

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: July 12, 2000
(Date of Earliest Event Reported)

HUMANA INC.
(Exact name of Registrant as specified in its Charter)

Delaware
(State of
Incorporation)

1-5975
(Commission
File Number)

61-0647538
(I.R.S. Employer
Tax Identification No.)

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

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

Item 5. Other Events

On July 13, 2000, Humana Inc. (the "Company" or "Registrant") issued two press releases, copies of which are attached hereto as Exhibits 99.1 and 99.2 and are incorporated herein by reference.

Item 7. Financial Statements and Exhibits.

Exhibit 99.1 Copy of the Company's Press Release dated July 13, 2000

Exhibit 99.2 Copy of the Company's Press Release dated July 13, 2000

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.

/s/ Arthur P. Hipwell
By: Arthur P. Hipwell
Senior Vice President
and General Counsel

Dated: July 13, 2000

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Exhibit Index

Exhibit 99.1 Copy of the Company's Press Release dated July 13, 2000

Exhibit 99.2 Copy of the Company's Press Release dated July 13,2000.

Humana Inc.
500 West Main Street
P.O. Box 1438
Louisville, KY 40201-1438
<http://www.humana.com>

n e w s r e l e a s e

FOR MORE INFORMATION, CONTACT:

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Charles Brewer, chairman of
EarthLink, joins Humana's board of directors

LOUISVILLE, Ky.- July 13, 2000-Humana Inc. (NYSE: HUM) announced today that Charles Brewer, chairman of EarthLink (NASDAQ: ELINK) - one of the world's largest Internet service providers - has joined its board of directors.

Brewer's appointment is consistent with Humana's ongoing commitment to using the speed, convenience and cost-efficiency of Internet technology to improve customer service and enhance the information environment in which Humana's 5.9 million health plan members and more than 300,000 participating physicians make health care choices. Humana is a leader in e-health connectivity and was named the nation's 29th most Web-savvy company by PC WEEK magazine in November 1999.

"Charles is an important addition to Humana's board in this time of rapid change," said Michael B. McCallister, president and chief executive officer of Humana. "As a successful New Economy pioneer, Charles brings to Humana both a deep understanding of the Internet's power to transform the transactional side of a business and a passionate commitment to superb customer service."

- MORE -

Headquartered in Atlanta, EarthLink provides a full range of innovative access, Web-hosting and e-commerce solutions to 3.5 million individuals and businesses around the world. In February EarthLink merged with MindSpring, another leading Internet service provider, which Brewer founded in 1994 and where he served as chairman and chief executive officer until the merger with EarthLink.

"Humana is a health care leader with a great heritage. I think it will have an even greater future, and I'm proud that I will have an opportunity to contribute to that," Brewer said. "I hope that my experience in building a membership-based business by emphasizing company culture and great customer service will be helpful."

Before founding MindSpring, Brewer, 41, was chief executive officer of AudioFax, Inc., an Atlanta company providing fax server software. He

was previously vice president of Sanders and Company, a venture-capital firm based in Atlanta.

He holds a master of business administration degree from Stanford University in Palo Alto, Calif., and is a Phi Beta Kappa graduate of Amherst College in Amherst, Mass., where he received a bachelor of arts degree in economics.

Humana Inc., headquartered in Louisville, Ky., is one of the nation's largest publicly traded managed health care companies, with approximately 5.9 million medical members located primarily in 15 states and Puerto Rico. Humana offers coordinated health care coverage through a variety of plans -- health maintenance organizations, preferred provider organizations, point of service plans, and administrative service products -- to employer groups, government-sponsored plans, and individuals.

More information regarding Humana is available via the Internet at www.humana.com, including on-line copies of our annual report to shareholders, Form 10-K, Form 10-Qs, proxy statement, and recent presentations to investor groups. A publication-quality photograph of Brewer is also available on the Web site.

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news release

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HUMANA APPROVES STOCK BUYBACK AND ANNOUNCES
EXPECTATIONS FOR SECOND QUARTER RESULTS

- Repurchase of up to five million shares planned
- Second quarter EPS expected to be in line with consensus estimate of \$.11 per diluted share

LOUISVILLE, KY (July 13, 2000) - Humana Inc. (NYSE: HUM) today reported that its board of directors authorized the repurchase of as many as five million of its common shares. The company has 167.7 million shares outstanding as of June 30, 2000.

The company said the shares may be repurchased from time to time in open-market purchases, in negotiated transactions, or by using forward-purchase contracts.

Humana said the share repurchase will be used in conjunction with an equity incentive plan aimed at the retention of key employees during the Company's turnaround.

Humana also announced that it expects its earnings per share for the second quarter to be in line with analysts' consensus of \$.11 per diluted share, with a full press release on the company's second quarter results to be issued on August 3, 2000.

Humana Inc., headquartered in Louisville, Kentucky, is one of the nation's largest publicly traded managed health care companies, with approximately 5.9 million medical members located primarily in 15 states and Puerto Rico. Humana offers coordinated health care coverage through a variety of plans - health maintenance organizations, preferred provider organizations, point-of-service-plans and administrative service products - to employer groups, government-sponsored plans and individuals.

More information regarding Humana is available via the Internet at www.humana.com, including on-line copies of our annual report to shareholders, Form 10-K, Form 10-Qs, proxy statement, and recent presentations to investor groups.

This news release contains forward-looking statements. The forward-looking statements made in this news release are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be significantly impacted by certain risks and uncertainties described in Humana's annual report on Form 10-K for the year ended December 31, 1999 and in Humana's quarterly report on Form 10-Q for the quarter ended March 31, 2000, as filed with the Securities and Exchange Commission.