

**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): September 23, 2019 (September 20, 2019)**

**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	NYSE

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 September 20, 2019, the Board of Directors (the “Board”) of Humana Inc. (the “Company”) expanded its number of authorized directors from ten to eleven and elected Karen W. Katz as a director of the Company.

The Board of Directors has determined that (i) Ms. Katz is independent within the meaning of the New York Stock Exchange’s director independence standards; (ii) there was no arrangement or understanding between Ms. Katz and any other persons pursuant to which Ms. Katz was selected as a director; and (iii) there are no material transactions involving Ms. Katz and the Company.

Ms. Katz 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 proxy statement filed with the U.S. Securities and Exchange Commission on March 6, 2019. In connection with her election to the Board, Ms. Katz also will be granted restricted stock units (RSUs) in accordance with the Company’s director compensation program. Ms. Katz has not yet been appointed to any committees of the Board.

On September 23, 2019, the Company issued a press release announcing the election of Ms. Katz, 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:

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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## 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: September 23, 2019

**FOR MORE INFORMATION, CONTACT:**

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## **Humana Elects Karen W. Katz to Board of Directors**

**LOUISVILLE, Ky.** – Sept. 23, 2019 – Humana Inc. (NYSE: HUM) announced today that Karen W. Katz has been elected as a member of the company’s board of directors.

Katz was President and CEO of Neiman Marcus Group from 2010 to February 2018. Neiman Marcus Group is an international multibrand omni-channel retailer whose portfolio of brands includes Neiman Marcus, Bergdorf Goodman and MyTheresa. Having joined Neiman Marcus in 1985, Katz served in key executive and leadership roles in the company’s specialty retail stores and eCommerce organizations as Executive Vice President – Stores; a member of the Office of the Chairman of Neiman Marcus Group; President, Neiman Marcus Online; and President and CEO, Neiman Marcus Stores. Katz currently serves on the Board of Directors of Under Armour, Inc., Neiman Marcus Group Ltd. LLC., and Casper Sleep, Inc.

“Karen is an accomplished executive with deep experience and a demonstrated commitment to understanding and meeting the needs of customers – by maintaining a personalized experience enabled by digital transformation,” said Humana Chairman of the Board Kurt J. Hilzinger. “She brings a holistic approach to customer service, including acumen for employing technology to advance service delivery, combined with demonstrated success in growing business through forward-thinking leadership. As Humana works to connect with the millions of people we serve in ways that continue to help them achieve better health outcomes, Karen will provide valuable perspective and expertise to Humana’s Board.”

Under Katz’s leadership, Neiman Marcus Stores embarked on a transformational strategy centered around the customer experience, the store of the future, and technology – with a focus on digital e-commerce and marketing. Katz’s strategic vision encompassed evolving the service model both in-store and online, while continuing to grow the company’s ecommerce business – enabling the company to maintain and enhance its commitment to merchandising excellence and customer service.

Katz was educated at the University of Texas and received a master of business administration from the University of Houston. Her election brings the number of Humana directors to 11.

### **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

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