COVENTRY HEALTH CARE INC
Form 425
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Subject Company: Coventry Health Care, Inc.
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The following Frequently Asked Questions were distributed by Aetna:

Coventry Transaction
Frequently Asked Questions

General/Financial Impact

Why is Aetna acquiring Coventry and how does this fit into Aetna's strategy?
Aetna's strategy is built on a diversified set of core and emerging businesses that enable us to pursue profitable growth across a range of opportunities and lead the transformation of the $2.2 trillion health care system. The acquisition of Coventry will complement our strategy:

- On a pro forma basis, Coventry will add nearly 4 million medical members to Aetna plus 1.5 million Medicare Part D members, and will build upon our core Government and Commercial businesses. Adding Coventry will enhance our presence in important local geographies – particularly in the Mid-Atlantic and Midwest – and provide the opportunity to grow membership further in areas where we do not overlap.

- Coventry will increase our presence in Government business. On a pro forma basis, Government business would represent over 30 percent of Aetna's 2012 projected revenue, up from 23 percent currently. Coventry's strength in individual Medicare Advantage and Medicare Part D programs will complement our group Medicare Advantage business. The combination of Coventry and Aetna also will substantially increase our Medicaid footprint, creating more opportunity to participate in the expansion of Medicaid and to pursue high acuity populations as they move into managed care. Our pro forma Medicaid footprint will cover 14 states (4 new states) where over 1/3 of all Medicaid and dual eligibles (individuals who qualify for Medicare and Medicaid) reside.

- Coventry has strong local hospital and physician relationships and a presence in geographies where we want to improve our network, introduce our new Accountable Care Solutions model and create additional marketing opportunities for our provider solutions technology suite (Medicity/iNexx/ActiveHealth).

- Coventry has an intense local focus, particularly in the small group and individual businesses, where it operates with the kind of low cost structure and affordable products that will further assist us with competing successfully in the new world of consumer exchanges in 2014 and beyond.

- The transaction will create a significant opportunity to increase Aetna's operating efficiency by spreading operating costs across a larger membership base. Aetna already has committed to reducing our operating expense ratio to improve our competitive position; acquiring Coventry will provide additional opportunity to find administrative cost savings, as well as network and medical management savings. These cost "synergies" will enable us to offer all our customers – particularly consumers in the new exchange marketplace – more affordable products and services.

- Once the transaction is completed, our larger capital base will enhance our ability to continue to invest in innovative products and services and the capabilities we need to lead the transformation of the health care industry.

What was the purchase price? How will it be financed?
The transaction is valued at $7.3 billion, including the assumption of approximately $1.6 billion of Coventry debt. Coventry stockholders will receive $42.08 per share based on the closing price of Aetna common shares on Friday, August 17, 2012. Under the terms of the agreement, which has been approved by the board of directors of each company, Coventry stockholders will receive $27.30 in cash and 0.3885 Aetna common shares for each Coventry share. Aetna expects to finance the cash portion of the transaction with a combination of cash on hand and by issuing approximately $2.5 billion of new debt and commercial paper.

When will the deal be finalized? When will it close?
We expect to complete the acquisition in mid-2013.

What regulatory approvals are required?
The transaction is subject to customary closing conditions, including Coventry stockholder approval, and the expiration of the federal Hart-Scott-Rodino antitrust waiting period as well as customary approvals of state departments of insurance and other regulators.

How will the acquisition help in states where Aetna is already doing business? States where Aetna is not?
Even in states where Aetna and Coventry both have business today, we each tend to focus on different areas within the state and our products tend to be complementary and largely do not overlap. This complementary geographic focus will create more opportunities for us to create growth and enhance product offerings. Coventry will increase our medical membership in Florida and Pennsylvania, and will enhance our presence in Missouri, Kansas, Georgia, Utah, and North Carolina. This acquisition also will open up some local areas where we have not been strong, including Pittsburgh and St. Louis.

Are there any businesses Coventry offers that are not part of the deal? What will you do with the workers' comp business?
Aetna will acquire all of Coventry. Coventry has a leading workers' compensation business. We expect to continue to operate Coventry's workers' compensation business following closing.

