

AETNA INC /PA/  
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Subject Company: Aetna Inc.

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Form S-4 filed by CVS Health Corporation: 333-222412)

The following communication was made available on Aetna's internal website:

**A conversation with Karen Lynch and Larry Merlo:**

**Our Shared Vision**

Karen Lynch was joined by Larry Merlo, CVS Health President and CEO, at the recent National Accounts Customer Forum. They discussed the opportunities that the proposed combination of the two companies can have for members and customers by localizing care in the community as well as the home.

To view highlights from their joint presentation, please click [here](#)

**Video transcript:**

*[GRAPHIC]*

*2018 Customer Forum  
CVS and Aetna Shared Vision  
A conversation between Karen Lynch and Larry Merlo*

**KAREN LYNCH**

I can't tell you how excited we are as a company about the future of bringing these two companies together. And I know that you know this. This is not a new strategy for us. This merger is truly an acceleration of the strategy that we've been talking about for a number of years.

*[GRAPHIC]*

*An industry ripe for disruption*

**LARRY MERLO**

Today, you see that healthcare represents 18 cents for every dollar that's spent in this country and there are studies out there that say, you know, it's headed to 20 percent, you know, within the not too distant future. And, everyone across, you know, the healthcare delivery spectrum has worked very hard, you know, to bring innovation that, you know, is helping to reduce cost without compromising access or quality to care. And while there have been, you know, some improvements across that spectrum, you know, it really hasn't been enough, you know, to bend the cost curve.

*[GRAPHIC]*

*Helping people achieve their best health*

**LARRY MERLO**

The combination of, you know, the customer facing assets, and what Aetna provides in the marketplace, we think that, that becomes the nucleus for creating, you know, a new healthcare platform that can help people achieve their best health at a lower cost than, you know, what we experience today.

*[GRAPHIC]*

*Bringing a local presence into the community and home*

**LARRY MERLO**

The ability to have a local presence, the ability to have face-to-face engagement, now you combine that with CVS and the fact that we have 10,000 points of access all across the country and about 80 percent of the US population lives within 3 or 4 miles of a CVS. You know, the two companies combined will have about 40,000 healthcare professionals, between pharmacists, nurse practitioners, nurses. You know, and they're local. So, it's not just about going into a CVS Pharmacy, we can go into the home.

[*GRAPHIC*]

*An opportunity to bring a meaningful solution*

**LARRY MERLO**

We see some of the disconnects that exist in the system today that quite frankly as CVS Health, we can't do. You know, as Aetna, as a standalone business can't do. Okay, but you bring the capabilities of the two organizations together and now you start saying, wow, okay. We really have an opportunity to, you know, take some of these things that we know are broken and bring a meaningful solution. And I think that, you know, we're just scratching the surface with, you know, some of the, I'll say use cases that we know, you know, become, you know, real opportunities, you know, to do something different and to create a new care, a new care delivery model.

*[GRAPHIC]*

*Transforming the marketplace*

**KAREN LYNCH**

If you think about one of the areas that we've been really focusing on is what can we do that's transformative in the marketplace, and we bring these two companies together, we've got work underway to say what, what can we bring to market that, that wow factor. And this combination will allow us to do that. Will allow us to think about benefit designs in a very different way. It allows us to think about how we interact with the communities and with physician practices and provider systems in a very different way.

## **No Offer or Solicitation**

This communication is for informational purposes only and not intended to and does not constitute an offer to subscribe for, buy or sell, the solicitation of an offer to subscribe for, buy or sell or an invitation to subscribe for, buy or sell any securities or the solicitation of any vote or approval in any jurisdiction pursuant to or in connection with the proposed transaction or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, and otherwise in accordance with applicable law.

## **Additional Information and Where to Find It**

In connection with the proposed transaction between CVS Health Corporation (“CVS Health”) and Aetna Inc. (“Aetna”), on February 9, 2018, CVS Health filed with the Securities and Exchange Commission (the “SEC”) an amendment to the registration statement on Form S-4 that was originally filed on January 4, 2018. The registration statement includes a joint proxy statement of CVS Health and Aetna that also constitutes a prospectus of CVS Health. The registration statement was declared effective by the SEC on February 9, 2018, and CVS Health and Aetna commenced mailing the definitive joint proxy statement/prospectus to stockholders of CVS Health and shareholders of Aetna on or about February 12, 2018. **INVESTORS AND SECURITY HOLDERS OF CVS HEALTH AND AETNA ARE URGED TO READ THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS FILED OR THAT WILL BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION.** Investors and security holders may obtain free copies of the registration statement and the definitive joint proxy statement/prospectus and other documents filed with the SEC by CVS Health or Aetna through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by CVS Health are available free of charge within the Investors section of CVS Health’s Web site at <http://www.cvshealth.com/investors> or by contacting CVS Health’s Investor Relations Department at 800-201-0938. Copies of the documents filed with the SEC by Aetna are available free of charge on Aetna’s internet website at <http://www.Aetna.com> or by contacting Aetna’s Investor Relations Department at 860-273-0896.

