
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): March 1, 2017

Universal American Corp.

(Exact Name of Registrant as Specified in its Charter)

Delaware (State or Other Jurisdiction of Incorporation)	001-35149 (Commission File Number)	27-4683816 (I.R.S. Employer Identification No.)
44 South Broadway, Suite 1200, White Plains, New York (Address of Principal Executive Offices)		10601 (Zip Code)

(914) 934-5200
(Registrant's telephone number, including area code)

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:

- ☐ 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 8.01. Other Events.

On March 1, 2017, Universal American Corp., a Delaware corporation (the “Company”), gave notice (the “Notice”) to holders of the Company’s Series A Mandatorily Redeemable Preferred Shares (the “Preferred Shares”) of the Company’s intention to redeem (the “Redemption”) all of its outstanding Preferred Shares on the earlier of (i) the business day immediately following the Effective Date (as defined in the Agreement and Plan of Merger, dated as of November 17, 2016, by and among WellCare Health Plans, Inc., a Delaware corporation (“WellCare”), Wind Merger Sub, Inc., a Delaware corporation and an indirect wholly owned subsidiary of WellCare (“Merger Sub”), and the Company), and (ii) April 29, 2017, the mandatory redemption date for the Preferred Shares. The Notice and the Redemption are in accordance with the terms of the Preferred Shares Certificate of Designation.

A copy of the Notice is furnished as Exhibit 99.1 to this Current Report on Form 8-K. The information therein shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 or incorporated by reference in any filing under the Securities Act of 1933 or Securities Exchange Act of 1934.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit Number**Exhibit Description**

99.1

Notice of Redemption of Series A Mandatorily Redeemable Preferred Shares.

SIGNATURE

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.

UNIVERSAL AMERICAN CORP.

By: /s/ Tony L. Wolk

Name: Tony L. Wolk

Title: EVP, General Counsel and Secretary

Date: March 1, 2017

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Notice of Redemption of Series A Mandatorily Redeemable Preferred Shares.



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REDEMPTION NOTICE

March 1, 2017

Universal American Corp.
44 South Broadway, Suite 1200
White Plains, New York 10601

Reference is made to the Agreement and Plan of Merger, dated as of November 17, 2016 (as it may be amended, the "Merger Agreement"), by and among WellCare Health Plans, Inc., a Delaware corporation ("WellCare"), Wind Merger Sub, Inc., a Delaware corporation and an indirect wholly owned subsidiary of WellCare ("Merger Sub"), and Universal American Corp. (the "Company"), pursuant to which Merger Sub will merge with and into the Company (the "Merger") and certain other transactions will be effected with the Company surviving as an indirect wholly owned subsidiary of WellCare. The Effective Date (as defined in the Merger Agreement) of the Merger is currently expected to be on or about April 1, 2017. The Merger will constitute a "Change of Control" (as defined in the Certificate (as defined below)). However, there can be no assurances that the closing conditions will be satisfied (or waived, if applicable) by such date or that the closing will occur.

In accordance with Section 6(c) of the Certificate of Designation (the "Certificate") of the Company's Series A Mandatorily Redeemable Preferred Shares (the "Preferred Shares"), the Company hereby gives notice to all holders of the Preferred Shares that all of the Preferred Shares will be redeemed, in whole and not in part, by the Company on the earlier of (i) the business day immediately following the Effective Date of the Merger pursuant to Section 6(b) of the Certificate and (ii) April 29, 2017 pursuant to Section 6(a) of the Certificate (such earlier date, the "Redemption Date"), in an amount in cash equal to the Series A Liquidation Preference (as defined in the Certificate) to, but excluding, the Redemption Date (the "Redemption Price"). In no event shall the Redemption Date be less than 15 days or more than 60 days from the date of this notice. To the extent this notice is in connection with the optional redemption of the Preferred Shares pursuant to Section 6(b) of the Certificate, this notice is revocable in accordance with Section 6(c) of the Certificate.

The number of shares of the Preferred Shares to be redeemed is 1,600,000.

Dividends on the Preferred Shares shall cease to accumulate from and after the Redemption Date.

All Preferred Shares are held through the facilities of the Transfer Agent and Registrar or the Securities Depository and shall be deemed to have been automatically surrendered on the Redemption Date and no action is required on the part of holders of the Preferred Shares.
