

UNITEDHEALTH GROUP INC  
Form DEFA14A  
April 13, 2011

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a

UnitedHealth Group Incorporated

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**\*\*\* Exercise Your *Right* to Vote \*\*\***

**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on May 23, 2011.**

**UNITEDHEALTH GROUP  
INCORPORATED**

**Meeting Information**

**Meeting Type:** Annual Meeting  
**For holders as of:** March 24, 2011  
**Date:** May 23, 2011 **Time:** 10:00 a.m. Pacific Time

**Location:** Anthony Marlon Auditorium

UnitedHealthcare, a UnitedHealth Group company  
2700 North Tenaya Way

Las Vegas, Nevada 89128

You are receiving this communication because you hold shares in UnitedHealth Group.

*UNITEDHEALTH GROUP INCORPORATED*

*9900 BREN ROAD EAST*

*MINNETONKA, MN 55343*

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that is available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

M35045-Z54742

**Before You Vote**

How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

NOTICE AND PROXY STATEMENT      ANNUAL REPORT      FORM 10-K

**How to View Online:**

Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:*      [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE:*      1-800-579-1639
- 3) *BY E-MAIL\*:*      [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow →      XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 9, 2011 to facilitate timely delivery.

**How To Vote**

Please Choose One of the Following Voting Methods

**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow →      XXXX XXXX XXXX available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

**Vote Confirmation:** You may confirm that your instructions were received and included in the final tabulation to be issued at the Annual Meeting on May 23, 2011 via the ProxyVote Confirmation link at [www.proxyvote.com](http://www.proxyvote.com) by using the information that is printed in the box marked by the arrow →      XXXX XXXX XXXX . Vote Confirmation is available 24 hours after your vote is received beginning May 9, 2011, with the final vote tabulation remaining available through July 23, 2011.

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**Voting Items**

**The Board of Directors recommends  
you vote FOR the following proposals:**

1. Election of Directors

**The Board of Directors recommends you vote  
FOR the following proposals:**

**Nominees:**

- 1a. William C. Ballard, Jr.

4. Approval of the UnitedHealth Group 2011  
Incentive Stock Plan.

- 1b. Richard T. Burke

5. Approval of an amendment to the  
UnitedHealth Group 1993 Employee Stock  
Purchase Plan to increase the number of shares of  
common stock issuable thereunder.

- 1c. Robert J. Darretta

6. Ratification of the appointment of Deloitte  
& Touche LLP as the independent registered  
public accounting firm for the Company for the  
year ending December 31, 2011.

- 1d. Stephen J. Hemsley

- 1e. Michele J. Hooper

**NOTE:** Such other business as may properly  
come before the meeting or any adjournment or  
postponement thereof.

- 1f. Rodger A. Lawson

- 1g. Douglas W. Leatherdale

- 1h. Glenn M. Renwick

- 1i. Kenneth I. Shine, M.D.

- 1j. Gail R. Wilensky, Ph.D.

2. Approval, by a non-binding advisory vote, of executive compensation.

**The Board of Directors recommends you vote 1 year on the following proposals:**

3. Recommendation, by a non-binding advisory vote, of the frequency of holding a Say-on-Pay vote.  
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