

WELLPOINT, INC  
Form 8-K  
April 30, 2010

**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): April 30, 2010

**WELLPOINT, INC.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)  
120 Monument Circle

(IRS Employer  
Identification No.)

Indianapolis, IN 46204

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (317) 488-6000

N/A

(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))

**Section 5 Corporate Governance and Management.**

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change to Fiscal Year**

On April 30, 2010, the Board of Directors of WellPoint, Inc. (the Company ) adopted an amendment to Article II, Section 2.1 of its By-Laws to provide that the number, groups and terms of the Board of Directors shall not be governed by the provisions of Indiana Code Section 23-1-33-6(c), which provides that publicly traded companies organized under Indiana law are required to maintain staggered terms for the directors unless the by-laws expressly opt out of such provision. This amendment is effective as of July 29, 2009.

The preceding is qualified in its entirety by reference to the Company s By-Laws, which are attached hereto as Exhibit 3.2 and are incorporated herein by reference.

**Section 9 Financial Statements and Exhibits.**

**Item 9.01. Financial Statements, *Pro Forma* Financial Information and Exhibits.**

(d) Exhibits.

The following exhibit is being furnished herewith:

<b>Exhibit No.</b>	<b>Exhibit</b>
3.2	By-Laws of WellPoint, Inc., as amended April 30, 2010.

**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.

Dated: April 30, 2010

WELLPOINT, INC.

By: /s/ John Cannon

Name: John Cannon

Title: EVP, General Counsel and Corporate Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Exhibit</b>
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