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

**FORM S-8
Registration Statement
Under
the Securities Act of 1933**

CENTENE CORPORATION
(Exact name of registrant as specified in its charter)

| | |
|---------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|
| Delaware (State or other jurisdiction of incorporation or organization) | 42-1406317 (I.R.S. Employer Identification No.) |
| 7700 Forsyth Boulevard St. Louis, Missouri (Address of Principal Executive Offices) | 63105 (Zip Code) |

CENTENE CORPORATION
2012 STOCK INCENTIVE PLAN, AS AMENDED
(Full title of the plan)

Christopher A. Koster
Senior Vice President, General Counsel and Secretary
Centene Corporation
7700 Forsyth Boulevard
St. Louis, MO 63105
(Name and address of agent for service)

(314) 725-4477
(Telephone number, including area code, of agent for service)

Copies of all correspondence to:
Robert J. Endicott, Esq.
Bryan Cave Leighton Paisner LLP
211 N. Broadway, Suite 3600
St. Louis, Missouri 63102
(314) 259-2000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered ⁽¹⁾ | Proposed maximum offering price per share ⁽²⁾ | Proposed maximum aggregate offering price ⁽²⁾ | Amount of registration fee |
|---------------------------------------------|-----------------------------------------------|-----------------------------------------------------------------|-----------------------------------------------------------------|-----------------------------------|
| Common Stock, \$0.001 par value per share | 5,218,816 | \$60.25 | \$314,433,664 | \$34,304.71 |

- (1) This registration statement also covers an indeterminate number of additional shares of common stock of Centene Corporation (the “Registrant”) that may be issued pursuant to the Centene Corporation 2012 Stock Incentive Plan, as amended, by reason of stock splits, stock dividends, recapitalizations or similar transactions pursuant to rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”).
- (2) Estimated solely for the purpose of determining the registration fee in accordance with Rule 457(c) and 457(h) under the Securities Act based on the average of the high and low sale prices of the Registrant’s Common Stock as reported on the New York Stock Exchange on April 29, 2021 of \$60.92 and \$59.57, respectively.
-

EXPLANATORY NOTE
REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Centene Corporation (the “Registrant”) is filing this Registration Statement to register under the Securities Act of 1933, as amended (the “Securities Act”), an additional 5,218,816 shares of the Registrant’s Common Stock to be issued pursuant to the 2012 Stock Incentive Plan, as amended (the “Plan”). At the 2021 Annual Meeting of Stockholder of the Registrant held on April 27, 2021, the Registrant’s stockholders approved the increase of shares of the Registrant’s Common Stock issuable under the Plan by up to 15,000,000, subject to the termination of the remaining shares of the Registrant’s Common Stock which had constituted an unused share reserve under the WellCare Health Plans, Inc. (“WellCare”) 2019 Incentive Compensation Plan (the “2019 WellCare Plan”) and had been reserved for issuance of future awards granted by the Registrant under the Plan, and which are subject to the Registration Statement on form S-8 filed January 23, 2020 (Registration No. 333-236036). Accordingly, this Registration Statement covers the incremental 5,218,816 shares issuable under the Plan.

Pursuant to General Instruction E to Form S-8, the contents of the Registrant’s prior registration statements on Form S-8 related to the Plan filed on April 26, 2012 (Registration No. 333-180976), July 30, 2014 (Registration No. 333-197737), March 24, 2016 (Registration No. 333-210376), May 3, 2017 (Registration No. 333-217634) and January 23, 2020 (Registration No. 333-236036) are incorporated herein by reference and this Registration Statement is only required to include those items specified by such instruction.

Unless the context otherwise requires, references made herein to “Centene,” “we,” “us,” “our” and “ours” refer to the Registrant and its consolidated subsidiaries.

PART I

**INFORMATION REQUIRED IN THE
SECTION 10(a) PROSPECTUS**

As permitted by the rules of the Securities and Exchange Commission (“SEC”), this Registration Statement omits the information specified in Part I of Form S-8. The documents containing the information specified in Part I of this Registration Statement will be sent or given to eligible employees as specified by Rule 428(b) promulgated under the Securities Act. Such documents are not being filed with the SEC either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 promulgated under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents listed in (a) through (d) below, which are on file with the SEC, are incorporated herein by reference (except for the portions thereof “furnished” but not “filed” or otherwise not filed with the SEC which are deemed not to be incorporated by reference into this Registration Statement):

