

CENTENE CORP  
Form 8-K  
January 25, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**Form 8-K**

**CURRENT REPORT**

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

**Date of report (Date of earliest event reported): January 21, 2010**

**Centene Corporation  
(Exact Name of Registrant as Specified in Charter)**

**Delaware  
(State or Other Jurisdiction  
of Incorporation)**

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

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

**7711 Carondelet Avenue  
St. Louis, Missouri  
(Address of Principal Executive Offices)**

**63105  
(Zip Code)**

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

**Former Name or Former Address, if Changed Since Last Report: Not Applicable**

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))
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**Item 8.01. Other Events.**

On January 21, 2010, Centene Corporation (the Company) executed and delivered a purchase agreement (the Purchase Agreement) with Merrill Lynch & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities Inc., Goldman, Sachs & Co., and Credit Suisse Securities (USA) LLC as representatives of the underwriters (the

Underwriters) named therein relating to the issuance and sale of 5,000,000 shares of its common stock in a public offering at a price to the public of \$19.25 per share and the grant to the Underwriters of an option to acquire up to an additional 750,000 shares (the Offering). The Company expects that the net proceeds of this Offering, after underwriting discounts and estimated expenses, will be approximately \$90.8 million.

The Purchase Agreement is filed as Exhibit 1.1 to this Form 8-K and the description of the Purchase Agreement is qualified in its entirety by reference to such exhibit, which is incorporated herein by reference.

The opinion of the Company's counsel as to the legality of the common stock is filed as Exhibit 5.1 to this Form 8-K.

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

(d) Exhibits.

- 1.1 Purchase Agreement, dated January 21, 2010.
  - 5.1 Opinion of Bryan Cave LLP.
  - 23.1 Consent of Bryan Cave LLP (included in Exhibit 5.1).
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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

Date: January 25, 2010

By: /s/ William N. Scheffel

William N. Scheffel  
Executive Vice President, Chief Financial Officer  
and Treasurer

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**EXHIBIT INDEX**

| <b>Exhibit Number</b> | <b>Description</b>                                   |
|-----------------------|--|
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| 5.1                   | Opinion of Bryan Cave LLP.                           |
| 23.1                  | Consent of Bryan Cave LLP (included in Exhibit 5.1). |