

CIGNA CORP
Form 8-K
May 28, 2010

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 (Date of earliest event reported) May 12, 2010

CIGNA Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

1-08323
(Commission File Number)

06-1059331
(IRS Employer
Identification No.)

Two Liberty Place, 1601 Chestnut Street
Philadelphia, Pennsylvania 19192
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:

(215) 761-1000

Not Applicable

(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:

- 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 8.01 Other Events

On May 12, 2010, CIGNA Corporation (the "Company") entered into an Underwriting Agreement (the "Underwriting Agreement"), by and among the Company and Banc of America Securities LLC, Deutsche Bank Securities Inc. and UBS Securities LLC, as representatives of the underwriters named in Schedule I thereto, with respect to the issuance and sale by the Company of \$300,000,000 aggregate principal amount of 5.125% Senior Notes due 2020 (the "Notes"). The Notes were sold pursuant to an effective shelf registration statement on Form S-3ASR, File No. 333-161227. A copy of the Underwriting Agreement is filed as Exhibit 99.1 hereto.

The terms of the Notes are governed by a Senior Indenture, dated as of August 16, 2006, between the Company and U.S. Bank National Association, as trustee, as amended by Supplemental Indenture No. 3 thereto, dated as of March 7, 2008 (as amended, the "Base Indenture"), and as supplemented by Supplemental Indenture No. 5 to the Base Indenture, dated as of May 17, 2010 (the "Supplemental Indenture"). The Supplemental Indenture with respect to the Notes (including the form of the Note) is filed as Exhibit 99.2 hereto. We expect to use net proceeds from the sale of the Notes for general corporate purposes which may include paying off maturing debt in January 2011.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

99.1 Underwriting Agreement, dated as of May 12, 2010, among CIGNA Corporation and Banc of America Securities LLC, Deutsche Bank Securities Inc. and UBS Securities LLC, as representatives of the underwriters named therein.

99.2 Supplemental Indenture No. 5, dated as of May 17, 2010 between CIGNA Corporation and U.S. Bank National Association, as trustee.

SIGNATURE

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.

CIGNA CORPORATION

Date: May 28, 2010

By: /s/ Annmarie T. Hagan
Annmarie T. Hagan
Executive Vice President and
Chief Financial Officer