- (a) The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2020, filed with the SEC on [February 22, 2021](#);
- (b) The Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2021, filed with the SEC on [April 27, 2021](#);
- (c) The Registrant’s Current Reports on Form 8-K filed with the SEC on Current Report on Form 8-K of Centene Corporation filed on [January 4, 2021](#), [February 8, 2021](#), [February 10, 2021](#), [February 11, 2021](#), [February 17, 2021](#), [February 18, 2021](#), [March 11, 2021](#), [March 19, 2021](#), and [April 30, 2021](#);
- (d) The portions of the Registrant’s Definitive Proxy Statement on Schedule 14A filed with the SEC on [March 12, 2021](#) that are incorporated by reference into the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2020; and

- (e) The description of the Registrant's common stock contained in the our registration statement on Form 8-A filed with the SEC on [October 14, 2003](#), as updated by Exhibit 4.1 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2019, filed with the SEC on [February 18, 2020](#), including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), subsequent to the date hereof and prior to the filing of a post-effective amendment hereto which indicates that all securities offered hereunder have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents except that the portion of any document "furnished" but not "filed" shall not be incorporated by reference herein.

For purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated herein by reference modifies or supersedes such statement in such document. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel.

None.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (the "DGCL") permits a corporation to indemnify any person who is or has been a director, officer, employee or agent of the corporation or who is or has been serving as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise at the request of the corporation, against expenses (including attorneys' fees), judgments, fines, penalties, and amounts paid in settlement actually and reasonably incurred in connection with any civil, criminal, administrative or investigative action, suit or proceeding (other than an action by or in the right of the corporation) in which such person is involved by reason of the fact that he or she served or is serving in these capacities, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation and, with respect to any criminal action or proceeding, had no cause to believe his or her conduct was unlawful. In the case of an action or suit made or brought by or in the right of the corporation to procure a judgment in its favor, the corporation shall not indemnify such person in respect of any claim, issue or matter as to which such person has been adjudged to be liable to the corporation, except for such expenses as the court may allow. To the extent that such person has been successful on the merits or otherwise in defending any such action, suit or proceeding referred to above or any claim, issue or matter therein, he or she is entitled to indemnification for expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 102(b)(7) of the DGCL provides that a corporation may eliminate or limit the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL or (iv) for any transaction from which the director derived an improper personal benefit. No such provision shall eliminate or limit the liability of a director for any act or omission occurring prior to the date when such provision becomes effective.

Pursuant to Article Sixth and Seventh of its Certificate of Incorporation and Article VIII of its Amended and Restated By-Laws (the "By-Laws"), the Registrant will indemnify and hold harmless directors and officers who were or are made or are threatened to be made a party or are otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or

investigative, to the fullest extent permitted by applicable law as it presently exists or is amended. The Registrant has entered into agreements with directors and officers requiring it to indemnify such persons to the fullest extent permitted by the By-Laws. The Registrant also maintains insurance coverage relating to certain liabilities of directors and officers.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

| <u>Exhibit Number</u> | <u>Description</u> |
|------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3.1 | Amended and Restated Certificate of Incorporation of Centene Corporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on April 30, 2021). |
| 3.2 | By-laws of Centene Corporation, as amended and restated effective April 27, 2021 (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the SEC on April 30, 2021). |
| 4.1 | Centene Corporation 2012 Stock Incentive Plan, as amended (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on April 30, 2021). |
| 5.1 | Opinion of Counsel.* |
| 23.1 | Consent of KPMG LLP, independent registered public accounting firm of Centene Corporation.* |
| 23.2 | Consent of Counsel (included in Exhibit 5.1).* |
| 24.1 | Power of Attorney (included on signature page).* |

*Filed herewith

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes;

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in the registration statement;

provided, however, that the undertakings set forth in paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement;

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby further undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act and, where applicable, each filing of the Plan's annual report pursuant to Section 15(d) under the Exchange Act, that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the city of Clayton, State of Missouri, on May 3, 2021.

CENTENE CORPORATION

By: /s/ Michael F. Neidorff
Michael F. Neidorff
Chairman, President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael F. Neidorff and Jeffrey A. Schwaneke, or either of them, his or her true and lawful attorney-in-fact and agent, each with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including, without limitation, post-effective amendments and documents in connection therewith) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the SEC, and hereby grants to such attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary or desirable to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

