

CENTENE CORP  
Form S-4  
May 03, 2019  
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As filed with the Securities and Exchange Commission on May 3, 2019

No. 333-

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

**FORM S-4**  
**REGISTRATION STATEMENT**  
*UNDER THE SECURITIES ACT OF 1933*

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

<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>6324</b> (Primary Standard Industrial Classification Code Number)	<b>42-1406317</b> (I.R.S. Employer Identification No.)
<b>7700 Forsyth Boulevard</b> <b>St. Louis, Missouri 63105</b> <b>(314) 725-4477</b> (Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)		

**Keith Williamson**  
**Executive Vice President, General Counsel and Secretary**  
**7700 Forsyth Boulevard**  
**St. Louis, MO 63105**  
**(314) 725-4477**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of all communications, including communications sent to agent for service, should be sent to:

<b>Paul Schnell</b> <b>Skadden, Arps, Slate,</b> <b>Meagher</b> <b>&amp; Flom LLP</b> <b>4 Times Square</b> <b>New York, NY 10036</b> <b>(212) 735-3000</b>	<b>Jeremy London</b> <b>Skadden, Arps, Slate,</b> <b>Meagher</b> <b>&amp; Flom LLP</b> <b>1440 New York Avenue,</b> <b>N.W.</b> <b>Washington, D.C. 20005</b> <b>(202) 371-7000</b>	<b>Anat Hakim</b> <b>WellCare Health Plans,</b> <b>Inc.</b> <b>8735 Henderson Road,</b> <b>Renaissance One</b> <b>Tampa, FL 33634</b> <b>(813) 290-6200</b>	<b>Sarkis Jebejian</b> <b>Michael Brueck</b> <b>Keri Schick Norton</b> <b>Kirkland &amp; Ellis LLP</b> <b>601 Lexington Avenue</b> <b>New York, NY 10022</b> <b>(212) 446-4800</b>
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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective and all other conditions to the merger described in the enclosed joint proxy statement/prospectus have been satisfied or waived.

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If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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. (Check one):

Large accelerated filer  Accelerated filer   
 Non-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.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Takeover offer)

Exchange Act Rule 14d-1(d) (Cross-Border Issuer Takeover offer)

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common stock, par value \$0.001 per share	171,678,042 shares <sup>(1)</sup>	Not Applicable	\$ 7,332,379,315.20 <sup>(2)</sup>	\$ 888,685 <sup>(3)</sup>

Represents the maximum number of shares of common stock of the registrant estimated to be issuable in the transaction described herein, based on an amount equal to (A) (I) 50,303,407 shares of WellCare Health Plans, Inc., which is referred to as WellCare, common stock outstanding as of April 29, 2019, that may be cancelled and exchanged in the transaction described herein, multiplied by (II) 3.38, which is the exchange ratio per share of

- (1) WellCare common stock for each share of common stock of the registrant, plus (B) (I) 488,913 shares of WellCare common stock underlying time-based restricted stock units and performance share awards granted pursuant to a WellCare stock plan, that are, in each case, (x) either vested as of immediately prior to the effective time of the merger or become vested solely as a result of the consummation of the merger described herein and (y) outstanding as of April 29, 2019, multiplied by (II) 3.38.
- (2) Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act of 1933, as amended (the Securities Act), and calculated pursuant to Rule 457(c) and Rule 457(f) under the

Securities Act. The proposed maximum aggregate offering price for Centene common stock is based on the market value of the shares of WellCare common stock to be canceled in the merger as follows: (a) \$13,427,457,715.20, the product of (i) 264.36, the average of the high and low prices per share of WellCare common stock on April 29, 2019, and (ii) 50,792,320, the maximum number of shares of WellCare common stock that may be canceled in the merger, as described in footnote (1) above, minus (b) \$6,095,078,400.00, the estimated amount of cash that would be paid by Centene in the merger, calculated as the product of (i) 50,792,320, the maximum number of shares of WellCare common stock that may be cancelled in the merger, and (ii) the cash component of the merger consideration of \$120.00 per share of WellCare common stock.

- (3) Calculated pursuant to Section 6(b) of the Securities Act and SEC Fee Rate Advisory #1 for fiscal year 2019 at a rate equal to \$121.20 per \$1,000,000 of the proposed maximum aggregate offering price.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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**The information in this joint proxy statement/prospectus is not complete and may be changed. We may not sell the securities offered by this joint proxy statement/prospectus until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction where an offer, solicitation or sale is not permitted.**

**PRELIMINARY, SUBJECT TO COMPLETION, DATED MAY 3, 2019**

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**TRANSACTION PROPOSED—YOUR VOTE IS VERY IMPORTANT**

Dear Stockholders:

