

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

**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2023

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 1-10864

**UNITEDHEALTH GROUP**

**UnitedHealth Group Incorporated**  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

UnitedHealth Group Center  
9900 Bren Road East  
Minnetonka, Minnesota  
(Address of principal executive offices)

41-1321939  
(I.R.S. Employer  
Identification No.)

55343  
(Zip Code)

(952) 936-1300  
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$.01 par value	UNH	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act

Large accelerated filer  Accelerated filer  Non-accelerated filer   
Smaller reporting company  Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of October 31, 2023, there were 924,925,293 shares of the registrant's Common Stock, \$.01 par value per share, issued and outstanding.

# UNITEDHEALTH GROUP

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## PART I

### ITEM 1. FINANCIAL STATEMENTS

#### UnitedHealth Group Condensed Consolidated Balance Sheets (Unaudited)

(in millions, except per share data)	September 30, 2023	December 31, 2022
<b>Assets</b>		
Current assets:		
Cash and cash equivalents .....	\$ 38,915	\$ 23,365
Short-term investments .....	5,182	4,546
Accounts receivable, net .....	20,673	17,681
Other current receivables, net .....	17,752	12,769
Assets under management .....	3,616	4,087
Prepaid expenses and other current assets .....	5,767	6,621
Total current assets .....	91,905	69,069
Long-term investments .....	45,474	43,728
Property, equipment and capitalized software, net .....	11,070	10,128
Goodwill .....	101,703	93,352
Other intangible assets, net .....	15,200	14,401
Other assets .....	16,711	15,027
<b>Total assets</b> .....	<b>\$ 282,063</b>	<b>\$ 245,705</b>
<b>Liabilities, redeemable noncontrolling interests and equity</b>		
Current liabilities:		
Medical costs payable .....	\$ 32,792	\$ 29,056
Accounts payable and accrued liabilities .....	31,164	27,715
Short-term borrowings and current maturities of long-term debt .....	5,290	3,110
Unearned revenues .....	15,311	3,075
Other current liabilities .....	29,622	26,281
Total current liabilities .....	114,179	89,237
Long-term debt, less current maturities .....	58,079	54,513
Deferred income taxes .....	2,210	2,769
Other liabilities .....	13,615	12,839
Total liabilities .....	188,083	159,358
Commitments and contingencies (Note 7)		
Redeemable noncontrolling interests .....	4,416	4,897
Equity:		
Preferred stock, \$0.001 par value — 10 shares authorized; no shares issued or outstanding .....	—	—
Common stock, \$0.01 par value — 3,000 shares authorized; 925 and 934 issued and outstanding .....	9	9
Retained earnings .....	93,173	86,156
Accumulated other comprehensive loss .....	(8,688)	(8,393)
Nonredeemable noncontrolling interests .....	5,070	3,678
Total equity .....	89,564	81,450
<b>Total liabilities, redeemable noncontrolling interests and equity</b> .....	<b>\$ 282,063</b>	<b>\$ 245,705</b>

See Notes to the Condensed Consolidated Financial Statements

**UnitedHealth Group**  
**Condensed Consolidated Statements of Operations**  
**(Unaudited)**

(in millions, except per share data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
<b>Revenues:</b>				
Premiums .....	\$ 72,339	\$ 64,491	\$ 217,599	\$ 192,457
Products .....	10,354	9,190	31,272	28,026
Services .....	8,671	6,700	25,414	19,717
Investment and other income .....	997	513	2,910	1,175
Total revenues .....	<u>92,361</u>	<u>80,894</u>	<u>277,195</u>	<u>241,375</u>
<b>Operating costs:</b>				
Medical costs .....	59,550	52,635	179,663	157,251
Operating costs .....	13,855	11,663	41,289	34,773
Cost of products sold .....	9,423	8,306	28,576	25,389
Depreciation and amortization .....	1,007	828	2,998	2,418
Total operating costs .....	<u>83,835</u>	<u>73,432</u>	<u>252,526</u>	<u>219,831</u>
<b>Earnings from operations</b> .....	8,526	7,462	24,669	21,544
Interest expense .....	(834)	(516)	(2,416)	(1,416)
<b>Earnings before income taxes</b> .....	7,692	6,946	22,253	20,128
Provision for income taxes .....	(1,654)	(1,562)	(4,784)	(4,397)
<b>Net earnings</b> .....	6,038	5,384	17,469	15,731
Earnings attributable to noncontrolling interests .....	(197)	(122)	(543)	(372)
<b>Net earnings attributable to UnitedHealth Group common shareholders</b> .....	<u>\$ 5,841</u>	<u>\$ 5,262</u>	<u>\$ 16,926</u>	<u>\$ 15,359</u>
<b>Earnings per share attributable to UnitedHealth Group common shareholders:</b>				
Basic .....	<u>\$ 6.31</u>	<u>\$ 5.63</u>	<u>\$ 18.20</u>	<u>\$ 16.37</u>
Diluted .....	<u>\$ 6.24</u>	<u>\$ 5.55</u>	<u>\$ 18.01</u>	<u>\$ 16.15</u>
<b>Basic weighted-average number of common shares outstanding</b> .....	926	935	930	938
<b>Dilutive effect of common share equivalents</b> .....	10	13	10	13
<b>Diluted weighted-average number of common shares outstanding</b> .....	<u>936</u>	<u>948</u>	<u>940</u>	<u>951</u>
Anti-dilutive shares excluded from the calculation of dilutive effect of common share equivalents .....	6	3	6	3