| Signature | Title | Date |
|-----------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|-------------|
| <u>/s/ Michael F. Neidorff</u> Michael F. Neidorff | Chairman, President and Chief Executive Officer (Principal Executive Officer) | May 3, 2021 |
| <u>/s/ Jeffrey A. Schwaneke</u> Jeffrey A. Schwaneke | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | May 3, 2021 |
| <u>/s/ Katie N. Casso</u> Katie N. Casso | Senior Vice President, Corporate Controller and Chief Accounting Officer (Principal Accounting Officer) | May 3, 2021 |
| <u>/s/ Orlando Ayala</u> Orlando Ayala | Director | May 3, 2021 |
| <u>/s/ Jessica L. Blume</u> Jessica L. Blume | Director | May 3, 2021 |
| <u>/s/ H. James Dallas</u> H. James Dallas | Director | May 3, 2021 |
| <u>/s/ Robert K. Ditmore</u> Robert K. Ditmore | Director | May 3, 2021 |
| <u>/s/ Frederick H. Eppinger</u> Frederick H. Eppinger | Director | May 3, 2021 |
| <u>/s/ Richard A. Gephardt</u> Richard A. Gephardt | Director | May 3, 2021 |
| <u>/s/ John R. Roberts</u> John R. Roberts | Director | May 3, 2021 |
| <u>/s/ Lori J. Robinson</u> Lori J. Robinson | Director | May 3, 2021 |
| <u>/s/ David L. Steward</u> David L. Steward | Director | May 3, 2021 |
| <u>/s/ Tommy G. Thompson</u> Tommy G. Thompson | Director | May 3, 2021 |
| <u>/s/ William L. Trubeck</u> William L. Trubeck | Director | May 3, 2021 |

May 3, 2021
Centene Corporation
7700 Forsyth Blvd.
St. Louis, Missouri 63105

Re: Centene Corporation
Registration Statement on Form S-8
2012 Stock Incentive Plan, As Amended

Ladies and Gentlemen:

This opinion is furnished in connection with the Registration Statement on Form S-8 (the "Registration Statement") of Centene Corporation, a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the registration of 5,218,816 shares of common stock, par value \$0.001 per share (the "Shares"), of the Company that may be issued, or reserved for issuance, under the Company's 2012 Stock Incentive Plan, as amended (the "Plan").

I have examined the Registration Statement and such other documents and records of the Company as I have deemed relevant and necessary for purposes of rendering the opinions set forth below. In my examination, I have assumed the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as copies, the authenticity of the originals of such latter documents and the legal competence of all signatories to such documents. I have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder. Finally, I have assumed the accuracy of all information provided to me by the Company during the course of my investigation, on which I have relied in issuing the opinion expressed below.

My opinion below is qualified to the extent that it may be subject to or affected by (i) applicable bankruptcy, insolvency, reorganization, moratorium, usury, fraudulent conveyance or similar laws relating to or affecting the rights or remedies of creditors generally, (ii) statutory or decisional law concerning recourse by creditors to security in the absence of notice or hearing, (iii) duties and standards imposed on creditors and parties to contracts, including, without limitation, requirements of materiality, good faith, reasonableness and fair dealing, and (iv) general equitable principles. Furthermore, I express no opinion as to the availability of any equitable or specific remedy upon any breach of the Plan, or to the successful assertion of any equitable defenses, inasmuch as the availability of such remedies or the success of any equitable defenses may be subject to the discretion of a court. I express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the General Corporation Law of the State of Delaware. I also express no opinion herein with respect to compliance by the Company with securities or "blue sky" laws of any state or other jurisdiction of the United States or of any foreign jurisdiction. In addition, I express no opinion and make no statement herein with respect to the antifraud laws of any jurisdiction.

Based upon the foregoing examination and in reliance thereon, and subject to the qualifications, assumptions and limitations stated herein and in reliance on the statements of fact contained in the documents that I have examined, I am of the opinion that the Shares have been duly authorized for issuance and, when issued and sold in accordance with the terms set forth in the Plan, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

This opinion has been prepared for your use solely in connection with the filing of the Registration Statement on or about May 3, 2021, and may not be relied upon for any other purpose without my prior written consent. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and I disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

I hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act and to the use of my name therein and in the related prospectus. In giving such consent, I do not hereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

By: /s/ Christopher A. Koster

Name: Christopher A. Koster

Title: Senior Vice President, General
Counsel and Secretary

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Centene Corporation:

We consent to the use of our reports dated February 22, 2021, with respect to the consolidated balance sheets of Centene Corporation and subsidiaries as of December 31, 2020 and 2019, the related consolidated statements of operations, comprehensive earnings, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2020, and the related notes, and the effectiveness of internal control over financial reporting as of December 31, 2020, incorporated herein by reference.

/s/ KPMG LLP

St. Louis, Missouri
May 3, 2021