Each of the boards of directors of Centene Corporation, which is referred to as Centene, and WellCare Health Plans, Inc., which is referred to as WellCare, has unanimously approved an Agreement and Plan of Merger, dated as of March 26, 2019, which is referred to as the merger agreement, by and among Centene, Wellington Merger Sub I, Inc., a direct wholly owned subsidiary of Centene, which is referred to as Merger Sub I, Wellington Merger Sub II, Inc., a direct wholly owned subsidiary of Centene, which is referred to as Merger Sub II, and WellCare. Subject to the terms and conditions of the merger agreement, which are more fully described in the accompanying joint proxy statement/prospectus, Centene will acquire WellCare through the merger of Merger Sub I with and into WellCare, which transaction is referred to as the merger. WellCare will survive the merger and become a direct wholly owned subsidiary of Centene. In addition, as more fully described in the accompanying joint proxy statement/prospectus, immediately following the completion of the merger, WellCare will merge with and into Merger Sub II, with Merger Sub II surviving as a wholly owned subsidiary of Centene, which transaction is referred to as the subsequent merger and, together with the merger, the mergers.

If the merger is completed, WellCare stockholders (other than (i) Centene, Merger Sub I, Merger Sub II and WellCare and (ii) any stockholder holding shares of WellCare common stock for which appraisal rights have been properly demanded and not withdrawn under the General Corporation Law of the State of Delaware) will receive \$120.00 in cash, without interest, which is referred to as the per-share cash consideration, and 3.38 validly issued, fully paid and non-assessable shares of Centene common stock for each share of WellCare common stock that they own. The per-share cash consideration and the exchange ratio are collectively referred to as the merger consideration. The exchange ratio is fixed and will not be adjusted to reflect stock price changes prior to the completion of the merger. The exchange ratio will be adjusted appropriately to fully reflect the effect of any reclassification, stock split (including a reverse stock split), recapitalization, split-up, combination, exchange of shares, readjustment or other similar transaction, or any stock dividend declared thereon, with respect to the shares of either Centene common stock or WellCare common stock with a record date prior to completion of the merger. No fractional shares of Centene common stock will be issued in the merger, and in lieu thereof, WellCare stockholders will be entitled to receive a certain amount of cash, as more fully described in the accompanying joint proxy statement/prospectus. Centene stockholders will continue to own their existing shares of common stock of Centene, the form of which will not be changed by the transaction.

Upon completion of the merger, former WellCare stockholders will own approximately 29% of the then outstanding Centene common stock, based on the number of shares and stock-based awards of Centene and WellCare outstanding as of March 26, 2019. The value of the merger consideration to be received in exchange for each share of WellCare common stock will fluctuate with the market value of Centene common stock until the merger is completed. Based on Centene's closing stock price on [•] [•], 20[•], the last trading day before the date of this joint proxy statement/prospectus, the implied merger consideration was \$[•], which represents a premium of approximately [•]% over WellCare's closing

stock price on March 26, 2019, the last trading day before the public announcement of the merger agreement. The common stock of each of Centene and WellCare is listed on the New York Stock Exchange under the symbol CNC and WCG, respectively. We urge you to obtain current market quotations for the shares of common stock of Centene and WellCare.

Each of Centene and WellCare will hold a special meeting of its stockholders in connection with the merger agreement.

Centene's special meeting of stockholders will be held at [•], on [•] [•], 20[•] at [•] [•].m., Central Time. At the Centene special meeting, Centene stockholders will be asked to consider and vote on (i) a proposal to approve the issuance of Centene common stock pursuant to the merger agreement and (ii) a proposal to adjourn the Centene special meeting from time to time, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the Centene special meeting to approve the issuance of Centene common stock pursuant to the merger agreement. **The Centene board of directors has unanimously approved the merger agreement and the transactions contemplated by the merger agreement, including the merger and the share issuance, and unanimously recommends that Centene stockholders vote FOR each proposal.**

WellCare's special meeting of stockholders will be held at [•], on [•] [•], 20[•] at [•] [•].m., Eastern Time. At the WellCare special meeting, WellCare stockholders will be asked to consider and vote on (i) a proposal to adopt the merger agreement, (ii) a non-binding advisory vote on compensation payable to executive officers of WellCare in connection with the transactions contemplated by the merger agreement and (iii) a proposal to adjourn the WellCare special meeting from time to time, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the WellCare special meeting to adopt the merger agreement. **The WellCare board of directors has unanimously approved the merger agreement and the transactions contemplated by the merger agreement, including the merger, and unanimously recommends that WellCare stockholders vote FOR each proposal.**

The accompanying joint proxy statement/prospectus contains detailed information about Centene, WellCare, the merger agreement, the transactions contemplated by the merger agreement and certain compensation that will or may become payable by WellCare to its named executive officers in connection with the merger. A copy of the merger agreement is attached as Annex A to the accompanying joint proxy statement/prospectus and is incorporated by reference herein. We encourage you to read the accompanying joint proxy statement/prospectus and its annexes, including the merger agreement, carefully and in their entirety. You may also obtain information about Centene and WellCare from the Securities and Exchange Commission.

