

**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): February 20, 2020 (February 19, 2020)**

**Humana Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-05975**  
(Commission  
File Number)

**61-0647538**  
(IRS Employer  
Identification No.)

**500 W. Main Street, Louisville, Kentucky 40202**  
(Address of Principal Executive Offices, and 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication 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:

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

Indicate by check mark whether the registrant is an emerging growth company 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 February 19, 2020, the Board of Directors (the “Board”) of Humana Inc. (the “Company”) expanded its number of authorized directors from ten to twelve and elected Wayne A.I. Frederick, M.D., and John W. Garratt as directors of the Company.

The Board of Directors has determined that (i) Dr. Frederick and Mr. Garratt are each independent within the meaning of the New York Stock Exchange’s director independence standards; (ii) there have been no arrangements or understandings between either Dr. Frederick or Mr. Garratt and any other persons pursuant to which either Dr. Frederick or Mr. Garratt was selected as a director; and (iii) there are no material transactions involving either Dr. Frederick or Mr. Garratt and the Company.

Dr. Frederick and Mr. Garratt will each 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 proxy statement filed with the U.S. Securities and Exchange Commission on March 6, 2019. In connection with their elections to the Board, Dr. Frederick and Mr. Garratt also will be granted restricted stock units (RSUs) in accordance with the Company’s director compensation program. Dr. Frederick and Mr. Garratt have not yet been appointed to any committees of the Board.

On February 20, 2020, the Company issued a press release announcing the elections of Dr. Frederick and Mr. Garratt, 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 Description**

<b>No.</b>	
99.1	<a href="#">Press Release</a>
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/ Cynthia H. Zipperle  
Cynthia H. Zipperle  
Senior Vice President, Chief Accounting Officer and Controller  
(Principal Accounting Officer)**

Dated: February 20, 2020

FOR MORE INFORMATION, CONTACT:

Amy Smith  
Investor Relations  
Humana Inc.  
502-580-2811  
[amysmith@humana.com](mailto:amysmith@humana.com)

or

Alex Kepnes  
Corporate Communications  
Humana Inc.  
502-580-2990  
[akepnes@humana.com](mailto:akepnes@humana.com)



## Humana Elects Wayne A.I. Frederick, M.D., and John W. Garratt to Board of Directors

**LOUISVILLE, Ky.** – February 20, 2020 – Humana Inc. (NYSE: HUM) announced today that Dr. Wayne A.I. Frederick and John W. Garratt have been elected as members of the company’s board of directors.

**Wayne A. I. Frederick, M.D.**, is the President of Howard University, having held this position since July 2014. Prior to that, Dr. Frederick served as Howard’s Provost and Chief Academic Officer. A distinguished researcher and surgeon, Dr. Frederick continues to work as a surgeon, and also lectures to medical students and residents of Howard’s College of Medicine. Dr. Frederick is a fellow of the American College of Surgeons and belongs to numerous surgical organizations, including the American Surgical Association. His medical research seeks to narrow the disparity in all cancer-care outcomes, with a focus on gastrointestinal cancers. He is the author of numerous peer-reviewed articles, book chapters, abstracts and editorials.

**John W. Garratt**, is Executive Vice President and Chief Financial Officer of Dollar General Corporation, having served in this role since December 2015. Garratt joined Dollar General in October 2014 as Senior Vice President, Finance & Strategy. Prior to joining Dollar General, from 2004 to 2014, Garratt held positions of increasing responsibility in corporate strategy and financial planning with Yum! Brands, Inc., one of the world’s largest restaurant companies. Garratt previously held financial management positions at General Electric, and began his career at Alcoa, where he served for 11 years.

“The Board is excited to have leaders like Wayne and John joining us, as they bring such a broad range of valuable experience to Humana. Wayne’s exemplary career as a leader in medical research, health care academics and business administration will clearly assist Humana in advancing its goals, especially in offering care to our under resourced populations and building deeper relationships with providers,” said Humana Chairman of the Board Kurt J. Hilzinger.

“John’s deep financial background and high-level leadership experience across a range of consumer and multi-site industries provides Humana with additional expertise in strategic and financial management, especially in the expansion of our local health services strategy,” Hilzinger added.

Following his post-doctoral research and surgical oncology fellowships, Dr. Frederick began his academic career at the University of Connecticut. Upon his return to Howard University, he held a range of academic positions before becoming Howard’s president. He also earned an MBA degree from Howard in 2011. And he has received many notable awards honoring his scholarship and service.

Garratt’s substantial executive leadership at large public companies, combined with his extensive experience in key areas of finance, accounting, strategic planning and business analytics, supplement existing expertise essential to the Humana board’s oversight function as Humana continues to evolve its population health and care delivery strategies.

The elections bring the number of Humana directors to 12.

### **About Humana**

Humana Inc. (NYSE: HUM) is committed to helping our millions of medical and specialty members achieve their best health. Our successful history in care delivery and health plan administration is helping us create a new kind of integrated care with the power to improve health and well-being and lower costs. Our efforts are leading to a better quality of life for people with Medicare, families, individuals, military service personnel, and communities at large.

To accomplish that, we support physicians and other health care professionals as they work to deliver the right care in the right place for their patients, our members. Our range of clinical capabilities, resources and tools – such as in-home care, behavioral health, pharmacy services, data analytics and wellness solutions – combine to produce a simplified experience that makes health care easier to navigate and more effective.

More information regarding Humana is available to investors via the Investor Relations page of the company’s web site at [www.humana.com](http://www.humana.com), including copies of:

- Annual reports to stockholders
- Securities and Exchange Commission filings
- Most recent investor conference presentations
- Quarterly earnings news releases and conference calls
- Calendar of events
- Corporate Governance information

###