

UNITEDHEALTH GROUP INC  
Form 8-K/A  
August 12, 2011

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT

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

Date of Report (Date of Earliest Event Reported):

May 23, 2011

UnitedHealth Group Incorporated

(Exact name of registrant as specified in its charter)

Minnesota

1-10864

41-1321939

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

UnitedHealth Group Center, 9900 Bren Road  
East, Minnetonka, Minnesota

55343

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

952-936-1300

Not Applicable

Former name or former address, if changed since last report

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 5.07 Submission of Matters to a Vote of Security Holders.**

At the annual shareholders' meeting on May 23, 2011, the Company conducted a non-binding advisory vote on the issue of the frequency with which shareholders express an opinion on executive compensation ("Say on Pay"). Consistent with the recommendation of the Board of Directors, a majority of the shares present and entitled to vote in person or by proxy at the Company's 2011 Annual Meeting were cast in favor of holding an annual Say-on-Pay vote. After considering the shareholders' advisory vote results, the Company has determined that it will include an annual Say-on-Pay vote in its proxy materials until the next required advisory vote on the frequency of holding a Say-on-Pay vote, which will occur no later than the Company's 2017 Annual Meeting.

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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.

UnitedHealth Group Incorporated

*August 12, 2011*

By: */s/ Dannette L. Smith*

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*Name: Dannette L. Smith*

*Title: Secretary to the Board of Directors*