**Your vote is very important regardless of the number of shares of Centene common stock or WellCare common stock that you own. The merger cannot be completed unless Centene stockholders approve the issuance of shares of Centene common stock pursuant to the merger agreement and WellCare stockholders adopt the merger agreement.**

**Whether or not you plan to attend your company's special meeting of stockholders, please submit your proxy as soon as possible to make sure that your shares are represented at that meeting.**

Michael F. Neidorff  
Chairman, President and Chief Executive Officer  
Centene Corporation

Kenneth A. Burdick  
Chief Executive Officer  
WellCare Health Plans, Inc.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the merger, the subsequent merger or the other transactions described in this joint proxy statement/prospectus or the securities to be issued in connection with the merger or determined if this joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.**

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This joint proxy statement/prospectus is dated [•] [•], 20[•] and is first being mailed to stockholders of Centene and WellCare on or about [•] [•], 20[•].

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**Centene Corporation**  
**7700 Forsyth Boulevard**  
**St. Louis, Missouri 63105**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS  
TO BE HELD ON [•] [•], 20[•]**

To the Stockholders of Centene Corporation:

A special meeting of stockholders of Centene Corporation, which is referred to as the Centene special meeting, will be held at [•], on [•] [•], 20[•] at [•], Central Time, for the following purposes:

1. to consider and vote on a proposal to approve the issuance of Centene common stock, par value \$0.001 per share, pursuant to the Agreement and Plan of Merger, dated as of March 26, 2019, which is referred to as the merger agreement, by and among Centene Corporation, which is referred to as Centene, Wellington Merger Sub I, Inc., Wellington Merger Sub II, Inc. and WellCare Health Plans, Inc., which is referred to as WellCare, as may be amended from time to time, a copy of which is attached as Annex A to the joint proxy statement/prospectus accompanying this notice, which proposal is referred to as the Share Issuance Proposal; and
2. to consider and vote on a proposal to adjourn the Centene special meeting from time to time, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the Centene special meeting to approve the Share Issuance Proposal, which proposal is referred to as the Centene Adjournment Proposal.

**Approval of the Share Issuance Proposal is required to complete the transactions contemplated by the merger agreement.**

Centene will transact no other business at the Centene special meeting, except for business properly brought before the Centene special meeting or any adjournment or postponement thereof by or at the direction of the Centene board of directors.

The accompanying joint proxy statement/prospectus describes the matters to be considered at the Centene special meeting in more detail.

The Centene board of directors has set [•] [•], 20[•] as the record date for the Centene special meeting for determining the Centene stockholders entitled to notice of and to vote at the Centene special meeting and any adjournment or postponement thereof. Any stockholder entitled to attend and vote at the Centene special meeting is entitled to appoint a proxy to attend and vote on such stockholder's behalf. Such proxy need not be a holder of Centene common stock.

**Your vote is very important regardless of the number of shares of Centene common stock that you own. The transactions contemplated by the merger agreement cannot be completed without approval of the Share Issuance Proposal by the affirmative vote of the holders of a majority of the votes cast by the shares of Centene common stock represented (in person or by proxy) at the Centene special meeting that are entitled to vote on the proposal. To ensure you are represented at the Centene special meeting, please complete and return the enclosed proxy card or submit your proxy by telephone or through the internet.** Please vote promptly whether or not you expect to attend the Centene special meeting. Submitting a proxy now will not prevent you from being able to vote in person at the Centene special meeting.

**The Centene board of directors has unanimously approved the merger agreement and the transactions contemplated by the merger agreement, including the merger and the share issuance, and unanimously recommends that you vote FOR the Share Issuance Proposal and FOR the Centene Adjournment Proposal.**

By Order of the Centene Board of Directors,

Keith H. Williamson  
*Executive Vice President, General Counsel and Secretary*

St. Louis, Missouri  
[•] [•], 20[•]



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**PLEASE VOTE YOUR SHARES PROMPTLY. YOU CAN FIND INSTRUCTIONS FOR VOTING ON THE ENCLOSED PROXY CARD. IF YOU HAVE QUESTIONS ABOUT THE MERGER, THE SHARE ISSUANCE PROPOSAL, THE CENTENE ADJOURNMENT PROPOSAL OR VOTING YOUR SHARES, PLEASE CONTACT:**

**Morrow Sodali, LLC**

470 West Avenue  
Stamford, CT 06902  
(800) 662-5200 (toll-free)  
(203) 658-9400 (collect)  
Email: [cnc@morrowsodali.com](mailto:cnc@morrowsodali.com)

or

**Saratoga Proxy Consulting LLC**

520 8th Avenue, Floor 14L  
New York, NY 10018  
(888) 368-0379 (toll-free)  
(212) 257-1311 (collect)  
Email: [info@saratogaproxy.com](mailto:info@saratogaproxy.com)

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**WellCare Health Plans, Inc.**  
**8735 Henderson Road, Renaissance One**  
**Tampa, Florida 33634**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS  
TO BE HELD ON [•] [•], 20[•]**

To the Stockholders of WellCare Health Plans, Inc.:

A special meeting of stockholders of WellCare Health Plans, Inc., which is referred to as the WellCare special meeting, will be held at [•], on [•] [•], 20[•] at [•], Eastern Time, for the following purposes:

