

CENTENE CORP  
Form 8-K  
November 02, 2012

**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): November 2, 2012

**CENTENE CORPORATION**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction

of Incorporation)

**001-31826**  
(Commission

File Number)

**42-1406317**  
(IRS Employer

Identification No.)

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**7700 Forsyth Blvd.**

**St. Louis, Missouri**  
(Address of Principal Executive Offices)

**Registrant's telephone number, including area code: (314) 725-4477**

**63105**  
(Zip Code)

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:

- .. 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))

**Item 1.01. Entry into a Material Definitive Agreement**

On November 2, 2012, we executed an amendment to our Credit Agreement, dated as of January 31, 2011 (the Revolving Credit Facility ), with various financial institutions party thereto and Barclays Bank PLC, as administrative agent (the Amendment ). The Amendment updates the definition of Senior Notes under the Revolving Credit Facility to include up to \$400,000,000 aggregate principal amount of our 5.75% senior notes due 2017, among other things.

From time to time in the ordinary course of their respective businesses, the Lenders (as defined in the Amendment) and their affiliates have engaged in and may in the future engage in commercial banking, derivatives and/or financial advisory, investment banking and other commercial transactions and services with us and our affiliates, including as lenders or participants in our credit facilities, for which they have received or will receive customary fees and commissions.

The foregoing summary of the Amendment does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Amendment, which is filed as Exhibit 10.1 hereto and incorporated by reference herein.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

The information set forth above under Item 1.01 is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description of Exhibit</b>  |
|--------------------|--|
| 10.1               | Amendment No. 1 to Credit Agreement, dated as of November 2, 2012, among Centene Corporation, the various financial institutions party thereto and Barclays Bank PLC, as administrative agent. |

**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.

CENTENE CORPORATION

Date: November 2, 2012

By: /s/ William N. Scheffel  
William N. Scheffel  
Executive Vice President and Chief Financial Officer

**EXHIBIT INDEX**

**Exhibit  
No.**

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