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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

**Date of Report (Date of the earliest event reported): April 2, 2018**

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**CENTENE CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-31826**  
(Commission  
File Number)

**42-1406317**  
(IRS Employer  
Identification No.)

**7700 Forsyth Blvd.**  
**St. Louis, Missouri**  
(Address of principal executive offices)

**63105**  
(Zip Code)

**(314) 725-4477**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

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**Item 8.01. Other Events.**

In connection with the completion of the previously announced acquisition of MHM Services, Inc., Centene Corporation, a Delaware corporation (“Centene” or the “Company”), registered for resale up to 1,717,789 shares of common stock, par value \$0.001 per share, of Centene, pursuant to a registration statement and a related prospectus supplement filed by the Company on April 2, 2018 with the Securities and Exchange Commission.

In connection with the completion of the previously announced acquisition of Interpreta Holdings, Inc., Centene registered for resale up to 1,727,027 shares of common stock, par value \$0.001 per share, of Centene, pursuant to a registration statement and a related prospectus supplement filed by the Company on April 2, 2018 with the Securities and Exchange Commission.

The Company is filing a copy of the legal opinion and consent of Skadden, Arps, Slate, Meagher & Flom LLP and the legal opinion and consent of Bryan Cave Leighton Paisner LLP, as Exhibits 5.1 and 5.2, respectively, to this Current Report on Form 8-K to add such exhibits to the Company’s Registration Statement on Form S-3 (File No. 333-217636).

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <u>Exhibit Number</u> | <u>Description</u>  |
|-----------------------|---|
| 5.1                   | <a href="#"><u>Opinion of Skadden, Arps, Slate, Meagher &amp; Flom LLP.</u></a>                           |
| 5.2                   | <a href="#"><u>Opinion of Bryan Cave Leighton Paisner LLP.</u></a>  |
| 23.1                  | <a href="#"><u>Consent of Skadden, Arps, Slate, Meagher &amp; Flom LLP (included in Exhibit 5.1).</u></a> |
| 23.2                  | <a href="#"><u>Consent of Bryan Cave Leighton Paisner LLP (included in Exhibit 5.2)</u></a>               |

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**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.

**CENTENE CORPORATION**

By: /s/ Jeffrey A. Schwaneke  
Jeffrey A. Schwaneke  
Executive Vice President & Chief Financial Officer

Date: April 2, 2018

April 2, 2018

Centene Corporation  
7700 Forsyth Blvd.  
St. Louis, MO 63105

Re: Centene Corporation  
Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as special counsel to Centene Corporation, a Delaware corporation (the "Company"), in connection with the resale by certain selling stockholders (the "Selling Stockholders") of up to 1,717,789 shares (the "Shares") of common stock, par value \$0.001 per share. We have been advised that the Shares were issued to the Selling Stockholders pursuant to the Agreement and Plan of Merger, dated as of February 23, 2018, among the Company, MHM Services, Inc., a Delaware Corporation, and certain other parties (the "Agreement").

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the "Securities Act").

In rendering the opinions stated herein, we have examined and relied upon the following:

(a) the registration statement on Form S-3 (File No. 333-217636) of the Company relating to the Shares and other securities of the Company filed on May 3, 2017 with the Securities and Exchange Commission (the "Commission") under the Securities Act allowing for delayed offerings pursuant to Rule 415 of the General Rules and Regulations under the Securities Act (the "Rules and Regulations"), including the information deemed to be a part of the registration statement pursuant to Rule 430B of the Rules and Regulations (such registration statement being hereinafter referred to as the "Registration Statement");

(b) the prospectus, dated May 3, 2017 (the "Base Prospectus"), which forms a part of and is included in the Registration Statement;

(c) the prospectus supplement, dated April 2, 2018 (together with the Base Prospectus, the "Prospectus"), relating to the offering of the Shares, in the form filed with the Commission pursuant to Rule 424(b) of the Rules and Regulations;

- (d) executed copies of a Selling Securityholder Notice, Agreement and Questionnaire by each of the Selling Stockholders (collectively, the “Selling Securityholder Questionnaires”);
- (e) executed copies of an Investor Questionnaire by each of the Selling Stockholders (collectively, the “Investor Questionnaires” and, together with the Selling Securityholder Questionnaires, the “Questionnaires”);
- (f) an executed copy of the Agreement;
- (g) a copy of the executed global stock certificate representing the Shares;
- (h) an executed copy of a certificate of Keith Williamson, Executive Vice President, Secretary and General Counsel of the Company, dated the date hereof (the “Secretary’s Certificate”);
- (i) a copy of the Company’s Certificate of Incorporation certified by the Secretary of State of the State of Delaware as of April 2, 2018, and certified pursuant to the Secretary’s Certificate;
- (j) a copy of the Company’s bylaws, as amended and in effect on February 5, 2018 and currently in effect, each certified pursuant to the Secretary’s Certificate; and
- (k) a copy of a certain resolution of the Board of Directors of the Company, adopted on February 5, 2018, certified pursuant to the Secretary’s Certificate.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and the Selling Stockholders and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and the Selling Stockholders and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinions stated below, including the facts and conclusions set forth in the Secretary’s Certificate and the factual representations and warranties contained in the Agreement and the Questionnaires.