Do you expect significant synergies?
We expect synergies from the integration of $400 million annually in 2015. The transaction will create a significant opportunity to increase Aetna's operating efficiency by spreading operating costs across a larger membership base. Aetna already has committed to reducing our operating expense ratio to improve our competitive position; acquiring Coventry will provide additional opportunity to find administrative cost savings, as well as network and medical management savings. These cost synergies will enable us to offer all our customers – particularly consumers in the new exchange marketplace – more affordable products and services.

Customer/Business impact

What is Coventry's customer base/primary business areas?
Coventry offers Medicare Advantage and Medicare Part D programs, Medicaid managed care plans, group and individual health insurance, coverage for specialty services such as workers' compensation, and network rental services. Its membership is primarily in the Mid-Atlantic and Midwest, and it has a large base of individual and small businesses, as well as Medicare Advantage, Medicare Part D and Medicaid members. Coventry is known for excellent service on a low-cost platform, and has a customer-centric culture that we expect will meld well with ours. Coventry is based in Bethesda, Maryland and has approximately 14,000 employees.

Under what names does Coventry operate its local health plans?
Coventry operates health plans under various names including: Altius Health Plans, Cambridge Life Insurance Company, Carelink Health Plans, Confident Care Health Plan, Inc., CoventryCares, Coventry Health, Coventry Health Care, Coventry Health and Life, Coventry Summit Health Plan, First Health, First Health Life and Health Insurance Company, Group Dental Service, HealthAmerica, HealthAssurance, HealthCare USA, MHNet, MHNet Life and Health Insurance Company, Preferred Health Systems, and WellPath.

How does Coventry sell its business? Do you have current relationships with its brokers? Coventry sells it business both directly and through brokers. In areas where we have overlapping business, Aetna and Coventry may have some relationships with the same brokers.

Will Aetna customers see any changes in the products and services they purchase from Aetna as a result of this acquisition?
Over time our products will continue to evolve, including as we progress through the staged integration following the closing of this transaction.

Aetna and Coventry have different PBM relationships. How will you work that out?
Following closing, Aetna's Medicare Part D business will benefit from the acquisition of Coventry's larger Medicare Part D operation. We currently expect to operate two Medicare Part D platforms for some period of time. Coventry's Medicare Part D business will continue its relationships with Medco, while Aetna's Medicare Part D business will continue its relationship with CVS.

How will you operate your businesses during the transition? Will you maintain separate sales forces? Will you continue to sell under the Coventry brand during the transition?
Until closing we will continue to operate as two separate companies. We expect to conduct a staged integration once the transaction closes. We will work through many of these details in the integration process. Generally, we expect to standardize and consolidate branding under the Aetna name after closing. We may retain some locally recognized Coventry brands under the Aetna umbrella.

What will you do with the workers' compensation business? Will it be merged with Aetna's other return to work/disability businesses?
We expect to continue to operate Coventry's workers' compensation business following closing, and will evaluate all of our businesses as part of the post-closing integration process.

Will Aetna members/customers have immediate access to the Coventry network? If not, when will they?
Aetna and Coventry will continue to operate as two separate companies until the transaction closes. We expect a staged integration once the transaction closes, and integration teams will work through a number of areas, including access to the Coventry network.

Will/When will Coventry customers have access to Aetna's industry leading tools/capabilities (e.g. PHRs, AHM, ACO)?
Aetna and Coventry will continue to operate as two separate companies until the transaction closes. We expect a staged integration once the transaction closes, and integration teams will work through a number of areas, including access to Aetna's tools and capabilities.

Physician Impact

Will my primary point of contact change as a result of this transaction?
Nothing will change until the transaction closes, which we currently expect to happen in mid-2013. We will keep you informed of changes as the transaction closing approaches.

How will provider reimbursement rates be affected because of this transaction?
Nothing will change as a result of this transaction until it closes, which we currently expect to happen in mid-2013. We will keep you informed of changes as the transaction closing approaches.

Employee impact

How many employees does Coventry have and where are they based primarily? Will you take all of them?
Coventry has 14,000 employees across the U.S.

