Form 8937
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions
Affecting Basis of Securities

See separate instructions.

Part I  Reporting Issuer

1  Issuer’s name
Centene Corporation

2  Issuer’s employer identification number (EIN)
42-1406317

3  Name of contact for additional information
Tricia Dinkelman

4  Telephone No. of contact
314-725-4477

5  Email address of contact
tdinkelman@centene.com

6  Number and street (or P.O. box if mail is not delivered to street address) of contact
7700 Forsyth Boulevard, Suite 800

7  City, town, or post office, state, and Zip code of contact
St. Louis, MO 63105

8  Date of action
02/19/2015

9  Classification and description
Common Stock

10  CUSIP number
15135B101

11  Serial number(s)

12  Ticker symbol
CNC

13  Account number(s)

Part II  Organizational Action

Attach additional statements if needed. See back of form for additional questions.

14  Describe the organizational action and, if applicable, the date of the action or the date against which shareholders’ ownership is measured for the action. A two-for-one stock split, completed in the form of a stock dividend of one share of common stock for each share of common stock outstanding. The stock dividend was distributed on February 19, 2015 to stockholders of record as of February 12, 2015.

15  Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis. The stock split was a non-taxable transaction under Internal Revenue Code (IRC) Section 305(a) and accordingly a stockholder’s basis shall be allocated under IRC Section 307(a). Under IRC Section 307(a) each stockholder will allocate the basis in a share owned prior to the stock split over that share and the additional share issued in the two-for-one stock split. As a result, a stockholder will multiply the basis in each share held before the stock split by 50% to determine the basis, after the stock split, in that share and the additional share distributed in the stock split. See the example below in the response to Question 16.

16  Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates. We caution that this is not tax advice and is provided only as a reference. Investors should consult there tax advisor.

A shareholder will multiply the basis in each share held before the stock split by 50% to determine the basis, after the stock split, in that share and the additional share distributed in the stock split.

Example:
Before the stock split: A stockholder holds 10 shares of Centene Corporation common stock with a basis of $120 per share and $1,200 in total.

After the stock split: A stockholder holds 20 shares of Centene Corporation common stock with a basis of $60 per share and 1,200 in total.

For Paperwork Reduction Act Notice, see the separate Instructions.
Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based: IRC Section 305(a) and IRC Section 307(a)

18 Can any resulting loss be recognized? No loss can be recognized in connection with the two-for-one stock split completed in the form of a stock dividend.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year: The reportable tax year is the calendar year ended December 31, 2015.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature: [Signature]
Date: 09/08/15
Print your name: Tricia Dinkelman
Title: VP, Tax

Paid Preparer Use Only
Print/Type preparer’s name
Preparer’s signature
Date
Check if self-employed
PTIN

Firm’s name
Firm’s address
Phone no.

Firm’s EIN

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054