WELLCARE HEALTH PLANS, INC.

Form 4

August 04, 2006

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

X 10% Owner

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

(Last)

(C:+-)

1. Name and Address of Reporting Person \*

(First)

(Ctata)

MOSZKOWSKI NEAL

2. Issuer Name and Ticker or Trading

Symbol

WELLCARE HEALTH PLANS,

INC. [WCG]

3. Date of Earliest Transaction

(Month/Day/Year) 08/02/2006

430 PARK AVENUE, 6TH FLOOR (Street)

(Middle)

(7:-

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_X\_\_ Director \_\_Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10022

(City)	(State)	(Zlp) Tabl	e I - Non-I	Derivative Seco	urities	Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Approx Disposed of (Instr. 3, 4 and	of (D)	ed (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/02/2006		J	4,807,602	D	<u>(1)</u>	257,968	I (1)	See Footnote
Common Stock							93,214	D (1) (2)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration	Title N			
						Exercisable	Date	Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>F-</b>	Director	10% Owner	Officer	Other			
MOSZKOWSKI NEAL 430 PARK AVENUE, 6TH FLOOR NEW YORK, NY 10022	X	X					

## **Signatures**

/s/ Jennifer Glassman, attorney-in-fact

08/04/2006

Date

\*\*Signature of Reporting Person

# **Explanation of Responses:**

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The Reporting Person is one of two sole decision makers for TowerBrook Capital Partners LLC (?TCP LLC?), the general partner of TCP General Partner L.P. (?TCP?) which is the general partner of TowerBrook Investors L.P. (?TBI?). In prior reports, the Reporting Person reported indirect beneficial ownership of the shares held by TBI. On August 2, 2006, TBI distributed 4,900,816 shares of the Issuer?s

- common stock pro rata to its partners for no consideration. The partners of TBI, including TCP, received shares of the Issuer's common stock which were subsequently distributed pro rata to its partners or members and such partners or members subsequently distributed the shares they received pro rata to their partners or members. Following the distributions, the Reporting Person may be deemed to indirectly beneficially own the remaining 257,968 shares owned by TBI. The Reporting Person disclaims beneficial ownership of all such shares, except to the extent of his pecuniary interest therein.
- The Reporting Person received 93,214 shares of Issuer's common stock as a result of the distributions described in footnote 1. No consideration was paid in connection with the distributions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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