How will the management teams be affected?
Until the acquisition closes, Aetna and Coventry will continue to operate as two separate companies. After the closing, we will begin a staged integration process that will involve leaders of both companies. Specific changes are hard to predict at this point, but we intend to take advantage of the strengths of both companies post-closing.

Will there be any impact to Aetna or Coventry employees?
While we constantly focus on managing our staff levels to align with membership, we do not anticipate any immediate impact as a result of this pending acquisition. Until the acquisition closes, Aetna and Coventry will continue to operate as two separate companies. After that, we will begin a staged integration process that will involve employees of both companies. We expect to address any overlap in similar functions over time.

How soon will the acquired business integrate into Aetna?
This will be a staged integration once the transaction closes.

Will Aetna be moving its headquarters?
Aetna's headquarters will not change as a result of the transaction.

Important Information For Investors And Stockholders

This document may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. You can generally identify forward-looking statements by the use of forward-looking terminology such as "anticipate," "believe," "continue," "could," "estimate," "expect," "explore," "evaluate," "intend," "may," "might," "plan," "potential," "predict," "project," "seek," "shoul negative thereof or other variations thereon or comparable terminology. These forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which are beyond our control.

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. Aetna Inc. ("Aetna") will file with the Securities and Exchange Commission ("SEC") a registration statement on Form S-4 containing a proxy statement/prospectus and Coventry Health Care, Inc. ("Coventry") will file with the SEC a proxy statement/prospectus, and each of Aetna and Coventry will file other documents with respect to the proposed acquisition of Coventry and a definitive proxy statement/prospectus will be mailed to stockholders of Coventry. INVESTORS AND SECURITY HOLDERS OF COVENTRY ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS THAT WILL BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders will be able to obtain free copies of the registration statement and the proxy statement/prospectus (when available) and other documents filed with the SEC by Aetna or Coventry through the website maintained by the SEC at http://www.sec.gov. Copies of the documents filed with the SEC by Aetna will be available free of charge on Aetna's internet website at http://www.aetna.com or by contacting Aetna's Investor Relations Department at

860-273-8204. Copies of the documents filed with the SEC by Coventry will be available free of charge on Coventry's internet website at http://www.cvty.com or by contacting Coventry's Investor Relations Department at 301-581-5717.

Aetna, Coventry, their respective directors and certain of their executive officers may be considered participants in the solicitation of proxies in connection with the proposed transaction. Information about the directors and executive officers of Coventry is set forth in its Annual Report on Form 10-K for the year ended December 31, 2011, which was filed with the SEC on February 28, 2012, its proxy statement for its 2012 annual meeting of stockholders, which was filed with the SEC on April 6, 2012, and its Current Report on Form 8-K, which was filed with the SEC on May 31, 2012. Information about the directors and executive officers of Aetna is set forth in its Annual Report on Form 10-K for the year ended December 31, 2011 ("Aetna's Annual Report"), which was filed with the SEC on February 24, 2012, its proxy statement for its 2012 annual meeting of stockholders, which was filed with the SEC on April 9, 2012 and its Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 ("Aetna's Second Quarter 10-Q") which was filed with the SEC on July 31, 2012. Other information regarding the participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.