1. to consider and vote on a proposal to adopt the Agreement and Plan of Merger, dated as of March 26, 2019, which is referred to as the merger agreement, by and among Centene Corporation, which is referred to as Centene, Wellington Merger Sub I, Inc., Wellington Merger Sub II, Inc. and WellCare Health Plans, Inc., which is referred to as WellCare, as may be amended from time to time, a copy of which is attached as Annex A to the joint proxy statement/prospectus accompanying this notice, which proposal is referred to as the Merger Agreement Proposal;
2. to consider and vote on a non-binding advisory vote on compensation payable to executive officers of WellCare in connection with the transactions contemplated by the merger agreement, which proposal is referred to as the Merger-Related Compensation Proposal; and
3. to consider and vote on a proposal to adjourn the WellCare special meeting from time to time, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the WellCare special meeting to approve the Merger Agreement Proposal, which proposal is referred to as the WellCare Adjournment Proposal.

**Approval of the Merger Agreement Proposal is required to complete the transactions contemplated by the merger agreement.**

WellCare will transact no other business at the WellCare special meeting, except for business properly brought before the WellCare special meeting or any adjournment or postponement thereof by or at the direction of the WellCare board of directors.

The accompanying joint proxy statement/prospectus describes the matters to be considered at the WellCare special meeting in more detail.

The WellCare board of directors has set [•] [•], 20[•] as the record date for the WellCare special meeting for determining the WellCare stockholders entitled to notice of and to vote at the WellCare special meeting and any adjournment or postponement thereof. Any stockholder entitled to attend and vote at the WellCare special meeting is entitled to appoint a proxy to attend and vote on such stockholder's behalf. Such proxy need not be a holder of WellCare common stock.

**Your vote is very important regardless of the number of shares of WellCare common stock that you own. The transactions contemplated by the merger agreement cannot be completed without approval of the Merger Agreement Proposal by the affirmative vote of the holders of a majority of the outstanding shares of WellCare common stock entitled to vote at the WellCare special meeting. To ensure you are represented at the WellCare special meeting, please complete and return the enclosed proxy card or submit your proxy by telephone or through the internet. Please vote promptly whether or not you expect to attend the WellCare special meeting.**

Submitting a proxy now will not prevent you from being able to vote in person at the WellCare special meeting.

**The WellCare board of directors has unanimously approved the merger agreement and the transactions contemplated by the merger agreement, including the merger, and unanimously recommends that you vote FOR the Merger Agreement Proposal, FOR the Merger-Related Compensation Proposal and FOR the WellCare Adjournment Proposal.**

By Order of the WellCare Board of Directors,

Anat Hakim  
*Executive Vice President, General Counsel and Secretary*

Tampa, Florida  
[•] [•], 20[•]

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**PLEASE VOTE YOUR SHARES PROMPTLY. YOU CAN FIND INSTRUCTIONS FOR VOTING ON THE ENCLOSED PROXY CARD. IF YOU HAVE QUESTIONS ABOUT THE MERGER, THE MERGER AGREEMENT PROPOSAL, THE MERGER-RELATED COMPENSATION PROPOSAL, THE WELLCARE ADJOURNMENT PROPOSAL OR VOTING YOUR SHARES, PLEASE CONTACT:**

Innisfree M&A Incorporated  
501 Madison Avenue, 20th Floor  
New York, NY 10022  
Stockholders may call toll free: +1 (888) 750-5834  
Banks and Brokers may call collect: +1 (212) 750-5833

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**REFERENCES TO ADDITIONAL INFORMATION**

This joint proxy statement/prospectus incorporates by reference important business and financial information about Centene and WellCare from other documents that are not included in or delivered with this joint proxy statement/prospectus. For a listing of the documents incorporated by reference into this joint proxy statement/prospectus, see [Where You Can Find More Information](#).

You can obtain any of the documents incorporated by reference into this joint proxy statement/prospectus by requesting them in writing or by telephone from Morrow Sodali, LLC or Saratoga Proxy Consulting LLC, Centene's proxy solicitors, or Innisfree M&A Incorporated, WellCare's proxy solicitor, at the following addresses and telephone numbers:

**For Centene Stockholders: For WellCare Stockholders:**

Morrow Sodali, LLC 470 West Avenue Stamford, CT 06902 (800) 662-5200 (toll-free) (203) 658-9400 (collect)	Innisfree M&A Incorporated 501 Madison Avenue, 20th Floor New York, NY 10022 +1 (888) 750-5834 (toll-free) +1 (212) 750-5833 (collect)
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Email:  
cnc@morrowsodali.com

or

Saratoga Proxy Consulting  
LLC  
520 8th Avenue, Floor 14L  
New York, NY 10018  
(888) 368-0379 (toll-free)  
(212) 257-1311 (collect)

Email:  
info@saratogaproxy.com

**To receive timely delivery of the documents in advance of the special meetings, you should make your request no later than [•][•], 20[•], which is [•] days before the special meetings.**

You may also obtain any of the documents incorporated by reference into this joint proxy statement/prospectus without charge through the Securities and Exchange Commission, which is referred to as the SEC, website at [www.sec.gov](http://www.sec.gov). In addition, you may obtain copies of documents filed by Centene with the SEC by accessing Centene's website at [www.centene.com](http://www.centene.com) under the tab [Investors](#) and then under the heading [SEC Filings](#). You may also obtain copies of documents filed by WellCare with the SEC by accessing WellCare's website at [www.ir.wellcare.com](http://www.ir.wellcare.com) under the tab [SEC Filings & Annual Reports](#).

