

COVENTRY HEALTH CARE INC

Form 425

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Subject Company: Coventry Health Care, Inc.  
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The following communication was delivered to Aetna's National Accounts Consultants:

Aetna Enters Into Agreement To Acquire Coventry Health Care, Inc.

We want to share some important news with you, as our valued business associates. Today Aetna announced it has entered into a definitive agreement to acquire Coventry Health Care, Inc. As you know, Coventry is a diversified managed health care company that offers a full portfolio of risk and fee-based products, including Medicare Advantage and Medicare Part D programs, Medicaid managed care plans, group and individual health insurance, coverage for specialty services such as workers' compensation, and network rental services. The acquisition of Coventry will complement Aetna's strategy to expand our competitive set of core and emerging businesses to meet the evolving needs of the people we serve.

Through the Coventry acquisition, Aetna will add nearly 4 million medical members and 1.5 million Medicare Part D members on a pro forma basis, and will build on our existing resources and capabilities. Coventry will increase our presence in Government business. Coventry's growing Individual Medicare Advantage business and leading Medicare Part D business will complement our Group Medicare Advantage franchise.

Coventry has built a reputation for its intense local focus. Its highly efficient operating structure allows it to deliver the kind of affordable products needed to compete successfully in a consumer driven marketplace.

Coventry operates local health plans that serve 27 states, primarily in the Mid-Atlantic, Midwest, Mountain West and Southeast United States. Even in states where Aetna and Coventry both have business today, we each tend to focus on different areas within the state and our products tend to be complementary and largely do not overlap. This complementary geographic focus will create more opportunities for us to create growth and enhance product offerings. Coventry will increase our medical membership in Florida and Pennsylvania, and will enhance our presence in Missouri, Kansas, Georgia, Utah, and North Carolina. This acquisition also will open up some local areas where we have not been strong, including Pittsburgh and St. Louis.

Coventry operates health plans under various names including: Altius Health Plans, Cambridge Life Insurance Company, Carelink Health Plans, Confident Care Health Plan, Inc., CoventryCares, Coventry Health, Coventry Health Care, Coventry Health and Life, Coventry Summit Health Plan, First Health, First Health Life and Health Insurance Company, Group Dental Service, HealthAmerica, HealthAssurance, HealthCare USA, MHNet, MHNet Life and Health Insurance Company, Preferred Health Systems, and WellPath.

Coventry's local focus also has helped it develop strong hospital and physician relationships. These relationships will be critical in local geographies where we want to improve our network and introduce our new Accountable Care Solutions model. We also anticipate these providers will want to take advantage of Aetna's provider solutions technology suite (e.g. Medicity, iNexx, and ActiveHealth.)

Finally, the acquisition will support our commitment to delivering competitively priced products and services. With Coventry, we see additional opportunities to find administrative cost savings, as well as network and medical management savings. Operating more efficiently will help us to offer customers – particularly consumers in the new exchange marketplace – more affordable products and services.

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predictions and involve known and unknown risks and uncertainties, many of which are beyond our control.

Statements in this document that are forward-looking, including projections as to the anticipated benefits of the pending transaction to Aetna, the impact of the pending transaction on medical membership and the closing date for the pending transaction, are based on management's estimates, assumptions and projections, and are subject to significant uncertainties and other factors, many of which are beyond Aetna's control. Important risk factors could cause actual future results and other future events to differ materially from those currently estimated by management, including, but not limited to: the timing to consummate the proposed acquisition; the risk that a condition to closing of the proposed acquisition may not be satisfied; the risk that a regulatory approval that may be required for the proposed acquisition is delayed, is not obtained or is obtained subject to conditions that are not anticipated; Aetna's ability to achieve the synergies and value creation contemplated by the proposed acquisition; Aetna's ability to promptly and effectively integrate Coventry's businesses; the diversion of management time on acquisition-related issues; and the implementation of health care reform legislation and changes in Aetna's future cash requirements, capital requirements, results of operations, financial condition and/or cash flows. Health care reform will significantly impact Aetna's business operations and financial results, including Aetna's medical benefit ratios. Components of the legislation will be phased in over the next six years, and Aetna will be required to dedicate material resources and incur material expenses during that time to implement health care reform. Many significant parts of the legislation, including health insurance exchanges, Medicaid expansion, the scope of "essential benefits,"