Cautionary Statement Regarding Forward-Looking Statements

Statements in this document regarding Aetna that are forward-looking, including Aetna's projections as to the anticipated benefits of the pending transaction to Aetna, the impact of the pending transaction on medical membership, the synergies that may be achieved following the closing of the pending transaction, and the closing date for the pending transaction, are based on management's estimates, assumptions and projections, and are subject to significant uncertainties and other factors, many of which are beyond Aetna's control. Important risk factors could cause actual future results and other future events to differ materially from those currently estimated by management, including, but not limited to: the timing to consummate the proposed acquisition; the risk that a condition to closing of the proposed acquisition may not be satisfied; the risk that a regulatory approval that may be required for the proposed acquisition is delayed, is not obtained or is obtained subject to conditions that are not anticipated; Aetna's ability to achieve the synergies and value creation contemplated by the proposed acquisition; Aetna's ability to promptly and effectively integrate Coventry's businesses; the diversion of management time on acquisition-related issues; and the implementation of health care reform legislation and changes in Aetna's future cash requirements, capital requirements, results of operations, financial condition and/or cash flows. Health care reform will significantly impact Aetna's business operations and financial results, including Aetna's medical benefit ratios. Components of the legislation will be phased in over the next six years, and Aetna will be required to dedicate material resources and incur material expenses during that time to implement health care reform. Many significant parts of the legislation, including health insurance exchanges, Medicaid expansion, the scope of "essential benefits," employer penalties and the implementation of minimum medical loss ratios, require further guidance and clarification both at the federal level and/or in the form of regulations and actions by state legislatures to implement the law. In addition, pending efforts in the U.S. Congress to repeal, amend, or restrict funding for various aspects of health care reform, the 2012 presidential and congressional elections, and the possibility of additional litigation challenging aspects of the law continue to create additional uncertainty about the ultimate impact of health care reform. As a result, many of the impacts of health care reform will not be known for the next several years. Other important risk factors include: adverse and less predictable economic conditions in the U.S. and abroad (including unanticipated levels of, or increases in the rate of, unemployment); adverse changes in health care reform and/or other federal or state government policies or regulations as a result of health care reform or otherwise (including legislative, judicial or regulatory measures that would affect Aetna's business model, restrict funding for or amend various aspects of health care reform, limit Aetna's ability to price for the risk it assumes and/or reflect reasonable costs or profits in its pricing, such as mandated minimum medical benefit ratios, eliminate or reduce ERISA pre-emption of state laws (increasing Aetna's potential litigation exposure) or mandate coverage of certain health benefits); Aetna's ability to differentiate its products and solutions from those offered by its competitors, and demonstrate that its products lead to access to better quality of care by its members; unanticipated increases in medical costs (including increased intensity or medical utilization as a result of flu, increased COBRA participation rates or otherwise; changes in membership mix to higher cost or lower-premium products or membership-adverse selection; changes in medical cost estimates due to the necessary extensive judgment that is used in the medical cost estimation process, the considerable variability inherent in such estimates, and the sensitivity of such estimates to changes in medical claims payment patterns and changes in medical cost trends; increases resulting from unfavorable changes in contracting or re-contracting with providers, and increased pharmacy costs); failure to achieve and/or delays in achieving desired rate increases and/or profitable membership growth due to regulatory review or other regulatory restrictions, the difficult economy and/or significant competition, especially in key geographic areas where membership is concentrated, including successful protests of business awarded to us; adverse changes in size, product mix or medical cost experience of membership; Aetna’s ability to diversify its sources of revenue and earnings; adverse program, pricing or funding actions by federal or state government payors, including curtailment or elimination of the Centers for Medicare & Medicaid Services’ star rating bonus payments; the ability to reduce administrative expenses while maintaining targeted levels of service and operating performance; the ability to successfully implement Aetna’s agreement with CVS Caremark Corporation on a timely basis and in a cost-efficient manner and to achieve projected operating efficiencies for the agreement; Aetna's ability to integrate, simplify, and enhance its existing information technology systems and platforms to keep pace with changing customer and regulatory needs; the success of Aetna's health information technology initiatives; Aetna's ability to successfully integrate its businesses (including Medicity, Prodigy Health Group, PayFlex, and Genworth Financial Inc.'s Medicare Supplement business and other businesses Aetna may acquire in the future, including Coventry) and implement multiple strategic and operational initiatives simultaneously; managing executive succession and key talent retention, recruitment and development; the outcome of various litigation and regulatory matters, including guaranty fund assessments and litigation concerning, and ongoing reviews by various regulatory authorities of, certain of Aetna's payment practices with respect to out-of-network providers and/or life insurance policies; reputational issues arising from its social media activities, data security breaches, other cybersecurity risks or other causes; the ability to develop and maintain relations with providers while taking actions to reduce medical costs and/or expand the services Aetna offers; Aetna's ability to maintain its relationships with third party brokers, consultants and agents who sell Aetna's products; increases in medical costs or Group Insurance claims resulting from any epidemics, acts of terrorism or other extreme events; and a downgrade in Aetna's financial ratings. For more discussion of important risk factors that may materially affect Aetna, please see the risk factors contained in Aetna's Annual Report and Aetna's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 (Aetna's "First Quarter 10-Q") and Aetna's Second Quarter 10-Q (together with Aetna's First Quarter 10-Q, Aetna's "Quarterly Reports"), each on file with the SEC. You also should read Aetna's Annual Report and Aetna's Quarterly Reports for a discussion of Aetna's historical results of operations and financial condition.

