

ANTHEM INC  
Form S-8  
November 14, 2003  
As filed with the Securities and

Exchange Commission on November 14, 2003

Registration No. 333-\_\_\_\_\_

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**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

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**ANTHEM, INC.**

(Exact name of registrant as specified in its charter)

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**Indiana**  
(State or other jurisdiction  
of incorporation or organization)  
  
**120 Monument Circle**  
  
**Indianapolis, Indiana**  
(Address of Principal Executive Offices)

**35-2145715**  
(I.R.S. Employer  
Identification No.)  
  
**46204**  
  
(Zip Code)

**Anthem 2001 Stock Incentive Plan**

(Full title of the plan)

**David R. Frick**

**Executive Vice President and Chief Legal and Administrative Officer**

**Anthem, Inc.**

**120 Monument Circle**

**Indianapolis, Indiana 46204**

(Name and address of agent for service)

**(317) 488-6000**

(Telephone number, including area code, of agent for service)

*Copy to:*

**James A. Aschleman**

**Baker & Daniels**

**300 North Meridian Street, Suite 2700**

**Indianapolis, Indiana 46204-1782**

**(317) 237-0300**

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Stock, par value \$0.01 per share	13,000,000	\$ 65.505 <sup>(2)</sup>	\$ 851,565,000 <sup>(2)</sup>	\$ 68,892 <sup>(2)</sup>

<sup>(1)</sup> Pursuant to Rule 416(a) under the Securities Act of 1933 (the "Securities Act"), this Registration Statement also registers additional shares of Common Stock as may be offered or issued to prevent dilution resulting from stock splits, stock dividends and similar transactions.

<sup>(2)</sup>

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Estimated in accordance with Rule 457 (c) and (h) (1) under the Securities Act solely for purposes of calculating the registration fee based on the average of the high and low sale prices for the Common Stock as reported by the New York Stock Exchange on November 11, 2003, which was \$65.505 per share.

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The Registrant's Registration Statement on Form S-8 (Registration No. 333-73516) is incorporated herein by reference.

**SIGNATURES**

*The Registrant.* Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on November 14, 2003.

ANTHEM, INC.

By:           /s/ LARRY C. GLASSCOCK          

Larry C. Glasscock

President and Chief Executive  
Officer

**POWER OF ATTORNEY**

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in their respective capacities and on the respective dates indicated opposite their names. Each person whose signature appears below hereby authorizes each of Larry C. Glasscock, David R. Frick and Michael L. Smith, each with full power of substitution, to execute in the name and on behalf of such person any post-effective amendment to this Registration Statement and to file the same, with exhibits thereto, and other documents in connection therewith, making such changes in this Registration Statement as the registrant deems appropriate, and appoints each of Larry C. Glasscock, David R. Frick and Michael L. Smith, each with full power of substitution, attorney-in-fact to sign any amendment and any post-effective amendment to this Registration Statement and to file the same, with exhibits thereto, and other documents in connection therewith.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ LARRY C. GLASSCOCK</u> Larry C. Glasscock	President, Chief Executive Officer and Director (Principal Executive Officer)	November 14, 2003
<u>/s/ MICHAEL L. SMITH</u> Michael L. Smith	Executive Vice President and Chief Financial and Accounting Officer (Principal Financial and Accounting Officer)	November 14, 2003
<u>/s/ L. BEN LYTLE</u> L. Ben Lytle	Director	October 26, 2003
<u>/s/ LENNOX D. BAKER, JR. M.D.</u> Lennox D. Baker, Jr. M.D.	Director	October 26, 2003
<u>/s/ SUSAN B. BAYH</u> Susan B. Bayh	Director	October 26, 2003



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<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ WILLIAM B. HART _____ William B. Hart	Director	October 26, 2003
/s/ ALLAN B. HUBBARD _____ Allan B. Hubbard	Director	October 26, 2003
/s/ VICTOR S. LISS _____ Victor S. Liss	Director	October 26, 2003
/s/ WILLIAM G. MAYS _____ William G. Mays	Director	October 26, 2003
/s/ JAMES W. McDOWELL, JR. _____ James W. McDowell, Jr.	Director	October 26, 2003
/s/ SENATOR DONALD W. RIEGLE, JR. _____ Senator Donald W. Riegle, Jr.	Director	October 26, 2003
/s/ WILLIAM J. RYAN _____ William J. Ryan	Director	October 26, 2003
/s/ GEORGE A. SCHAEFER, JR. _____ George A. Schaefer, Jr.	Director	October 26, 2003
/s/ JOHN SHERMAN, JR. _____ John Sherman, Jr.	Director	October 26, 2003
/s/ DENNIS J. SULLIVAN, JR. _____ Dennis J. Sullivan, Jr.	Director	October 26, 2003
/s/ JACKIE M. WARD _____ Jackie M. Ward	Director	October 26, 2003

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**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
4.1	Restated Articles of Incorporation of Registrant. (The copy of this Exhibit filed as Exhibit 3.1 to the Company's Registration Statement on Form S-1 (Registration No. 333-67714) as filed with the Commission is incorporated herein by reference.)
4.2	By-Laws of Registrant. (The copy of this Exhibit filed as Exhibit 3.2(i) to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003, is incorporated herein by reference.)
4.3	Form of certificate for the Common Stock, \$0.01 par value per share, of the Registrant. (The copy of this Exhibit filed as Exhibit 4.1 to the Company's Registration Statement on Form S-1 (Registration No. 333-67714) as filed with the Commission is incorporated herein by reference.)
4.4	Anthem 2001 Stock Incentive Plan, as amended and restated on January 1, 2003. (The copy of this Exhibit filed as Appendix II to the Company's Definitive Proxy Statement filed on April 2, 2003 (File No. 001-16751), is incorporated herein by reference.)
5	Opinion of Baker & Daniels.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Baker & Daniels (included in the Baker & Daniels Opinion filed as Exhibit 5).
24	Power of Attorney (included on the Signature Page of the Registration Statement).