

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 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): October 23, 2024 (October 23, 2024)

Humana Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

1-5975
(Commission File Number)

61-0647538
(IRS Employer Identification No.)

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

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

(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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock	HUM	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Effective October 23, 2024, the Board of Directors (the “Board”) of Humana Inc. (the “Company”) expanded its number of authorized directors from eleven to twelve and elected Gordon Smith as a director of the Company.

The Board of Directors has determined that (i) Mr. Smith is independent within the meaning of the New York Stock Exchange’s director independence standards; and (ii) there are no material transactions involving Mr. Smith and the Company.

Mr. Smith will be compensated in accordance with the Company’s standard compensation policies and practices for the Board, the components of which were disclosed by the Company in its current report on Form 8-K filed with the U.S. Securities and Exchange Commission on August 21, 2023. In connection with his election to the Board, Mr. Smith also will be granted restricted stock units (RSUs) in accordance with the Company’s director compensation program. Mr. Smith has not yet been appointed to any committees of the Board.

On October 23, 2024, the Company issued a press release announcing the election of Mr. Smith, a copy of which is attached hereto as Exhibit 99.1, and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

Exhibit No. **Description**

99.1 [Press Release, Director Election](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 hereunto duly authorized.

HUMANA INC.

BY: /s/ Joseph M. Ruschell
Joseph M. Ruschell
Vice President, Associate General Counsel & Corporate Secretary

Dated: October 23, 2024

**FOR MORE INFORMATION, CONTACT:**

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Humana Elects Gordon Smith to Board of Directors

LOUISVILLE, Ky. — Oct. 23, 2024 — Humana Inc. (NYSE: HUM) announced today that Gordon Smith has been elected as a member of the Company's Board of Directors.

Smith serves as an Operating Advisor of Clayton, Dubilier & Rice LLC (CD&R) Funds, a leading private investment firm. He was previously Co-President and Co-Chief Operating Officer of JPMorgan Chase & Co. (JPMorgan), where he was a member of the firm's Operating Committee and helped oversee all aspects of the company's business and operations from 2018 until his retirement in January of 2022. His career at JPMorgan began in 2007 and spanned 15 years, during which he also served as Chief Executive Officer of Consumer and Community Banking from 2012 to 2021. Prior to JPMorgan, Smith spent more than 25 years at American Express, where he led and managed several businesses including the Global Commercial Card Business.

"We are excited to welcome Gordon to the Humana Board. He is an extremely accomplished executive with deep experience leading complex, highly regulated organizations in driving better, faster and more efficient consumer businesses," said Humana Chairman of the Board Kurt J. Hilzinger. "Gordon's deep operational expertise will provide the Board with valuable insights into the customer journey across complementary businesses, brand management, and accelerating the digital transformation of legacy enterprises. His addition will further enhance our Board's robust strategic oversight as the company continues to grow its Medicare Advantage and CenterWell health care services businesses, drive operational efficiencies, and create seamless, personalized consumer experiences, all of which will position Humana to deliver sustainable shareholder value over the long term." His election brings the number of Humana directors to 12.

About Humana

Humana Inc. is committed to putting health first – for our teammates, our customers, and our company. Through our Humana insurance services, and our CenterWell health care services, we make it easier for the millions of people we serve to achieve their best health – delivering the care and service they need, when they need it. These efforts are leading to a better quality of life for people with Medicare, Medicaid, families, individuals, military service personnel, and communities at large. Learn more about what we offer at Humana.com and at CenterWell.com.

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