WELLCARE HEALTH PLANS, INC.

Form 4 April 26, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Number:

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Last)

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

MOSZKOWSKI NEAL

(First) (Middle)

888 SEVENTH AVENUE

(Street)

NEW YORK, NY 10106

Symbol WELLCARE HEALTH PLANS,

INC. [WCG]

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

(Month/Day/Year) 04/14/2005

4. If Amendment, Date Original

Code V

 $J^{(1)}$

Filed(Month/Day/Year)

Person Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City) (State) (Zip)

04/14/2005

2. Transaction Date 2A. Deemed 1.Title of Execution Date, if Security (Month/Day/Year) (Instr. 3)

(Month/Day/Year)

3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Amount

(D)

(A)

or

<u>(1)</u>

16,733,784 A Price

16,733,784

See

OMB APPROVAL

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6.

(I)

Ι

Ownership

Direct (D)

or Indirect

(Instr. 4)

Form:

X Form filed by One Reporting Person Form filed by More than One Reporting

(Check all applicable)

10% Owner Other (specify

Issuer

below)

X Director

Applicable Line)

5. Amount of

Beneficially

Securities

Owned

Following

Reported

Transaction(s)

(Instr. 3 and 4)

Officer (give title

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Footnote (1)

7. Nature of

Indirect

Beneficial

Ownership

(Instr. 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MOSZKOWSKI NEAL							
888 SEVENTH AVENUE	X	X					
NEW YORK, NY 10106							

Signatures

/s/ Jennifer Glassman, Attorney-in-Fact 04/25/2005

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Mr. Moszkowski is one of two sole decision makers for TowerBrook Capital Partners LLC ("TCP LLC"). TCP LLC is the general partner of TCP General Partner L.P. ("TCP") which is a general partner of TowerBrook Investors L.P., the record and beneficial owner of such shares. Prior to April 14, 2005, TCP and TBI were known as SPEP General Partner LP and Soros Private Equity Investors LP, respectively. An investment committee of five individuals, including Mr. Moszkowski, has exclusive decision making authority with

respectively. An investment committee of five individuals, including Mr. Moszkowski, has exclusive decision making authority with respect to such shares. Mr. Moszkowski disclaims beneficial ownership of all such shares, except to the extent of any pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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