregate principal amount of its 5.250% Notes due March 15, 2011 (the 2011 Notes), (iii) \$750,000,000 aggregate principal amount of its 5.375% Notes due March 15, 2016 (the 2016 Notes) and \$850,000,000 aggregate principal amount of its 5.800% Notes due March 15, 2036 (the 2036 Notes and, together with the 2009 Notes, the 2011 Notes and the 2016 Notes, the Notes), pursuant to an Underwriting Agreement (Underwriting Agreement) and applicable Pricing Agreement, each dated February 27, 2006, among the Company and Citigroup Global Markets Inc. and J.P. Morgan Securities Inc., as Representatives of the several Underwriters listed on Schedule I of the Pricing Agreement referenced above (together, the Underwriters). The Notes will be issued pursuant to that certain Senior Debt Securities Indenture, dated as of November 15, 1998, as amended by an Amendment to Indenture, dated as of November 6, 2000, between the Company and The Bank of New York, as Trustee (the Indenture), and (i) the Officers Certificate and Company Order, dated February 27, 2006, relating to the 2009 Notes, (ii) the Officers Certificate and Company Order, dated February 27, 2006, relating to the 2011 Notes, (iii) the Officers Certificate and Company Order, dated February 27, 2006, relating to the 2016 Notes and (iv) the Officers Certificate and Company Order, dated February 27, 2006, relating to the 2036 Notes, in each case, pursuant to Sections 201, 301 and 303 of the Indenture. The Notes will be issued on March 2, 2006, and have been registered under the Securities Act of 1933, as amended, by a registration statement on Form S-3, File No. 333-127610.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits

| <b>Exhibit No.</b> | <b>Description of Exhibit</b>  |
|--------------------|--|
| 1.1                | Underwriting Agreement and applicable Pricing Agreement each dated February 27, 2006, among the Company and Citigroup Global Markets Inc. and J.P. Morgan Securities Inc., as Representatives of the several Underwriters.   |
| 4.1                | Officers Certificate and Company Order, dated February 27, 2006, for the Floating Rate Notes due March 2, 2009, pursuant to Sections 201, 301 and 303 of the Senior Debt Securities Indenture, dated as of November 15, 1998, as amended by the Amendment to Indenture, dated as of November 6, 2000, between the Company and The Bank of New York, as Trustee (excluding exhibits thereto). |
| 4.2                | Officers Certificate and Company Order, dated February 27, 2006, for the 5.250% Notes due March 15, 2011, pursuant to Sections 201, 301 and 303 of the Senior Debt Securities Indenture, dated as of November 15, 1998, as amended by the Amendment to Indenture, dated as of November 6, 2000, between the Company and The Bank of New York, as Trustee (excluding exhibits thereto).       |
| 4.3                | Officers Certificate and Company Order, dated February 27, 2006, for the 5.375% Notes due March 15, 2016, pursuant to Sections 201, 301 and 303 of the Senior Debt Securities Indenture, dated as of November 15, 1998, as amended by the Amendment to Indenture, dated as of November 6, 2000, between the Company and The Bank of New York, as Trustee (excluding exhibits thereto).       |

- 4.4 Officers Certificate and Company Order, dated February 27, 2006, for the 5.800% Notes due March 15, 2036, pursuant to Sections 201, 301 and 303 of the Senior Debt Securities Indenture, dated as of November 15, 1998, as amended by the Amendment to Indenture, dated as of November 6, 2000, between the Company and The Bank of New York, as Trustee (excluding exhibits thereto).
- 4.5 Specimen of the 2009 Note.
- 4.6 Specimen of the 2011 Note.
- 4.7 Specimen of the 2016 Note.
- 4.8 Specimen of the 2036 Note.
- 5.1 Opinion of David J. Lubben, Esq.

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.

Date: March 2, 2006

UNITEDHEALTH GROUP INCORPORATED

By: /s/ Dannette L. Smith  
Name: Dannette L. Smith  
Title: Deputy General Counsel and

Assistant Secretary

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description of Exhibit</b>  |
|--------------------|--|
| 1.1                | Underwriting Agreement and applicable Pricing Agreement each dated February 27, 2006, among the Company and Citigroup Global Markets Inc. and J.P. Morgan Securities Inc., as Representatives of the several Underwriters.   |
| 4.1                | Officers Certificate and Company Order, dated February 27, 2006, for the Floating Rate Notes due March 2, 2009, pursuant to Sections 201, 301 and 303 of the Senior Debt Securities Indenture, dated as of November 15, 1998, as amended by the Amendment to Indenture, dated as of November 6, 2000, between the Company and The Bank of New York, as Trustee (excluding exhibits thereto). |
| 4.2                | Officers Certificate and Company Order, dated February 27, 2006, for the 5.250% Notes due March 15, 2011, pursuant to Sections 201, 301 and 303 of the Senior Debt Securities Indenture, dated as of November 15, 1998, as amended by the Amendment to Indenture, dated as of November 6, 2000, between the Company and The Bank of New York, as Trustee (excluding exhibits thereto).       |
| 4.3                | Officers Certificate and Company Order, dated February 27, 2006, for the 5.375% Notes due March 15, 2016, pursuant to Sections 201, 301 and 303 of the Senior Debt Securities Indenture, dated as of November 15, 1998, as amended by the Amendment to Indenture, dated as of November 6, 2000, between the Company and The Bank of New York, as Trustee (excluding exhibits thereto).       |
| 4.4                | Officers Certificate and Company Order, dated February 27, 2006, for the 5.800% Notes due March 15, 2036, pursuant to Sections 201, 301 and 303 of the Senior Debt Securities Indenture, dated as of November 15, 1998, as amended by the Amendment to Indenture, dated as of November 6, 2000, between the Company and The Bank of New York, as Trustee (excluding exhibits thereto).       |
| 4.5                | Specimen of the 2009 Note.   |
| 4.6                | Specimen of the 2011 Note.   |
| 4.7                | Specimen of the 2016 Note.   |
| 4.8                | Specimen of the 2036 Note.   |
| 5.1                | Opinion of David J. Lubben, Esq.   |