We are not incorporating the contents of the websites of the SEC, Centene, WellCare or any other entity into this joint proxy statement/prospectus. We are providing the information about how you can obtain certain documents that are incorporated by reference into this joint proxy statement/prospectus at these websites only for your convenience.

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**Risk Factors****Mississippi 0.9%**

Mississippi Development Bank Special Obligation, Refunding RB, Jackson Mississippi Water and Sewer System (AGM), 5.00%, 9/01/34	\$	2,800	\$	2,850,568
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**Nevada 5.2%**

City of Carson City Nevada, RB, Carson- Tahoe Hospital Project, Series A (Radian), 5.50%, 9/01/33		3,100		2,900,143
City of Las Vegas Nevada, GO, Limited Tax, Performing Arts Center, 6.00%, 4/01/34		850		941,273
County of Clark Nevada, RB: Las Vegas-McCarran International Airport, Series A (AGC), 5.25%, 7/01/39		3,800		3,876,228

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Southwest Gas Corp. Project, Series A, AMT (FGIC), 4.75%, 9/01/36	75	62,499
Southwest Gas Corp. Project, Series D, AMT (NPFGC), 5.25%, 3/01/38	1,300	1,176,513
Subordinate Lien, Series A-2 (NPFGC), 5.00%, 7/01/30	1,500	1,510,005
Subordinate Lien, Series A-2 (NPFGC), 5.00%, 7/01/36	3,200	3,204,384
System, Subordinate Lien, Series C (AGM), 5.00%, 7/01/26	1,475	1,545,195
Las Vegas Valley Water District, GO, Refunding, Series A (NPFGC), 5.00%, 6/01/24	1,600	1,681,120

16,897,360

**New Jersey 9.1%**

New Jersey EDA, RB:		
Cigarette Tax (Radian), 5.50%, 6/15/31	600	584,988
Cigarette Tax (Radian), 5.75%, 6/15/34	305	301,852
Motor Vehicle Surcharge, Series A (NPFGC), 5.25%, 7/01/31	9,325	9,469,631
Motor Vehicle Surcharge, Series A (NPFGC), 5.25%, 7/01/33	7,800	7,948,824
School Facilities Construction, Series O, 5.13%, 3/01/28	2,250	2,360,723
School Facilities Construction, Series Z (AGC), 6.00%, 12/15/34	2,000	2,274,860
New Jersey EDA, Refunding RB, School Facilities Construction, Series N-1:		
(AGM), 5.50%, 9/01/25	5,000	5,868,100
(NPFGC), 5.50%, 9/01/28	815	912,930

29,721,908

**New York 3.3%**

Erie County Industrial Development Agency, RB, City School District of Buffalo Project, Series A (AGM), 5.75%, 5/01/28	1,500	1,646,445
Metropolitan Transportation Authority, RB, Series 2008-C, 6.50%, 11/15/28	4,000	4,668,760
New York City Transitional Finance Authority, RB, Fiscal 2009, Series S-4, 5.50%, 1/15/34	2,750	3,018,675





## Schedule of Investments (continued)

**BlackRock MuniEnhanced Fund, Inc. (MEN)**  
 (Percentages shown are based on Net Assets)

Municipal Bonds	Par (000)	Value
<b>New York (concluded)</b>		
New York State Dormitory Authority, ERB, Series B, 5.75%, 3/15/36	\$ 1,200	\$ 1,365,924
		<u>10,699,804</u>
<b>Ohio 0.3%</b>		
Ohio Higher Educational Facility Commission, Refunding RB, Summa Health System, 2010 Project (AGC), 5.25%, 11/15/40	1,025	1,034,533
<b>Pennsylvania 1.3%</b>		
Pennsylvania HFA, Refunding RB, Series 99A, AMT, 5.25%, 10/01/32	1,500	1,520,385
Pennsylvania Turnpike Commission, RB, CAB, Sub-Series E, 6.48%, 12/01/38 (a)	3,000	2,161,710
Philadelphia School District, GO, Series E, 6.00%, 9/01/38	400	432,948
		<u>4,115,043</u>
<b>Puerto Rico 1.9%</b>		
Puerto Rico Sales Tax Financing Corp., RB, First Sub-Series A, 6.38%, 8/01/39	3,200	3,532,928
Puerto Rico Sales Tax Financing Corp., Refunding RB: CAB, Series A (NPFGC), 5.70%, 8/01/41 (b)	8,500	1,279,165
First Sub-Series C, 6.00%, 8/01/39	1,180	1,273,916
		<u>6,086,009</u>
<b>Rhode Island 2.2%</b>		
Providence Public Building Authority Rhode Island, RB, Series A (AGM), 6.25%, 12/15/10 (c)	4,345	4,486,560
Rhode Island Health & Educational Building Corp., Refunding RB, Public Schools Financing Program, Series E (AGC), 6.00%, 5/15/29	2,375	2,631,144
		<u>7,117,704</u>

