

**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 18, 2021 (February 17, 2021)**

**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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
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 17, 2021, the Board of Directors (the “Board”) of Humana Inc. (the “Company”) expanded its number of authorized directors from twelve to fourteen and elected Marcy S. Klevorn and Jorge S. Mesquita as directors of the Company.

The Board of Directors has determined that (i) Ms. Klevorn and Mr. Mesquita 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 Ms. Klevorn or Mr. Mesquita and any other persons pursuant to which either Ms. Klevorn or Mr. Mesquita was selected as a director; and (iii) there are no material transactions involving either Ms. Klevorn or Mr. Mesquita and the Company.

Ms. Klevorn and Mr. Mesquita 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 4, 2020. In connection with their elections to the Board, Ms. Klevorn and Mr. Mesquita also will be granted restricted stock units (RSUs) in accordance with the Company’s director compensation program. Ms. Klevorn and Mr. Mesquita have not yet been appointed to any committees of the Board.

On February 18, 2021, the Company issued a press release announcing the elections of Ms. Klevorn and Mr. Mesquita, 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: February 18, 2021

**FOR MORE INFORMATION, CONTACT:**

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## **Humana Elects Marcy S. Klevorn and Jorge S. Mesquita to Board of Directors**

**LOUISVILLE, Ky.** — Feb. 18, 2021 — Humana Inc. (NYSE: HUM) announced today that Marcy S. Klevorn and Jorge S. Mesquita have been elected as members of the company’s board of directors.

**Marcy S. Klevorn** was formerly the Chief Transformation Officer of Ford Motor Company from May 2019 until her retirement in October 2019, where she accelerated Ford’s transformation efforts by helping to refine its corporate governance systems, facilitate faster adoption of agile teams across the business and ensure process improvements across the enterprise. Klevorn’s 36-year career with Ford spanned a variety of executive and leadership roles including Chief Information Officer and Executive Vice President and President of Ford Smart Mobility LLC, where she oversaw the transformation of Ford’s IT tools and talent, and helped accelerate Ford’s mobility services and global data insight and analytics.

**Jorge S. Mesquita** was formerly the Executive Vice President, Worldwide Chairman, Consumer of Johnson & Johnson (J&J) from December 2014 until February 2019, where he was responsible for increasing the competitiveness of J&J’s consumer business through a comprehensive transformational strategy. In this role, Mesquita served on J&J’s Executive Committee and led the Consumer Group Operating Committee. Prior to that, Mesquita spent 29 years with the The Procter & Gamble Company (P&G), where he held various roles leading P&G consumer-product business units, capped by his role as Group President, New Business Creation and Innovation.

“Both of these strategic appointments will contribute to the strength of Humana’s Board by bringing unique perspective, many years of highly relevant experience, and critical expertise as the enterprise continues to enhance its technology, analytics and consumer capabilities to streamline, simplify and personalize the health care experience,” said Humana Chairman of the Board Kurt J. Hilzinger.

“Marcy’s deep understanding of digital innovation and systems infrastructure and transformation, combined with her proven ability to connect systems to strategy execution, brings valuable insights to the Board as we continue to enhance technology-driven platforms for members and providers,” Hilzinger continued. “And Jorge’s forward-thinking mindset and strong track record of developing consumer insight-driven innovation capabilities to build and market global consumer brands will be essential as Humana continues to create seamless consumer experiences and help its members achieve their best health.”

The elections bring the number of Humana directors to 14.

### **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 website at [humana.com](http://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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