See Notes to the Condensed Consolidated Financial Statements

**UnitedHealth Group**  
**Condensed Consolidated Statements of Comprehensive Income**  
**(Unaudited)**

(in millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
<b>Net earnings</b> .....	\$ 6,038	\$ 5,384	\$ 17,469	\$ 15,731
Other comprehensive loss:				
Gross unrealized losses on investment securities during the period .....	(893)	(1,471)	(684)	(4,825)
Income tax effect.....	204	340	156	1,109
Total unrealized losses, net of tax.....	(689)	(1,131)	(528)	(3,716)
Gross reclassification adjustment for net realized losses (gains) included in net earnings.....	7	138	(27)	134
Income tax effect.....	(2)	(32)	6	(31)
Total reclassification adjustment, net of tax.....	5	106	(21)	103
Total foreign currency translation (losses) gains .....	(354)	(331)	254	(89)
Other comprehensive loss .....	(1,038)	(1,356)	(295)	(3,702)
Comprehensive income .....	5,000	4,028	17,174	12,029
Comprehensive income attributable to noncontrolling interests.....	(197)	(122)	(543)	(372)
<b>Comprehensive income attributable to UnitedHealth Group common shareholders</b> .....	\$ 4,803	\$ 3,906	\$ 16,631	\$ 11,657

See Notes to the Condensed Consolidated Financial Statements

**UnitedHealth Group**  
**Condensed Consolidated Statements of Changes in Equity**  
**(Unaudited)**

Three months ended September 30, (in millions)	Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss		Nonredeemable Noncontrolling Interests	Total Equity
	Shares	Amount			Net Unrealized Losses on Investments	Foreign Currency Translation Losses		
Balance at June 30, 2023 .....	927	\$ 9	\$ —	\$ 89,994	\$ (2,643)	\$ (5,007)	\$ 5,015	\$ 87,368
Net earnings .....				5,841			149	5,990
Other comprehensive loss .....					(684)	(354)		(1,038)
Issuances of common stock, and related tax effects .....	1	—	395					395
Share-based compensation .....			235					235
Common share repurchases .....	(3)	—	(588)	(923)				(1,511)
Cash dividends paid on common shares (\$1.88 per share) .....				(1,739)				(1,739)
Redeemable noncontrolling interests fair value and other adjustments.....			(42)					(42)
Acquisition and other adjustments of nonredeemable noncontrolling interests .....							42	42
Distribution to nonredeemable noncontrolling interests .....							(136)	(136)
Balance at September 30, 2023.....	<u>925</u>	<u>\$ 9</u>	<u>\$ —</u>	<u>\$ 93,173</u>	<u>\$ (3,327)</u>	<u>\$ (5,361)</u>	<u>\$ 5,070</u>	<u>\$ 89,564</u>
Balance at June 30, 2022 .....	935	\$ 10	\$ —	\$ 80,540	\$ (2,165)	\$ (5,565)	\$ 3,385	\$ 76,205
Net earnings .....				5,262			99	5,361
Other comprehensive loss .....					(1,025)	(331)		(1,356)
Issuances of common stock, and related tax effects .....	2	—	294					294
Share-based compensation .....			163					163
Common share repurchases .....	(2)	—	(462)	(538)				(1,000)
Cash dividends paid on common shares (\$1.65 per share) .....				(1,542)				(1,542)
Redeemable noncontrolling interests fair value and other adjustments.....			5					5
Acquisition and other adjustments of nonredeemable noncontrolling interests .....							32	32
Distribution to nonredeemable noncontrolling interests .....							(98)	(98)
Balance at September 30, 2022.....	<u>935</u>	<u>\$ 10</u>	<u>\$ —</u>	<u>\$ 83,722</u>	<u>\$ (3,190)</u>	<u>\$ (5,896)</u>	<u>\$ 3,418</u>	<u>\$ 78,064</u>