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<b>Tennessee 1.8%</b>		
Knox County Health Educational & Housing Facilities Board Tennessee, Refunding RB, Covenant Health, Series A, 5.04%, 1/01/38 (b)	600	114,162
Metropolitan Government of Nashville & Davidson County Health & Educational Facilities Board, Refunding RB, Vanderbilt University, Series B, 5.50%, 10/01/29	5,000	5,698,350
		5,812,512

<b>Texas 13.0%</b>		
City of Houston Texas, Refunding RB, Combined, First Lien, Series A (AGC):		
6.00%, 11/15/35	2,100	2,416,995
5.38%, 11/15/38	1,350	1,469,664
Dallas-Fort Worth International Airport Facilities Improvement Corp., RB, Series A, AMT (NPFGC), 5.50%, 11/01/33	13,000	13,106,470
Lewisville ISD Texas, GO, Refunding, CAB, School Building (NPFGC), 4.67%, 8/15/24 (b)	4,475	2,283,906

<b>Municipal Bonds</b>	<b>Par (000)</b>	<b>Value</b>
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<b>Texas (concluded)</b>		
Mansfield ISD Texas, GO, School Building (PSF-GTD), 5.00%, 2/15/33	\$ 1,725	\$ 1,823,394
Matagorda County Navigation District No. 1 Texas, Refunding RB, Central Power & Light Co. Project, AMT (NPFGC), 5.20%, 5/01/30 (d)	2,400	2,364,840
North Harris County Regional Water Authority, RB, Senior Lien (NPFGC), 5.13%, 12/15/35	255	260,845
North Texas Tollway Authority, RB (AGC), System, First Tier:		
Series K-1, 5.75%, 1/01/38	3,800	4,138,010
Series K-2, 6.00%, 1/01/38	4,015	4,471,706
North Texas Tollway Authority, Refunding RB, First Tier:		
Series A, 6.00%, 1/01/28	2,795	3,055,298
System, (NPFGC), 5.75%, 1/01/40	1,600	1,665,504
Texas State Turnpike Authority, RB, First Tier, Series A (AMBAC), 5.50%, 8/15/39	5,150	5,202,221
		42,258,853

<b>Utah 1.6%</b>		
Utah Transit Authority, RB, Series A (AGM), 5.00%, 6/15/36	5,000	5,289,650

<b>Virginia 0.6%</b>		
Virginia HDA, RB, Sub-Series H-1 (NPFGC), 5.35%, 7/01/31	1,955	1,970,953

**Washington 1.4%**

Washington Health Care Facilities Authority, RB, Providence Health & Services, Series A:		
5.00%, 10/01/39	900	907,497
5.25%, 10/01/39	625	642,125
Washington Health Care Facilities Authority, Refunding RB, Providence Health, Series D (AGM), 5.25%, 10/01/33	2,800	2,938,376
		4,487,998

**Wisconsin 1.1%**

Wisconsin Health & Educational Facilities Authority, RB, Ascension Health Senior Credit Group, 5.00%, 11/15/33	1,375	1,398,526
Wisconsin Housing & EDA, Refunding RB, Series E, AMT, 5.50%, 9/01/38	1,910	2,064,175
		3,462,701

**Total Municipal Bonds 122.4%** 397,389,946

**Municipal Bonds Transferred to Tender Option Bond Trusts (e)**

**Arizona 0.4%**

Phoenix Civic Improvement Corp., RB, Junior Lien, Series A, 5.00%, 7/01/34	1,200	1,264,368
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## Schedule of Investments (continued)

