

WELLCARE HEALTH PLANS, INC.

Form 8-K

February 21, 2007

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **February 16, 2007**

**WELLCARE HEALTH PLANS, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-32209**  
(Commission File Number)

**47-0937650**  
(IRS Employer  
Identification No.)

**8735 Henderson Road, Renaissance One**  
**Tampa, Florida**  
(Address of principal executive offices)

**33634**  
(Zip Code)

Registrant's telephone number, including area code: **(813) 290-6200**

**Not Applicable**

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On February 16, 2007, the Registrant received an executed amendment number 1 to the 2007 Managed Care Plan for the Northeast Region Provider Agreement between the Ohio Department of Job and Family Services and WellCare of Ohio, Inc., a wholly-owned subsidiary of the Registrant (“WellCare OH”), pursuant to which WellCare OH participates in the managed care program for the Aged, Blind or Disabled eligible population. The amendment, among other things, revises the formula for calculation of the Medical Expense Ratio in Appendix J. The amendment is effective February 15, 2007. A copy of the amendment is attached as Exhibit 10.1 to this Current Report on Form 8-K.

The foregoing description does not purport to be a complete statement of the parties’ rights and obligations under the above-described amendment. The above description is qualified in its entirety by reference to the amendment.

In the interest of providing interested parties with full access to its federal, state and county contracts, the Registrant has elected to file such contracts with the Securities and Exchange Commission. The Registrant does not believe that its business is substantially dependent on many of these contracts when each is taken individually.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

10.1 Amendment number 1 to the 2007 Managed Care Plan for the Northeast Region Provider Agreement between the Ohio Department of Job and Family Services and WellCare of Ohio, Inc.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 21, 2007

**WELLCARE HEALTH PLANS, INC.**

/s/ Thaddeus Bereday

Thaddeus Bereday

Senior Vice President and General Counsel

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**EXHIBIT INDEX**

**ExhibitDescription**

**No.**

10.1 Amendment number 1 to the 2007 Managed Care Plan for the Northeast Region Provider Agreement between the Ohio Department of Job and Family Services and WellCare of Ohio, Inc.