

UNITEDHEALTH GROUP INC  
Form S-8  
August 09, 2004

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

As filed with the Securities and Exchange Commission on August 9, 2004

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**UNITED STATES**  
**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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**UNITEDHEALTH GROUP INCORPORATED**

(Exact name of registrant as specified in its charter)

**Minnesota**  
(State or other jurisdiction of  
incorporation or organization)

**41-1321939**  
(I.R.S. Employer  
Identification No.)

**UnitedHealth Group Center**

**9900 Bren Road East**

**Minnetonka, Minnesota 55343**

(Address, including zip code, of registrant's principal executive offices)

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**Oxford Health Plans, Inc. Deferred Compensation Plan**

**Oxford Health Plans, Inc. 2002 Non-Employee Director Stock Option Plan**

**Oxford Health Plans, Inc. 2002 Equity Incentive Compensation Plan**

**Oxford Health Plans, Inc. Daniel N. Gregoire Stock Option Agreement**

**Oxford Health Plans, Inc. Norman G. Payson Stock Option Agreement**

**Oxford Health Plans, Inc. 1997 Independent Contractor Stock Option Plan**

**Oxford Health Plans, Inc. 1992 Non-Employee Director Stock Plan**

**Oxford Health Plans, Inc. 1991 Stock Option Plan**

(Full title of the plan)

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**David J. Lubben, Esq.**

**General Counsel and Secretary**

**UnitedHealth Group Incorporated**

**UnitedHealth Group Center**

**9900 Bren Road East**

**Minnetonka, Minnesota 55343**

**(952) 936-1300**

(Name, address and telephone number, including area code, of agent for service of process)

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*Copy to:*

**Jonathan B. Abram, Esq.**

**Dorsey & Whitney LLP**

**50 South Sixth Street**

**Suite 1500**

**Minneapolis, Minnesota 55402**

(612) 340-2600

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**CALCULATION OF REGISTRATION FEE**

| <b>Title of securities to be registered</b> | <b>Amount to<br/>be registered (1) (2)</b> | <b>Proposed maximum<br/>offering price per share (3)</b> | <b>Proposed maximum<br/>aggregate offering price (3)</b> | <b>Amount of registration fee</b> |
|---------------------------------------------|--------------------------------------------|----------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock, \$0.01 par value<br>per share | 159,110                                    | \$ 61.245                                                | \$ 9,744,692                                             | \$ 1,235                          |

- (1) The shares being registered consist of additional shares issuable under the Oxford Health Plans, Inc. Deferred Compensation Plan, the Oxford Health Plans, Inc. 2002 Non-Employee Director Stock Option Plan, the Oxford Health Plans, Inc. 2002 Equity Incentive Compensation Plan, the Oxford Health Plans, Inc. Daniel N. Gregoire Stock Option Agreement, the Oxford Health Plans, Inc. Norman G. Payson Stock Option Agreement, the Oxford Health Plans, Inc. 1997 Independent Contractor Stock Option Plan, the Oxford Health Plans, Inc. 1992 Non-Employee Director Stock Plan and the Oxford Health Plans, Inc. 1991 Stock Option Plan.
- (2) Pursuant to Rule 416(a) of the Securities Act of 1933, this Registration Statement also covers any additional securities that may be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions in accordance with the terms of the plans.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) under the Securities Act of 1933, as amended. The proposed maximum aggregate offering price is based upon the average of the high and low prices of the registrant's Common Stock traded on the New York Stock Exchange as reported on the consolidated reporting system on August 6, 2004.
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**Explanatory Note**

Pursuant to Instruction E of Form S-8, this Registration Statement on Form S-8 relates to the registration of an additional 159,110 shares of the registrant's common stock that are issuable under eight stock-based employee benefit plans of Oxford Health Plans, Inc. (the "Plans"), which were assumed by the registrant in connection with the merger of Oxford Health Plans, Inc. and Ruby Acquisition LLC, a wholly owned subsidiary of the registrant. The registrant has previously registered 7,436,793 shares of its common stock for issuance under the Plans under a Registration Statement on Form S-8 (File No. 333-117769) filed with the Commission on July 30, 2004, the contents of which are incorporated herein by reference.

**Item 8. Exhibits.**

| <b><u>Exhibit<br/>Number</u></b> | <b><u>Description</u></b>                                                                                                              |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|
| 5                                | Opinion of David J. Lubben, General Counsel of UnitedHealth Group Incorporated, regarding legality of the securities to be issued.     |
| 15                               | Letter Regarding Unaudited Interim Financial Information of Deloitte & Touche LLP.                                                     |
| 23.1                             | Consent of Deloitte & Touche LLP.                                                                                                      |
| 23.2                             | Consent of David J. Lubben, General Counsel of UnitedHealth Group Incorporated (included in Exhibit 5 to this Registration Statement). |
| 24                               | Power of Attorney                                                                                                                      |

**SIGNATURES**

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 Minnetonka, State of Minnesota, on August 9, 2004, 2004.

UNITEDHEALTH GROUP INCORPORATED

By /s/ David J. Lubben

***David J. Lubben***  
***General Counsel and Secretary***

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on August 9, 2004

|                              |                                              |
|------------------------------|----------------------------------------------|
| /s/ William W. McGuire, M.D. | Chief Executive Officer and Director         |
| William W. McGuire, M.D.     | (principal executive officer)                |
| /s/ Patrick J. Erlandson     | Chief Financial Officer                      |
| Patrick J. Erlandson         | (principal financial and accounting officer) |
| *                            | Director                                     |
| William C. Ballard, Jr       |                                              |
| *                            | Director                                     |
| Richard T. Burke             |                                              |
| *                            | Director                                     |
| James A. Johnson             |                                              |
| *                            | Director                                     |
| Thomas H. Kean               |                                              |
| *                            | Director                                     |
| Douglas W. Leatherdale       |                                              |
| *                            | Director                                     |
| Stephen J. Hemsley           |                                              |

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Director

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Mary O. Munding

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Director

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Robert L. Ryan

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Director

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Donna E. Shalala

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Director

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William G. Spears

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Director

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Gail R. Wilensky

\*By: /s/ David J. Lubben

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David J. Lubben  
*As Attorney-In-Fact*

**Exhibit Index to**

**Form S-8**

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