See Notes to the Condensed Consolidated Financial Statements

**UnitedHealth Group**  
**Condensed Consolidated Statements of Changes in Equity**  
**(Unaudited)**

Nine months ended September 30, (in millions)	Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income		Nonredeemable Noncontrolling Interests	Total Equity
	Shares	Amount			Net Unrealized (Losses) Gains on Investments	Foreign Currency Translation (Losses) Gains		
Balance at January 1, 2023.....	934	\$ 9	\$ —	\$ 86,156	\$ (2,778)	\$ (5,615)	\$ 3,678	\$ 81,450
Net earnings .....				16,926			401	17,327
Other comprehensive (loss) income .....					(549)	254		(295)
Issuances of common stock, and related tax effects .....	4	—	963					963
Share-based compensation .....			833					833
Common share repurchases .....	(13)	—	(1,663)	(4,886)				(6,549)
Cash dividends paid on common shares (\$5.41 per share) .....				(5,023)				(5,023)
Redeemable noncontrolling interests fair value and other adjustments.....			(133)					(133)
Acquisition and other adjustments of nonredeemable noncontrolling interests .....							1,339	1,339
Distribution to nonredeemable noncontrolling interests .....							(348)	(348)
Balance at September 30, 2023.....	<u>925</u>	<u>\$ 9</u>	<u>\$ —</u>	<u>\$ 93,173</u>	<u>\$ (3,327)</u>	<u>\$ (5,361)</u>	<u>\$ 5,070</u>	<u>\$ 89,564</u>
Balance at January 1, 2022.....	941	\$ 10	\$ —	\$ 77,134	\$ 423	\$ (5,807)	\$ 3,285	\$ 75,045
Net earnings .....				15,359			281	15,640
Other comprehensive loss .....					(3,613)	(89)		(3,702)
Issuances of common stock, and related tax effects .....	6	—	801					801
Share-based compensation .....			639					639
Common share repurchases .....	(12)	—	(1,679)	(4,321)				(6,000)
Cash dividends paid on common shares (\$4.75 per share) .....				(4,450)				(4,450)
Redeemable noncontrolling interests fair value and other adjustments.....			239					239
Acquisition and other adjustments of nonredeemable noncontrolling interests .....							135	135
Distribution to nonredeemable noncontrolling interests .....							(283)	(283)
Balance at September 30, 2022.....	<u>935</u>	<u>\$ 10</u>	<u>\$ —</u>	<u>\$ 83,722</u>	<u>\$ (3,190)</u>	<u>\$ (5,896)</u>	<u>\$ 3,418</u>	<u>\$ 78,064</u>

See Notes to the Condensed Consolidated Financial Statements

**UnitedHealth Group**  
**Condensed Consolidated Statements of Cash Flows**  
**(Unaudited)**

(in millions)	Nine Months Ended September 30,	
	2023	2022
<b>Operating activities</b>		
Net earnings .....	\$ 17,469	\$ 15,731
Noncash items:		
Depreciation and amortization .....	2,998	2,418
Deferred income taxes .....	(494)	(590)
Share-based compensation .....	851	675
Other, net .....	(59)	—
Net change in other operating items, net of effects from acquisitions and changes in AARP balances:		
Accounts receivable .....	(2,574)	(2,563)
Other assets .....	(2,358)	(741)
Medical costs payable .....	3,837	4,192
Accounts payable and other liabilities .....	2,370	1,416
Unearned revenues .....	12,221	10,201
Cash flows from operating activities .....	34,261	30,739
<b>Investing activities</b>		
Purchases of investments .....	(12,998)	(14,183)
Sales of investments .....	3,674	5,376
Maturities of investments .....	6,474	4,740
Cash paid for acquisitions, net of cash assumed .....	(8,389)	(7,154)
Purchases of property, equipment and capitalized software .....	(2,427)	(1,936)
Other, net .....	(721)	50
Cash flows used for investing activities .....	(14,387)	(13,107)
<b>Financing activities</b>		
Common share repurchases .....	(6,500)	(6,000)
Cash dividends paid .....	(5,023)	(4,450)
Proceeds from common stock issuances .....	1,039	1,084
Repayments of long-term debt .....	(2,125)	(2,100)
Proceeds from (repayments of) short-term borrowings, net .....	1,579	(16)
Proceeds from issuance of long-term debt .....	6,394	5,922
Customer funds administered .....	2,037	7,028
Other, net .....	(1,774)	(1,634)
Cash flows used for financing activities .....	(4,373)	(166)
Effect of exchange rate changes on cash and cash equivalents .....	49	4
<b>Increase in cash and cash equivalents .....</b>	<b>15,550</b>	<b>17,470</b>
<b>Cash and cash equivalents, beginning of period .....</b>	<b>23,365</b>	<b>21,375</b>
<b>Cash and cash equivalents, end of period .....</b>	<b>\$ 38,915</b>	<b>\$ 38,845</b>

See Notes to the Condensed Consolidated Financial Statements



**UnitedHealth Group**  
**Notes to the Condensed Consolidated Financial Statements**  
**(Unaudited)**

**1. Basis of Presentation**

UnitedHealth Group Incorporated (individually and together with its subsidiaries, “UnitedHealth Group” and the “Company”) is a health care and well-being company with a mission to help people live healthier lives and help make the health system work better for everyone. Our two distinct, yet complementary business platforms—Optum and UnitedHealthcare—are working to help build a modern, high-performing health system through improved access, affordability, outcomes and experiences for the individuals and organizations the Company is privileged to serve.

