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ANTHEM INC
Form 8-A12B
October 26, 2001

FORM 8-A
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Anthem, Inc.

(Exact name of registrant as specified in its charter)

Indiana

35-2145715

(State of incorporation
or organization)

(I.R.S. Employer
Identification No.)

120 Monument Circle
Indianapolis, Indiana

46204

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

Common Stock, \$0.01 par value

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-67714

Securities to be registered pursuant to Section 12(g) of the Act: None.

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The class of securities to be registered hereby is the common stock, \$0.01 par value per share (the "Common Stock") of Anthem, Inc.

For a description of the Common Stock, reference is made to the

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information set forth under the heading "Description of Capital Stock" in the prospectus which forms a part of Anthem, Inc.'s Registration Statement on Form S-1 (Registration No. 333-67714), filed with the Securities and Exchange Commission on August 16, 2001, as amended by any amendments to such Registration Statement, and by any prospectus subsequently filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which description is incorporated herein by reference.

ITEM 2. EXHIBITS.

The following exhibits are filed as a part of this Registration Statement.

EXHIBIT NO. -----	DESCRIPTION -----
1	Anthem, Inc.'s Registration Statement on Form S-1 (Registration No. 333-67714), as amended, including any prospectus filed pursuant to Rule 424(b) under the Securities Act (incorporated herein by reference).
2	Restated Articles of Incorporation of Anthem, Inc. (incorporated herein by reference to Exhibit 3.1 to the Anthem, Inc. Registration Statement on Form S-1 (Registration No. 333-67714)).
3	By-Laws of Anthem, Inc. (incorporated herein by reference to Exhibit 3.2 to the Anthem, Inc. Registration Statement on Form S-1 (Registration No. 333-67714)).
4	Form of certificate for the common stock, \$0.01 par value per share, of Anthem, Inc. (incorporated herein by reference to Exhibit 4.1 to the Anthem, Inc. Registration Statement on Form S-1 (Registration No. 333-67714)).

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

ANTHEM, INC.

Date: October 24, 2001

By: /s/ David R. Frick

Name: David R. Frick
Title: Executive Vice President and Chief
Legal and Administrative Officer

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EXHIBIT INDEX

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