

WELLPOINT INC  
Form S-8 POS  
June 28, 2006

As filed with the Securities and Exchange Commission on June 28, 2006

Registration No. 333-120854

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**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

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**WELLPOINT, INC.**

(Exact name of registrant as specified in its charter)

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

**120 Monument Circle**  
**Indianapolis, Indiana**  
(Address of Principal Executive Offices)

**35-2145715**  
(I.R.S. Employer  
Identification No.)

**46204**  
(Zip Code)

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**WellPoint 401(k) Retirement Savings Plan (the Prior WHN 401(k) Plan )**

(Full title of the plan)

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**Angela F. Braly, Esq.**

**Executive Vice President, General Counsel and Chief Public Affairs Officer**

**WellPoint, Inc.**

**120 Monument Circle**

**Indianapolis, Indiana 46204**

(Name and address of agent for service)

**(317) 488-6000**

(Telephone number, including area code, of agent for service)

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*Copy to:*

**Christine Graffis Long**

**Baker & Daniels LLP**

**600 East 96th Street, Suite 600**

**Indianapolis, Indiana 46240**

**(317) 569-9600**

**EXPLANATORY STATEMENT**

This post-effective amendment to the registration statement on Form S-8 (Registration No. 333-120854) (the "Registration Statement") is being filed by WellPoint, Inc. ("WellPoint") to deregister shares of its common stock previously registered under the Registration Statement and reserved for issuance under the WellPoint 401(k) Retirement Savings Plan (Generally effective January 1, 2002 (as amended)) (the "Prior WHN 401(k) Plan"). Under the Registration Statement an aggregate of 4,744,760<sup>(1)</sup> shares and an indeterminate amount of plan interests were registered for issuance under the Prior WHN 401(k) Plan.

Effective December 31, 2005, the Prior WHN 401(k) Plan was merged into the WellPoint 401(k) Retirement Savings Plan, which prior to January 1, 2006 was known as the Anthem 401(k) Long Term Savings Investment Plan, and the Prior WHN 401(k) Plan ceased to exist. As of the date hereof, 4,158,074 shares of WellPoint common stock and an indeterminate amount of plan interests registered under the Registration Statement remain unissued under the Prior WHN 401(k) Plan.

Therefore, in accordance with an undertaking made by WellPoint in the Registration Statement to remove from registration, by means of a post-effective amendment, any shares of WellPoint's common stock which remain unsold at the termination of the offering, WellPoint hereby deregisters 4,158,074 shares of WellPoint common stock and an indeterminate amount of plan interests previously registered under the Registration Statement.

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<sup>(1)</sup> As adjusted for a 2-for-1 stock split on May 31, 2005.

**SIGNATURES**

*The Registrant.* 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 Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on June 28, 2006.

**WELLPOINT, INC.**

By: /s/ Larry C. Glasscock  
Larry C. Glasscock  
Chairman, President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, each person whose signature appears below hereby authorizes each of Angela F. Braly, Kathleen S. Kiefer and Nancy L. Purcell, with full power of substitution, to execute in the name and on behalf of such person any amendment to this registration statement, including post-effective amendments, and any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933 and to file the same, with exhibits thereto, and other documents in connection therewith, making such changes in this registration statement as the Registrant deems appropriate, and appoints Angela F. Braly, Kathleen S. Kiefer and Nancy L. Purcell, or any of them, each with full power of substitution, attorney-in-fact to sign any amendment to this registration statement, including post-effective amendments, and any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933 and to file the same, with exhibits thereto, and other documents in connection therewith.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed by the following persons in their respective capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Larry C. Glasscock	Chairman, President and Chief Executive Officer	June 28, 2006
Larry C. Glasscock	(Principal Executive Officer)	
/s/ David C. Colby	Executive Vice President and Chief Financial Officer	June 28, 2006
David C. Colby	(Principal Financial Officer)	

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Wayne S. DeVeydt Wayne S. DeVeydt	Senior Vice President and Chief Accounting Officer (Chief Accounting Officer)	June 28, 2006
/s/ Lenox D. Baker, Jr., M.D.* Lenox D. Baker, Jr., M.D.	Director	June 28, 2006
/s/ Susan B. Bayh* Susan B. Bayh	Director	June 28, 2006
/s/ Sheila P. Burke* Sheila P. Burke	Director	June 28, 2006
/s/ William H. T. Bush* William H. T. Bush	Director	June 28, 2006
/s/ Julie A. Hill* Julie A. Hill	Director	June 28, 2006
/s/ Warren Y. Jobe* Warren Y. Jobe	Director	June 28, 2006
/s/ Victor S. Liss* Victor S. Liss	Director	June 28, 2006
/s/ William G. Mays* William G. Mays	Director	June 28, 2006
/s/ Ramiro G. Peru* Ramiro G. Peru	Director	June 28, 2006
/s/ Jane G. Pisano* Jane G. Pisano	Director	June 28, 2006
/s/ Senator Donald W. Riegle, Jr.* Senator Donald W. Riegle, Jr.	Director	June 28, 2006
/s/ William J. Ryan* William J. Ryan	Director	June 28, 2006
/s/ George A. Schaefer, Jr.* George A. Schaefer, Jr.	Director	June 28, 2006

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/s/ Jackie M. Ward\*

Director

June 28, 2006

Jackie M. Ward

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**Signature**

**Title**  
Director

**Date**  
June \_\_, 2006

John E. Zuccotti

\*By: /s/ Larry C. Glasscock  
Larry C. Glasscock

Attorney-in-fact

*The Plan.* Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plans) have duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on June 28, 2006.

**WELLPOINT, INC. 401(K) RETIREMENT SAVINGS PLAN (f/k/a Anthem 401(k) Long Term Savings Investment Plan), Successor by Plan Merger to the Prior WHN 401(k) Plan**

By: /s/ Randy Brown  
Randy Brown  
Chairman of the Pension Committee of  
Anthem Insurance Companies, Inc.

**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
24	Powers of Attorney (included on the Signature Page of this registration statement).