

WELLPOINT INC  
Form FWP  
February 03, 2009

**Amended Issuer Free Writing Prospectus**

**Filed Pursuant to Rule 433**

**Registration Statement No. 333-156098**

**WELLPOINT, INC.**

**FINAL TERM SHEET**

Dated February 2, 2009

|                               |   |
|-------------------------------|---|
| Issuer:                       | WellPoint, Inc.   |
| Size:                         | \$400mm aggregate principal amount of 6.000% Notes due 2014 |
|                               | \$600mm aggregate principal amount of 7.000% Notes due 2019 |
| Maturity:                     | February 15, 2014 for the 2014 Notes                        |
|                               | February 15, 2019 for the 2019 Notes                        |
| Coupon (Interest Rate):       | 6.000% for the 2014 Notes                                   |
|                               | 7.000% for the 2019 Notes                                   |
| Yield to Maturity:            | 6.044% for the 2014 Notes                                   |
|                               | 7.022% for the 2019 Notes                                   |
| Spread to Benchmark Treasury: | Treasury + 4.32% for the 2014 Notes                         |
|                               | Treasury + 4.32% for the 2019 Notes                         |
| Benchmark Treasury:           | 1.750% due 1/31/2014 for the 2014 Notes                     |
|                               | 3.750% due 11/15/2018 for the 2019 Notes                    |
| Benchmark Treasury Yield:     | 1.724% for the 2014 Notes                                   |

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|---|--|
| Interest Payment Dates:                     | 2.702% for the 2019 Notes<br>February 15 and August 15 to record holders on the next preceding<br>February 1 and August 1  |
| First Coupon:                               | August 15, 2009  |
| Redemption Provision:                       | Treasury Rate + 0.50% for the 2014 Notes   |
| Price to Public:                            | Treasury Rate + 0.50% for the 2019 Notes<br>99.809% for the 2014 Notes   |
| Gross proceeds to Issuer (before expenses): | 99.840% for the 2019 Notes<br>\$399,236,000 for the 2014 Notes   |
| Net proceeds to Issuer (before expenses):   | \$599,040,000 for the 2019 Notes<br>\$396,836,000 for the 2014 Notes   |
| Trade Date:                                 | \$595,140,000 for the 2019 Notes<br>February 2, 2009   |
| Settlement Date:                            | February 5, 2009   |
| Day Count:                                  | 30/360   |
| CUSIP/ISINs:                                | 94973V AQ0/US 94973VAQ05 (2014 Notes)<br><br>94973V AR8/US 94973VAR87 (2019 Notes)   |
| Joint Book-Running Managers:                | Banc of America Securities LLC<br><br>Deutsche Bank Securities Inc.<br><br>SunTrust Robinson Humphrey, Inc. (Passive 5yr)<br><br>UBS Securities LLC (Passive 5yr)<br><br>Goldman, Sachs & Co. (Passive 10yr) |

Credit Suisse Securities (USA) LLC (Passive 10yr)

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer or any underwriter participating in the offering will arrange to send you the prospectus, which, in the case of the issuer, you may request the prospectus by calling Corporate Secretary, (317) 488-6000 or emailing [shareholder.services@wellpoint.com](mailto:shareholder.services@wellpoint.com) at WellPoint, Inc. In the case of Banc of America Securities LLC, you may request the prospectus by calling (800) 294-1322, and in the case of Deutsche Bank Securities Inc., you may request the prospectus by calling (800) 503-4611.**