## **Participants in the Solicitation**

CVS Health, Aetna, their respective directors and certain of their respective executive officers may be considered participants in the solicitation of proxies in connection with the proposed transaction. Information about the directors and executive officers of CVS Health is set forth in its Annual Report on Form 10-K for the year ended December 31, 2017, which was filed with the SEC on February 14, 2018, its proxy statement for its 2017 annual meeting of stockholders, which was filed with the SEC on March 31, 2017, and certain of its Current Reports on Form 8-K. Information about the directors and executive officers of Aetna is set forth in its Annual Report on Form 10-K for the year ended December 31, 2017, which was filed with the SEC on February 23, 2018, its proxy statement for its 2017 annual meeting of shareholders, which was filed with the SEC on April 7, 2017, and certain of its Current Reports on Form 8-K. Other information regarding the participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, are contained in the definitive joint proxy statement/prospectus filed with the SEC and other relevant materials to be filed with the SEC when they become available.

## **Cautionary Statement Regarding Forward-Looking Statements**

The Private Securities Litigation Reform Act of 1995 (the “Reform Act”) provides a safe harbor for forward-looking statements made by or on behalf of CVS Health or Aetna. This communication may contain forward-looking statements within the meaning of the Reform Act. You can generally identify forward-looking statements by the use of forward-looking terminology such as “anticipate,” “believe,” “can,” “continue,” “could,” “estimate,” “evaluate,” “expect,” “forecast,” “guidance,” “intend,” “likely,” “may,” “might,” “outlook,” “plan,” “potential,” “predict,” “probable,” “project,” “se” or “will,” or the negative thereof or other variations thereon or comparable terminology. These forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which are beyond CVS Health’s and Aetna’s control.

Statements in this communication regarding CVS Health and Aetna that are forward-looking, including CVS Health’s and Aetna’s projections as to the closing date for the pending acquisition of Aetna (the “transaction”), the extent of, and the time necessary to obtain, the regulatory approvals required for the transaction, the anticipated benefits of the transaction, the impact of the transaction on CVS Health’s and Aetna’s businesses, the expected terms and scope of the expected financing for the transaction, the ownership percentages of CVS Health’s common stock of CVS Health stockholders and Aetna shareholders at closing, the aggregate amount of indebtedness of CVS Health following the closing of the transaction, CVS Health’s expectations regarding debt repayment and its debt to capital ratio following the closing of the transaction, CVS Health’s and Aetna’s respective share repurchase programs and ability and intent to declare future dividend payments, the number of prescriptions used by people served by the combined companies’ pharmacy benefit business, the synergies from the transaction, and CVS Health’s, Aetna’s and/or the combined company’s future operating results, are based on CVS Health’s and Aetna’s managements’ estimates, assumptions and projections, and are subject to significant uncertainties and other factors, many of which are beyond their control. In particular, projected financial information for the combined businesses of CVS Health and Aetna is based on estimates, assumptions and projections and has not been prepared in conformance with the applicable accounting requirements of Regulation S-X relating to pro forma financial information, and the required pro forma adjustments have not been applied and are not reflected therein. None of this information should be considered in isolation from, or as a substitute for, the historical financial statements of CVS Health and Aetna. Important risk factors related to the transaction could cause actual future results and other future events to differ materially

from those currently estimated by management, including, but not limited to: the timing to consummate the proposed transaction; the risk that a regulatory approval that may be required for the proposed transaction is delayed, is not obtained or is obtained subject to conditions that are not anticipated; the risk that a condition to the closing of the proposed transaction may not be satisfied; the outcome of litigation related to the transaction; the ability to achieve the synergies and value creation contemplated; CVS Health's ability to promptly and effectively integrate Aetna's businesses; and the diversion of and attention of management of both CVS Health and Aetna on transaction-related issues.

In addition, this communication may contain forward-looking statements regarding CVS Health's or Aetna's respective businesses, financial condition and results of operations. These forward-looking statements also involve risks, uncertainties and assumptions, some of which may not be presently known to CVS Health or Aetna or that they currently believe to be immaterial also may cause CVS Health's or Aetna's actual results to differ materially from those expressed in the forward-looking statements, adversely impact their respective businesses, CVS Health's ability to complete the transaction and/or CVS Health's ability to realize the expected benefits from the transaction. Should any risks and uncertainties develop into actual events, these developments could have a material adverse effect on the transaction and/or CVS Health or Aetna, CVS Health's ability to successfully complete the transaction and/or realize the expected benefits from the transaction. Additional information concerning these risks, uncertainties and assumptions can be found in CVS Health's and Aetna's respective filings with the SEC, including the risk factors discussed in "Item 1.A. Risk Factors" in CVS Health's and Aetna's most recent Annual Reports on Form 10-K, as updated by their Quarterly Reports on Form 10-Q and future filings with the SEC.

You are cautioned not to place undue reliance on CVS Health's and Aetna's forward-looking statements. These forward-looking statements are and will be based upon management's then-current views and assumptions regarding future events and operating performance, and are applicable only as of the dates of such statements. Neither CVS Health nor Aetna assumes any duty to update or revise forward-looking statements, whether as a result of new information, future events or otherwise, as of any future date.