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)

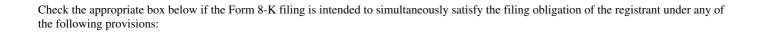
Delaware (State or Other Jurisdiction

001-31826 (Commission 42-1406317 (IRS Employer

of Incorporation) File Number) Identification No.)

7700 Forsyth Blvd.

St. Louis, Missouri 63105 (Address of Principal Executive Offices) (Zip Code) Registrant s telephone number, including area code: (314) 725-4477



- " 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.

Exh	ibit
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Description of Exhibit

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

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