

AETNA INC /PA/
Form 8-K
May 23, 2011

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): May 20, 2011

Aetna Inc.
(Exact name of registrant as specified in its charter)

| | | |
|---|--|--|
| Pennsylvania (State or other jurisdiction of incorporation) | 1-16095 (Commission File Number) | 23-2229683 (IRS Employer Identification No.) |
|---|--|--|

| | |
|---|---------------------|
| 151 Farmington Avenue, Hartford, CT (Address of principal executive offices) | 06156 (Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code: (860) 273-0123

Former name or former address, if changed since last report: N/A

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))

Section 5 - Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 20, 2011, Aetna Inc.'s ("Aetna's") shareholders approved an amendment to the Aetna Inc. 2010 Stock Incentive Plan to increase the number of shares authorized to be issued under such Plan. The amended Aetna Inc. 2010 Stock Incentive Plan, as amended May 20, 2011, is filed as Exhibit 10.1 to this Current Report and is incorporated by reference herein in response to this Item 5.02.

Also on May 20, 2011, Aetna's shareholders approved the Aetna Inc. 2011 Employee Stock Purchase Plan dated as of May 20, 2011 (the "ESPP"). The ESPP is filed as Exhibit 10.2 to this Current Report and is incorporated by reference herein in response to this Item 5.02.

Item 5.07 Submission of Matters to a Vote of Security Holders.

Aetna's Annual Meeting of Shareholders was held on May 20, 2011. Shareholders voted on the matters set forth below.

1. Election of Director nominees. Each of the nominees listed below was elected as a Director of Aetna until the next Annual Meeting and until their successors are duly elected and qualified based on the following votes:

| Nominee | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--------------------------|-------------|---------------|-------------|------------------|
| Mark T. Bertolini | 296,295,161 | 12,957,349 | 394,229 | 20,988,197 |
| Frank M. Clark | 275,934,235 | 33,263,644 | 448,860 | 20,988,197 |
| Betsy Z. Cohen | 262,845,460 | 46,385,761 | 415,518 | 20,988,197 |
| Molly J. Coye, M.D. | 277,724,379 | 31,510,222 | 412,138 | 20,988,197 |
| Roger N. Farah | 274,476,315 | 34,693,553 | 476,871 | 20,988,197 |
| Barbara Hackman Franklin | 266,875,205 | 42,336,867 | 434,667 | 20,988,197 |
| Jeffrey E. Garten | 274,547,439 | 34,633,637 | 465,663 | 20,988,197 |
| Gerald Greenwald | 297,033,222 | 12,139,066 | 474,451 | 20,988,197 |
| Ellen M. Hancock | 297,191,109 | 11,996,662 | 458,968 | 20,988,197 |
| Richard J. Harrington | 307,247,720 | 1,951,904 | 447,115 | 20,988,197 |
| Edward J. Ludwig | 303,087,407 | 6,082,737 | 476,595 | 20,988,197 |
| Joseph P. Newhouse | 297,659,995 | 11,533,962 | 452,782 | 20,988,197 |

2. The proposal to approve the appointment of KPMG LLP as the independent registered public accounting firm for Aetna and its subsidiaries for 2011 was approved based on the following votes:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 326,818,620 | 3,495,993 | 320,323 | None |

3. The proposal to approve the proposed amendment to the Aetna Inc. 2010 Stock Incentive Plan to increase the number of shares authorized to be issued under the Plan was approved based on the following votes:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 222,644,231 | 86,374,750 | 627,758 | 20,988,197 |

4. The proposal to approve the proposed Aetna Inc. 2011 Employee Stock Purchase Plan was approved based on the following votes:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 304,436,647 | 4,708,868 | 501,224 | 20,988,197 |

5. The non-binding advisory vote on executive compensation was approved based on the following votes:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 220,277,161 | 88,473,047 | 896,531 | 20,988,197 |

6. The non-binding advisory vote on the frequency of the vote on executive compensation was voted on as follows:

| Every Year | Every Two Years | Every Three Years | Abstentions | Broker Non-Votes |
|-------------|-----------------|-------------------|-------------|------------------|
| 225,770,060 | 2,299,963 | 66,870,226 | 7,897,271 | 27,797,4 |

7. A shareholder proposal relating to cumulative voting in the election of Directors was not approved based on the following votes:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 116,356,098 | 192,024,575 | 1,266,066 | 20,988,197 |

8. A shareholder proposal requesting that the Board of Directors adopt a policy that the Chairman of Aetna Inc.'s Board of Directors be an independent director who has not previously served as an executive officer of Aetna was approved based on the following votes:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 158,644,375 | 149,798,952 | 1,203,412 | 20,988,197 |

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed as part of this Current Report:

- 10.1 Amended Aetna Inc. 2010 Stock Incentive Plan, as amended May 20, 2011. *
- 10.2 Aetna Inc. 2011 Employee Stock Purchase Plan dated as of May 20, 2011. *

* Compensatory plan or arrangement.

SIGNATURES

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.

Aetna Inc.

Date: May 23, 2011

By: /s/ Rajan Parmeswar
Name: Rajan Parmeswar
Title: Vice President, Controller and Chief
Accounting Officer

INDEX TO EXHIBITS

| Exhibit Number | Description | Filing Method |
|-------------------|--|------------------|
| 10.1 | Amended Aetna Inc. 2010 Stock Incentive Plan, as amended May 20, 2011. | Electronic |
| 10.2 | Aetna Inc. 2011 Employee Stock Purchase Plan dated as of May 20, 2011. | Electronic |