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employer penalties and the implementation of minimum medical loss ratios, require further guidance and clarification both at the federal level and/or in the form of regulations and actions by state legislatures to implement the law. In addition, pending efforts in the U.S. Congress to repeal, amend, or restrict funding for various aspects of health care reform, the 2012 presidential and congressional elections, and the possibility of additional litigation challenging aspects of the law continue to create additional uncertainty about the ultimate impact of health care reform. As a result, many of the impacts of health care reform will not be known for the next several years. Other important risk factors include: adverse and less predictable economic conditions in the U.S. and abroad (including unanticipated levels of, or increases in the rate of, unemployment); adverse changes in health care reform and/or other federal or state government policies or regulations as a result of health care reform or otherwise (including legislative, judicial or regulatory measures that would affect Aetna's business model, restrict funding for or amend various aspects of health care reform, limit Aetna's ability to price for the risk it assumes and/or reflect reasonable costs or profits in its pricing, such as mandated minimum medical benefit ratios, eliminate or reduce ERISA pre-emption of state laws (increasing Aetna's potential litigation exposure) or mandate coverage of certain health benefits); Aetna's ability to differentiate its products and solutions from those offered by its competitors, and demonstrate that its products lead to access to better quality of care by its members; unanticipated increases in medical costs (including increased intensity or medical utilization as a result of flu, increased COBRA participation rates or otherwise; changes in membership mix to higher cost or lower-premium products or membership-adverse selection; changes in medical cost estimates due to the necessary extensive judgment that is used in the medical cost estimation process, the considerable variability inherent in such estimates, and the sensitivity of such estimates to changes in medical claims payment patterns and changes in medical cost trends; increases resulting from unfavorable changes in contracting or re-contracting with providers, and increased pharmacy costs); failure to achieve and/or delays in achieving desired rate increases and/or profitable membership growth due to regulatory review or other regulatory restrictions, the difficult economy and/or significant competition, especially in key geographic areas where membership is concentrated, including successful protests of business awarded to us; adverse changes in size, product mix or medical cost experience of membership; Aetna's ability to diversify its sources of revenue and earnings; adverse program, pricing or funding actions by federal or state government payors, including curtailment or elimination of the Centers for Medicare & Medicaid Services' star rating bonus payments; the ability to reduce administrative expenses while maintaining targeted levels of service and operating performance; the ability to successfully implement Aetna's agreement with CVS Caremark Corporation on a timely basis and in a cost-efficient manner and to achieve projected operating efficiencies for the agreement; Aetna's ability to integrate, simplify, and enhance its existing information technology systems and platforms to keep pace with changing customer and regulatory needs; the success of Aetna's health information technology initiatives; Aetna's ability to successfully integrate its businesses (including Medicity, Prodigy Health Group, PayFlex, and Genworth Financial Inc.'s Medicare Supplement business and other businesses Aetna may acquire in the future, including Coventry) and implement multiple strategic and operational initiatives simultaneously; managing executive succession and key talent retention, recruitment and development; the outcome of various litigation and regulatory matters, including guaranty fund assessments and litigation concerning, and ongoing reviews by various regulatory authorities of, certain of Aetna's payment practices with respect to out-of-network providers and/or life insurance policies; reputational issues arising from its social media activities, data security breaches, other cybersecurity risks or other causes; the ability to develop and maintain relations with providers while taking actions to reduce medical costs and/or expand the services Aetna offers; Aetna's ability to maintain its relationships with third party brokers, consultants and agents who sell Aetna's products; increases in medical costs or Group Insurance claims resulting from any epidemics, acts of terrorism or other extreme events; and a downgrade in Aetna's financial ratings. For more discussion of important risk factors that may materially affect Aetna, please see the risk factors contained in Aetna's Annual Report and Aetna's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 (Aetna's "First Quarter 10-Q") and Aetna's Second Quarter 10-Q (together with Aetna's First Quarter 10-Q, Aetna's "Quarterly Reports"), each on file with the SEC. You also should read Aetna's Annual Report and Aetna's Quarterly Reports for a discussion of Aetna's historical results of operations and financial condition.

No assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do occur, what impact they will have on the results of operations, financial condition or cash flows of Aetna or Coventry. Neither Aetna nor Coventry assumes any duty to update or revise forward-looking statements, whether as a result of new information, future events or otherwise, as of any future date.

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