**BlackRock MuniEnhanced Fund, Inc. (MEN)**  
(Percentages shown are based on Net Assets)

Municipal Bonds Transferred to Tender Option Bond Trusts (e)	Par (000)	Value
<b>California 5.3%</b>		
Anaheim Public Financing Authority California, RB, Electric System Distribution Facilities, Series A (AGM), 5.00%, 10/01/31	\$ 959	\$ 964,136
Los Angeles Community College District California, GO, Election of 2001, Series A (AGM), 5.00%, 8/01/32	2,500	2,565,300
Orange County Sanitation District, COP (NPFGC), 5.00%, 2/01/33	7,458	7,610,215
San Diego Community College District California, GO, Election of 2002, 5.25%, 8/01/33	404	430,414
San Diego County Water Authority, COP, Refunding, Series 2008-A (AGM), 5.00%, 5/01/33	2,810	2,917,679
Tamalpais Union High School District California, GO, Election of 2001 (AGM), 5.00%, 8/01/28	1,605	1,665,428
University of California, RB, Series O, 5.75%, 5/15/34	840	948,663
		<u>17,101,835</u>
<b>Colorado 0.3%</b>		
Colorado Health Facilities Authority, Refunding RB, Catholic Healthcare, Series A, 5.50%, 7/01/34	900	959,800
<b>District of Columbia 1.0%</b>		
District of Columbia, RB, Series A, 5.50%, 12/01/30	1,005	1,138,173
District of Columbia Water & Sewer Authority, RB, Series A, 6.00%, 10/01/35	1,770	2,000,336
		<u>3,138,509</u>
<b>Florida 5.9%</b>		
City of Tallahassee Florida, RB (NPFGC), 5.00%, 10/01/37	7,500	7,644,300
Florida State Board of Education, GO, Series D, 5.00%, 6/01/37	1,349	1,407,058
Miami-Dade County School Board, COP, Refunding, Series B (AGC), 5.00%, 5/01/33	10,000	10,018,300

19,069,658

<b>Georgia 5.5%</b>		
City of Atlanta Georgia, RB, General, Series B (AGM), 5.25%, 1/01/33	17,356	17,837,331
<b>Illinois 0.6%</b>		
Illinois State Toll Highway Authority, RB, Series B, 5.50%, 1/01/33	1,880	2,052,803
<b>Louisiana 1.7%</b>		
State of Louisiana, RB, Series A (AGM), 5.00%, 5/01/36	5,400	5,576,580
<b>Massachusetts 3.4%</b>		
Massachusetts School Building Authority, RB, Series A (AGM), 5.00%, 8/15/30	10,600	11,118,613
<b>Nevada 3.4%</b>		
City of Las Vegas Nevada, GO, Limited Tax, Performing Arts Center, 6.00%, 4/01/39	3,778	4,169,287
<b>Municipal Bonds Transferred to Tender Option Bond Trusts (e)</b>	<b>Par (000)</b>	<b>Value</b>
<b>Nevada (concluded)</b>		
Clark County Water Reclamation District, GO, Series B: 5.50%, 7/01/29	\$ 4,499	\$ 4,979,269
5.75%, 7/01/34	1,829	2,041,381
		<u>11,189,937</u>
<b>New Hampshire 2.4%</b>		
New Hampshire Health & Education Facilities Authority, RB, Dartmouth- Hitchcock Obligation (AGM), 5.50%, 8/01/27	7,390	7,709,470
<b>New York 1.9%</b>		
New York City Municipal Water Finance Authority, RB, Fiscal 2009, Series A, 5.75%, 6/15/40	1,260	1,426,407
New York State Thruway Authority, RB, Series G (AGM), 5.00%, 1/01/32	3,100	3,210,484
Triborough Bridge & Tunnel Authority, RB, General, Series A-2, 5.25%, 11/15/34	1,300	1,404,104
		<u>6,040,995</u>
<b>Ohio 0.2%</b>		
State of Ohio, RB, Cleveland Clinic Health, Series B, 5.50%, 1/01/34	580	618,993
<b>South Carolina 2.7%</b>		

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Charleston Educational Excellence Finance Corp., RB, Charleston County School (AGC):		
5.25%, 12/01/28	3,120	3,282,583
5.25%, 12/01/29	2,765	2,894,264
5.25%, 12/01/30	1,010	1,053,299
South Carolina State Public Service Authority, RB, Santee Cooper, Series A, 5.50%, 1/01/38		
	1,275	1,394,314
		<u>8,624,460</u>
<b>Texas 0.7%</b>		
Clear Creek ISD Texas, GO, Refunding, School Building (PSF-GTD), 5.00%, 2/15/33		
	2,200	2,388,232
<b>Virginia 0.1%</b>		
Fairfax County IDA Virginia, Refunding RB, Health Care, Inova Health System, Series A, 5.50%, 5/15/35		
	350	372,554
<b>Washington 1.3%</b>		
Central Puget Sound Regional Transit Authority, RB, Series A (AGM), 5.00%, 11/01/32		
	4,004	4,241,009
<b>Wisconsin 0.4%</b>		
Wisconsin Health & Educational Facilities Authority, Refunding RB, Froedtert & Community Health Inc., 5.25%, 4/01/39		
	1,430	1,470,683
<b>Total Municipal Bonds Transferred to Tender Option Bond Trusts 37.2%</b>		120,775,830
<b>Total Long-Term Investments (Cost \$504,514,500) 159.6%</b>		518,165,776

BLACKROCK MUNIENHANCED FUND, INC.

