

CIGNA CORP  
Form 8-K  
April 30, 2018  
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) April 25, 2018

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.)

900 Cottage Grove Road

Bloomfield, Connecticut 06002

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:

(860) 226-6000

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))

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.

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Item 5.03. Amendments to the Articles of Incorporation or By-Laws; Change in Fiscal Year.

At the 2018 Annual Meeting of Shareholders, the shareholders of Cigna Corporation ("Cigna") approved an amendment to Article Fifth of the Cigna's Restated Certificate of Incorporation to eliminate the supermajority voting requirement necessary to amend Section 2 of Article III of the Company's By-Laws and replace it with a majority vote requirement. On April 25, 2018, Cigna filed the Restated Certificate of Incorporation with the Secretary of State of the State of Delaware reflecting this amendment.

Also on April 25, 2018, the Board of Directors of Cigna adopted amendments to Cigna's By-Laws to eliminate the similar supermajority voting requirement contained in Article VIII of the By-Laws and to make other changes to reflect the declassified structure of the Board.

The foregoing description of the amendments to the Restated Certificate of Incorporation and By-Laws is qualified in its entirety by reference to the full and complete copies of the Restated Certificate of Incorporation and By-Laws, which are attached hereto as Exhibit 3.1 and Exhibit 3.2, respectively, and incorporated herein by reference in their entirety.

Item 5.07 Submission of Matters to a Vote of Security Holders.

Cigna held its Annual Meeting of Shareholders on April 25, 2018. Set forth below are the voting results for each proposal. Each proposal is described in more detail in the 2018 Proxy Statement.

Proposal 1: Election of directors – to elect nine directors for one-year terms expiring at the next annual meeting of shareholders

| <u>Nominees</u>    | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker<br/>Non-Votes</u> |
|--------------------|------------------|----------------------|--------------------|-----------------------------|
| David M. Cordani   | 194,845,497      | 4,215,613            | 192,912            | 12,354,507                  |
| Eric J. Foss       | 192,886,440      | 6,158,586            | 208,997            | 12,354,507                  |
| Isaiah Harris, Jr. | 192,195,485      | 6,820,232            | 238,306            | 12,354,507                  |
| Roman Martinez IV  | 193,236,428      | 5,803,366            | 214,229            | 12,354,507                  |
| John M. Partridge  | 197,271,568      | 1,771,508            | 210,947            | 12,354,507                  |
| James E. Rogers    | 194,825,553      | 4,224,674            | 203,796            | 12,354,507                  |
| Eric C. Wiseman    | 194,857,410      | 4,187,639            | 208,974            | 12,354,507                  |
| Donna F. Zarcone   | 187,220,564      | 11,837,190           | 196,268            | 12,354,507                  |
| William D. Zollars | 177,443,401      | 21,608,842           | 201,780            | 12,354,507                  |

Shareholders elected the nominees with an average of approximately 96% of the votes cast in favor.

Proposal 2: Approval of an advisory resolution on executive compensation.

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 185,231,451      | 13,661,430           | 361,142            | 12,354,507              |

Shareholders approved the advisory resolution on Cigna's executive compensation with approximately 93% of the votes cast in favor.

Proposal 3: Ratification of the appointment of PricewaterhouseCoopers LLP as Cigna's independent registered public accounting firm for 2018.

Votes For   Votes Against   Abstentions   Broker Non-Votes

207,447,215   3,974,837   186,478   0

Shareholders approved the ratification of PricewaterhouseCoopers LLP's appointment with approximately 98% of the votes cast in favor.

Proposal 4: Approval of an Amendment to the Restated Certificate of Incorporation to eliminate the supermajority vote requirement.

Votes For   Votes Against   Abstentions   Broker Non-Votes

198,536,505   514,152   203,366   12,354,507

Shareholders approved the amendment to the Restated Certificate of Incorporation to eliminate the supermajority vote requirement with approximately 82% of the shares outstanding cast in favor.

Item 9.01   Financial Statements and Exhibits.

(d)   Exhibits.

Exhibit No.   Description

3.1   Restated Certificate of  
Incorporation of Cigna Corporation,  
as last amended April 25, 2018

3.2   By-Laws of Cigna Corporation, as  
last amended April 25, 2018

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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: April 30, 2018 By: /s/ Nicole S. Jones  
Nicole S. Jones  
Executive Vice President  
and General Counsel