

CIGNA CORP
Form 8-K
March 26, 2015

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) **March 20, 2015**

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

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

On March 20, 2015, Cigna Corporation (the **Company**) completed its previously announced offering of \$900,000,000 in aggregate principal amount of 3.250% Senior Notes due 2025 (the **Notes**). The Notes were sold pursuant to an effective shelf registration statement on Form S-3ASR, File No. 333-183238.

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. 9 to the Base Indenture, dated as of March 20, 2015 (**Supplemental Indenture No. 9**). Supplemental Indenture No. 9 with respect to the Notes (including the form of the Note) is filed as Exhibit 4.1 hereto.

The foregoing description of Supplemental Indenture No. 9 and the Notes does not purport to be complete and is qualified in its entirety by reference to Supplemental Indenture No. 9 (including the form of Note), which is filed as Exhibit 4.1 hereto, and is incorporated herein by reference.

Item 8.01 **Other Events.**

A copy of the opinion of Cadwalader, Wickersham & Taft LLP, counsel to the Company, relating to the legality of the Notes, is filed as Exhibit 5.1 hereto.

Item 9.01 **Financial Statements and Exhibits.**

- (d) *Exhibits*
- Exhibit 4.1 Supplemental Indenture No. 9, dated as of March 20, 2015, between Cigna Corporation and U.S. Bank National Association, as trustee.
- Exhibit 5.1 Opinion of Cadwalader, Wickersham & Taft LLP.
- Exhibit 23.1 Consent of Cadwalader, Wickersham & Taft LLP (included in Exhibit 5.1).

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: March 26, 2015

/s/ Thomas A. McCarthy
Thomas A. McCarthy
Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
4.1	Supplemental Indenture No. 9, dated as of March 20, 2015, between Cigna Corporation and U.S. Bank National Association, as trustee.
5.1	Opinion of Cadwalader, Wickersham & Taft LLP.
23.1	Consent of Cadwalader, Wickersham & Taft LLP (included in Exhibit 5.1).