JULY 31, 2010

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## Schedule of Investments (concluded)

**BlackRock MuniEnhanced Fund, Inc. (MEN)**  
(Percentages shown are based on Net Assets)

Short-Term Securities	Shares	Value
FFI Institutional Tax-Exempt Fund, 0.21% (f)(g)	6,347,074	\$ 6,347,074
<b>Total Short-Term Securities</b> (Cost \$6,347,074) 2.0%		6,347,074
<b>Total Investments</b> (Cost \$510,861,574*) 161.6%		524,512,850
<b>Other Assets Less Liabilities</b> 1.3%		4,282,235
<b>Liability for Trust Certificates, Including Interest Expense and Fees Payable</b> (19.0)%		(61,660,473)
<b>Preferred Shares, at Redemption Value</b> (43.9)%		(142,594,210)
<b>Net Assets Applicable to Common Shares</b> 100.0%		\$ 324,540,402

\* The cost and unrealized appreciation (depreciation) of investments as of July 31, 2010, as computed for federal income tax purposes, were as follows:

Aggregate cost	\$ 449,979,277
Gross unrealized appreciation	\$ 18,816,958
Gross unrealized depreciation	(5,866,273)
Net unrealized appreciation	\$ 12,950,685

- (a) Represents a step-up bond that pays an initial coupon rate for the first period and then a higher coupon rate for the following periods. Rate shown reflects the current yield as of report date.
- (b) Represents a zero-coupon bond. Rate shown reflects the current yield as of report date.
- (c) US government securities, held in escrow, are used to pay interest on this security as well as to retire the bond in full at the date indicated, typically at a premium to par.
- (d) Variable rate security. Rate shown is as of report date.
- (e) Securities represent bonds transferred to a tender option bond trust in exchange for which the Fund acquired residual interest certificates. These securities serve as collateral in a financing transaction.
- (f) Investments in companies considered to be an affiliate of the Fund during the period, for purposes of Section 2(a)(3) of the Investment Company Act of 1940, as amended, are as follows:

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Affiliate	Shares Held at April 30, 2010	Net Activity	Shares Held at July 31, 2010	Income
FFI Institutional Tax-Exempt Fund	7,207,423	(860,349)	6,347,074	\$ 3,116

(g) Represents the current yield as of report date.

Financial futures contracts sold as of July 31, 2010 were as follows:

Contracts	Issue	Expiration Date	Notional Value	Unrealized Depreciation
65	10-Year U.S. Treasury Bond	September 2010	\$ (7,907,514)	\$ (140,299)

Fair Value Measurements - Various inputs are used in determining the fair value of investments and derivatives, which are as follows:

Level 1 price quotations in active markets/exchanges for identical assets and liabilities

Level 2 other observable inputs (including, but not limited to: quoted prices for similar assets or liabilities in markets that are active, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the assets or liabilities (such as interest rates, yield curves, volatilities, prepayment speeds, loss severities, credit risks and default rates) or other market-corroborated inputs)

Level 3 unobservable inputs based on the best information available in the circumstances, to the extent observable inputs are not available (including the Fund's own assumptions used in determining the fair value of investments and derivatives)

The inputs or methodologies used for valuing securities are not necessarily an indication of the risk associated with investing in those securities. For information about the Fund's policy regarding valuation of investments and other significant accounting policies, please refer to the Fund's most recent financial statements as contained in its annual report.

The following tables summarize the inputs used as of July 31, 2010 in determining the fair valuation of the Fund's investments and derivatives:

Valuation Inputs	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Investments in Securities:				
Long-Term Investments <sup>1</sup>		\$ 518,165,776		\$ 518,165,776
Short-Term Securities	\$ 6,347,074			6,347,074
<b>Total</b>	\$ 6,347,074	\$ 518,165,776		\$ 524,512,850



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<sup>1</sup> See above Schedule of Investments for values in each state or political subdivision.

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<b>Derivative Financial Instruments<sup>2</sup></b>				
<b>Valuation Inputs</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Liabilities:	\$ (140,299)			\$ (140,299)

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<sup>2</sup> Derivative financial instruments are financial futures contracts which are shown at the unrealized appreciation/depreciation on the instrument.

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6 BLACKROCK MUNIENHANCED FUND, INC. JULY 31, 2010

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Item 2 Controls and Procedures

2(a) The registrant's principal executive and principal financial officers or persons performing similar functions have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the 1940 Act )) are effective as of a date within 90 days of the filing of this report based on the evaluation of these controls and procedures required by Rule 30a-3(b) under the 1940 Act and Rule 13a-15(b) under the Securities Exchange Act of 1934, as amended.

2(b) There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act) that occurred during the registrant's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 3 Exhibits

Certifications Attached hereto

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BlackRock MuniEnhanced Fund, Inc.

By: /s/ Anne F. Ackerley  
Anne F. Ackerley  
Chief Executive Officer of  
BlackRock MuniEnhanced Fund, Inc.

Date: September 27, 2010

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Anne F. Ackerley  
Anne F. Ackerley  
Chief Executive Officer (principal executive officer) of  
BlackRock MuniEnhanced Fund, Inc.

Date: September 27, 2010

By: /s/ Neal J. Andrews  
Neal J. Andrews  
Chief Financial Officer (principal financial officer) of  
BlackRock MuniEnhanced Fund, Inc.

Date: September 27, 2010