

CENTENE CORP  
Form S-3/A  
August 05, 2003

As filed with the Securities and Exchange Commission on August 5, 2003

Registration No. 333-107247

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

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**AMENDMENT NO. 2**  
**TO**  
**Form S-3**  
**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**Centene Corporation**

*(Exact Name of Registrant as Specified in its Charter)*

**Delaware**  
*(State or Other Jurisdiction of  
Incorporation or Organization)*

**6324**  
*(Primary Standard Industrial  
Classification Code Number)*

**04-1406317**  
*(I.R.S. Employer Identification No.)*

**7711 Carondelet Avenue, Suite 800**

**Saint Louis, Missouri 63105 (314) 725-4477**  
*(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)*

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**Michael F. Neidorff**  
**Centene Corporation**  
**7711 Carondelet Avenue, Suite 800**  
**Saint Louis, Missouri 63105 (314) 725-4477**  
*(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)*

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*Copies to:*

**Mark L. Johnson, Esq.**  
**Hale and Dorr LLP**  
**60 State Street**  
**Boston, Massachusetts 02109**  
**Telephone: (617) 526-6000**

**Alejandro E. Camacho, Esq.**  
**Clifford Chance US LLP**  
**200 Park Avenue**  
**New York, New York 10166-0153**  
**Telephone: (212) 878-8000**

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this registration statement becomes effective.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, 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.   
333-\_\_\_\_\_.

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If this form is a post-effective amendment filed pursuant to Rule 462(c) 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. o 333-\_\_\_\_\_.

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. o \_\_\_\_\_

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 of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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**EXPLANATORY NOTE**

This amendment no. 2 to the registrant's registration statement on Form S-3 (Commission File No. 333-107247) is being filed solely for the purpose of filing Exhibits 1, 5 and 23.2 thereto.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this amendment no. 2 to registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Clayton, State of Missouri, on August 5, 2003.

CENTENE CORPORATION

BY: /s/ CAROL E. GOLDMAN

Carol E. Goldman  
Senior Vice President, Chief Administration Officer

Pursuant to the requirements of the Securities Act of 1933, this amendment no. 2 to registration statement has been signed by the following persons in the capacities as of August 5, 2003.

Name	Title
*	President, Chief Executive Officer and Director ( <i>Chief Executive Officer</i> )
Michael F. Neidorff	Senior Vice President, Chief Financial Officer, Secretary and Treasurer ( <i>Chief Financial and Accounting Officer</i> )
*	
Karey L. Witty	Director
*	
Samuel E. Bradt	Director
*	
Edward L. Cahill	Director
*	
Robert K. Ditmore	Director
*	
Claire W. Johnson	Director
*	
David L. Steward	Director
*	
Richard P. Wiederhold	

\*By: /s/ RACHEL B. FORST

Rachel B. Forst  
*Attorney-in-Fact*



**EXHIBIT INDEX**

Exhibit Number	Description	Filed with this Amendment to Form S-3	Incorporated by Reference		Exhibit Number
			Form	Filing Date with SEC	
1	Underwriting Agreement	X			
4.1	Amended and Restated Shareholders Agreement, dated September 23, 1998		S-1	October 9, 2001	4.2
4.2	Rights Agreement between Centene Corporation and Mellon Investor Services LLC, as Rights Agent, dated August 30, 2002		8-K	August 30, 2002	4.1
5	Legal opinion of Hale and Dorr LLP	X			
*23.1	Consent of Independent Public Accountants				
23.2	Consent of Hale and Dorr LLP (contained in Exhibit 5)	X			
*24	Power of Attorney (included on page II-4 of the Form S-3 as initially filed)				

\* Filed previously.