

UNITEDHEALTH GROUP INC

Form 8-K

August 16, 2004

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
filed pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): August 11, 2004

UNITEDHEALTH GROUP INCORPORATED

(Exact name of registrant as specified in its charter)

Minnesota

0-10864

41-1321939

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

UnitedHealth Group Center, 9900 Bren Road East, Minnetonka, Minnesota

55343

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (952) 936-1300

N/A

(Former name or former address,
if changed since last report.)

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Item 5. Other Events

Item 7. Financial Statements and Exhibits

INDEX TO EXHIBITS

Underwriting Agreement

Officers' Certificate and Company Order - Relating to 2007 Notes

Officers' Certificate and Company Order - Relating to 2009 Notes

Officers' Certificate and Company Order - Relating to 2014 Notes

Specimen of the 2007 Note

Specimen of the 2009 Note

Specimen of the 2014 Note

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Item 5. Other Events.

On August 11, 2004, UnitedHealth Group Incorporated (the Company) agreed to sell \$550,000,000 aggregate principal amount of its 3 3/8% Notes due August 15, 2007 (the 2007 Notes), \$450,000,000 aggregate principal amount of its 4 1/8% Notes due August 15, 2009 (the 2009 Notes) and \$500,000,000 aggregate principal amount of its 5% Notes due August 15, 2014 (the 2014 Notes and, together with the 2007 Notes and the 2009 Notes, the Notes), pursuant to an Underwriting Agreement and applicable Pricing Agreement, each dated August 11, 2004, among the Company and J.P. Morgan Securities Inc., Banc of America Securities LLC, Citigroup Global Markets Inc. and Wachovia Capital Markets, LLC as Representatives of the several Underwriters listed on Schedule 1 of the Pricing Agreement referenced above. The Notes will be issued pursuant to that certain Senior Debt Securities Indenture, dated as of November 15, 1998, as amended by an Amendment to Indenture, dated as of November 6, 2000, between the Company and The Bank of New York, as Trustee (the Indenture), a certain Officers Certificate and Company Order, dated August 11, 2004, relating to the 2007 Notes, a certain Officers Certificate and Company Order, dated August 11, 2004, relating to the 2009 Notes and a certain Officers Certificate and Company Order, dated August 11, 2004, relating to the 2014 Notes, each pursuant to Sections 201, 301 and 303 of the Indenture. The Notes have been registered under the Securities Act of 1933, as amended, by a registration statement on Form S-3, File No. 333-113755.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

1.1 Underwriting Agreement and applicable Pricing Agreement each dated August 11, 2004, among the Company and J.P. Morgan Securities Inc., Banc of America Securities LLC, Citigroup Global Markets Inc. and Wachovia Capital Markets, LLC, as Representatives of the several Underwriters.

4.1 Officers Certificate and Company Order, dated August 11, 2004, pursuant to Sections 201, 301 and 303 of the Senior Debt Securities Indenture, dated as of November 15, 1998, as amended by the Amendment to Indenture, dated as of November 6, 2000, between the Company and The Bank of New York, as Trustee, relating to the 2007 Notes (excluding exhibits thereto).

4.2 Officers Certificate and Company Order, dated August 11, 2004,

pursuant to Sections 201, 301 and 303 of the Senior Debt Securities Indenture, dated as of November 15, 1998, as amended by the Amendment to Indenture, dated as of November 6, 2000, between the Company and The Bank of New York, as Trustee, relating to the 2009 Notes (excluding exhibits thereto).

4.3 Officers Certificate and Company Order, dated August 11, 2004, pursuant to Sections 201, 301 and 303 of the Senior Debt Securities Indenture, dated as of November 15, 1998, as amended by the Amendment to Indenture, dated as of

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November 6, 2000, between the Company and The Bank of New York, as Trustee, relating to the 2014 Notes (excluding exhibits thereto).

4.4 Specimen of the 2007 Note.

4.5 Specimen of the 2009 Note.

4.6 Specimen of the 2014 Note.

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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.

Date: August 16, 2004

UNITEDHEALTH GROUP
INCORPORATED

By: /s/ David J. Lubben
David J. Lubben
General Counsel and Secretary

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INDEX TO EXHIBITS

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