Statements in this document regarding Coventry that are forward-looking, including but not limited to the anticipated benefits of the transaction to Coventry, the projected closing date, the closing of the transaction, and the projected membership additions to Aetna, are based on Coventry's management's estimates, assumptions and projections, and are subject to significant uncertainties and risks, many of which are beyond the control of Coventry's management, including but not limited to: the failure to receive, on a timely basis or otherwise, the required approvals by Coventry's stockholders and government or regulatory agencies; the risk that a condition to closing of the proposed transaction may not be satisfied; Coventry's and Aetna's ability to consummate the proposed transaction; the possibility that the anticipated benefits and synergies from the proposed transaction cannot be fully realized or may take longer to realize than expected; the failure by Aetna to obtain the necessary financing in connection with the proposed transaction; the possibility that costs or difficulties related to the integration of Coventry's and Aetna's operations will be greater than expected; operating costs and business disruption may be greater than expected; the ability of Coventry to retain and hire key personnel and maintain relationships with providers or other business partners pending the consummation of the proposed transaction; and the implementation of health care reform legislation. Among the risk factors that may materially affect Coventry's business, operations or financial condition are the ability to accurately estimate and control future health care costs; the ability to increase premiums to offset increases in the Coventry's health care costs; general economic conditions and disruptions in the financial markets; changes in legal requirements from recently enacted federal or state laws or regulations, court decisions, or government investigations or proceedings; guaranty fund assessments under state insurance guaranty association law; changes in government funding and various other risks associated with Coventry's participation in Medicare and Medicaid programs; Coventry's ability to effectively implement and manage its Kentucky Medicaid program, including the implementation of appropriate risk adjustment revenue and management of the associated medical cost and the effect on its MLR; a reduction in the number of members in its health plans; its ability to acquire additional managed care businesses and to successfully integrate acquired businesses into its operations; its ability to attract new members or to increase or maintain premium rates; the non-renewal or termination of its government contracts, unsuccessful bids for business with government agencies or renewal of government contracts on less than favorable terms; failure of independent agents and brokers to continue to market its products to employers; a failure to obtain cost-effective agreements with a sufficient number of providers that could result in higher medical costs and a decrease in membership; negative publicity regarding the managed health care industry generally or Coventry in particular; a failure to effectively protect, maintain, and develop its information technology systems; compromises of its data security; periodic reviews, audits and investigations under its contracts with federal and state government agencies; litigation, including litigation based on new or evolving legal theories; volatility in its stock price and trading volume; Coventry's indebtedness, which imposes certain restrictions on its business and operations; an inability to generate sufficient cash to service its indebtedness; Coventry's ability to receive cash from its regulated subsidiaries; and an impairment of Coventry's intangible assets. For a further discussion of risks and uncertainties, please see the risk factors described in Coventry's Annual Report on Form 10-K for the year ended December 31, 2011 ("Coventry Annual Report"), Coventry's Quarterly Report for the quarter ending March 31, 2012 ("Coventry First Quarter 10-Q"), and Coventry's Quarterly Report for the quarter ending June 30, 2012 (together with Coventry's First Quarter 10-Q, "Coventry Quarterly Reports"), each on file with the SEC. You should also read the Coventry Annual Report and the Coventry Quarterly Reports for a discussion of Coventry's historical results of operations and financial condition. Except to the extent required by applicable law, Coventry does not intend to update any such forward looking statements.

No assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do occur, what impact they will have on the results of operations, financial condition or cash flows of Aetna or Coventry. Neither Aetna nor Coventry assumes any duty to update or revise forward-looking statements, whether as a result of new information, future events or otherwise, as of any future date.