In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. With respect to our opinion set forth below, we have assumed that (i) the Company received the consideration for the Shares set forth in the Agreement and the applicable board resolutions and (ii) the issuance of the Shares has been registered in the Company’s share registry. As to any facts relevant to the opinions stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and the Selling Stockholders and others and of public officials, including the factual representations and warranties set forth in the Agreement and the Questionnaires.

We do not express any opinion with respect to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware (the "DGCL").

Based upon the foregoing and subject to the qualifications and assumptions stated herein, we are of the opinion that the Shares have been duly authorized by all requisite corporate action on the part of the Company under the DGCL and have been validly issued and are fully paid and nonassessable.

We hereby consent to the reference to our firm under the heading "Legal Matters" in the prospectus forming part of the Registration Statement and the Prospectus. We also hereby consent to the filing of this opinion with the Commission as an exhibit to the Company's Current Report on Form 8-K being filed on the date hereof and incorporated by reference into the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP

LKB

[Bryan Cave Leighton Paisner LLP Letterhead]

April 2, 2018

Board of Directors  
Centene Corporation  
7700 Forsyth Blvd.  
St. Louis, MO 63105

Re: Centene Corporation

Ladies and Gentlemen:

We have acted as special counsel to Centene Corporation (the "Company") in connection with the Company's filing on April 2, 2018 of a prospectus supplement (the "Prospectus Supplement") to the Registration Statement on Form S-3 (File No. 333-217636) (the "Registration Statement") with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), relating to the resale of up to 1,727,027 shares (the "Shares") of the Company's common stock, par value \$.001 per share, to be offered by the selling stockholders set forth in the Prospectus Supplement, pursuant to Rule 424(b) of the rules and regulations promulgated under the Act. The Shares were issued to the selling stockholders in accordance with the Merger Agreement and Plan of Reorganization, dated as of February 26, 2018 by and among RGA International Corporation, an exempted company incorporated with limited liability under the laws of the Cayman Islands, Fortis Advisors LLC, as the Shareholder Representative, the Founders of RGA International Corporation, the Company, Ion Merger Sub, Inc., a Delaware corporation and Interpreta Holdings, Inc., a Delaware corporation (the "Agreement"). In connection herewith, we have examined:

- (1) the Certificate of Incorporation, as amended, of the Company;
- (2) the By-laws of the Company;
- (3) the Agreement;
- (4) the Registration Statement; and
- (5) the Prospectus Supplement.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such corporate records, agreements and instruments of the Company, certificates of public officials and officers of the Company, and such other documents, records and instruments, and we have made such legal and factual inquiries, as we have deemed necessary or appropriate as a basis for us to render the opinion hereinafter expressed. In our examination of the foregoing, we have assumed the genuineness of all signatures, the legal competence and capacity of natural persons, the authenticity of documents submitted to us as originals and the conformity with authentic original documents of all documents submitted to us as copies or by facsimile or other means of electronic transmission, or which we obtained from the Commission's Electronic Data Gathering, Analysis and Retrieval system ("Edgar") or other sites maintained by a court or governmental authority or regulatory body and the authenticity of the originals of such latter documents. If any document we examined in printed, word processed or similar form has been filed with the Commission on Edgar or such court or governmental authority or regulatory body, we have assumed that the document so filed is identical to the document we examined except for formatting changes. When relevant facts were not independently established, we have relied without independent investigation as to matters of fact upon statements of governmental officials and upon representations made in or pursuant to the Prospectus Supplement, the Registration Statement and the Agreement and certificates and statements of appropriate representatives of the Company.

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In connection herewith, we have assumed that, other than with respect to the Company, all of the documents referred to in this opinion have been duly authorized by, have been duly executed and delivered by, and constitute the valid, binding and enforceable obligations of, all of the parties to such documents, all of the signatories to such documents have been duly authorized and all such parties are duly organized and validly existing and have the power and authority (corporate or other) to execute, deliver and perform such documents.

Based upon the foregoing and in reliance thereon, and subject to the assumptions, comments, qualifications, limitations and exceptions set forth herein, we are of the opinion that the Shares are validly issued, fully paid and non-assessable.

This opinion is not rendered with respect to any laws other than the General Corporation Law of the State of Delaware, including the statutory provisions and all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting such laws. The opinion set forth herein is made as of the date hereof and is subject to, and may be limited by, future changes in factual matters, and we undertake no duty to advise you of the same. The opinion expressed herein is based upon the law in effect (and published or otherwise generally available) on the date hereof, and we assume no obligation to revise or supplement this opinion should such law be changed by legislative action, judicial decision or otherwise. In rendering our opinion, we have not considered, and hereby disclaim any opinion as to, the application or impact of any laws, cases, decisions, rules or regulations of any other jurisdiction, court or administrative agency.

This opinion letter is being delivered by us solely for your benefit in connection with the filing of the Prospectus Supplement with the Commission. We do not render any opinions except as set forth above.

We hereby consent to the filing of this opinion letter as Exhibit 5 to the Registration Statement and to the use of our name under the caption "Legal Matters" in the prospectus filed as a part thereof. We also consent to your filing copies of this opinion letter with agencies of such states as you deem necessary in the course of complying with the laws of such states regarding the resale of the Shares. In giving such consent, we do not thereby concede that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Bryan Cave Leighton Paisner LLP