The Company has prepared the Condensed Consolidated Financial Statements according to U.S. Generally Accepted Accounting Principles (GAAP) and has included the accounts of UnitedHealth Group and its subsidiaries. The year-end condensed consolidated balance sheet was derived from audited financial statements, but does not include all disclosures required by GAAP. In accordance with the rules and regulations of the U.S. Securities and Exchange Commission (SEC), the Company has omitted certain footnote disclosures that would substantially duplicate the disclosures contained in its annual audited Consolidated Financial Statements. Therefore, these Condensed Consolidated Financial Statements should be read together with the Consolidated Financial Statements and the Notes included in Part II, Item 8, “Financial Statements and Supplementary Data” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2022 as filed with the SEC (2022 10-K). The accompanying Condensed Consolidated Financial Statements include all normal recurring adjustments necessary to present the interim financial statements fairly.

***Use of Estimates***

These Condensed Consolidated Financial Statements include certain amounts based on the Company’s best estimates and judgments. The Company’s most significant estimates relate to estimates and judgments for medical costs payable and goodwill. Certain of these estimates require the application of complex assumptions and judgments, often because they involve matters that are inherently uncertain and will likely change in subsequent periods. The impact of any change in estimates is included in earnings in the period in which the estimate is adjusted.

***Revenues — Products and Services***

As of September 30, 2023 and December 31, 2022, accounts receivable related to products and services were \$8.0 billion and \$7.1 billion, respectively. As of September 30, 2023, revenue expected to be recognized in any future year related to remaining performance obligations, excluding revenue pertaining to contracts having an original expected duration of one year or less, contracts where revenue is recognized as invoiced and contracts with variable consideration related to undelivered performance obligations, was \$11.8 billion, of which approximately half is expected to be recognized in the next three years.

## 2. Investments

A summary of debt securities by major security type is as follows:

(in millions)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>September 30, 2023</b>				
Debt securities — available-for-sale:				
U.S. government and agency obligations .....	\$ 5,739	\$ —	\$ (340)	\$ 5,399
State and municipal obligations .....	7,695	1	(643)	7,053
Corporate obligations.....	23,511	5	(1,857)	21,659
U.S. agency mortgage-backed securities .....	8,632	—	(1,158)	7,474
Non-U.S. agency mortgage-backed securities.....	3,091	—	(324)	2,767
Total debt securities — available-for-sale .....	<u>48,668</u>	<u>6</u>	<u>(4,322)</u>	<u>44,352</u>
Debt securities — held-to-maturity:				
U.S. government and agency obligations .....	466	—	(10)	456
State and municipal obligations .....	28	—	(5)	23
Corporate obligations.....	188	—	—	188
Total debt securities — held-to-maturity.....	<u>682</u>	<u>—</u>	<u>(15)</u>	<u>667</u>
Total debt securities .....	<u>\$ 49,350</u>	<u>\$ 6</u>	<u>\$ (4,337)</u>	<u>\$ 45,019</u>
<b>December 31, 2022</b>				
Debt securities — available-for-sale:				
U.S. government and agency obligations .....	\$ 4,093	\$ 1	\$ (285)	\$ 3,809
State and municipal obligations .....	7,702	25	(479)	7,248
Corporate obligations.....	23,675	17	(1,798)	21,894
U.S. agency mortgage-backed securities .....	7,379	15	(808)	6,586
Non-U.S. agency mortgage-backed securities.....	3,077	1	(294)	2,784
Total debt securities — available-for-sale .....	<u>45,926</u>	<u>59</u>	<u>(3,664)</u>	<u>42,321</u>
Debt securities — held-to-maturity:				
U.S. government and agency obligations .....	578	—	(14)	564
State and municipal obligations .....	29	—	(3)	26
Corporate obligations.....	89	—	—	89
Total debt securities — held-to-maturity.....	<u>696</u>	<u>—</u>	<u>(17)</u>	<u>679</u>
Total debt securities .....	<u>\$ 46,622</u>	<u>\$ 59</u>	<u>\$ (3,681)</u>	<u>\$ 43,000</u>

The Company held \$4.2 billion and \$3.7 billion of equity securities as of September 30, 2023 and December 31, 2022, respectively. The Company's investments in equity securities primarily consist of employee savings plan related investments, venture investments and shares of Brazilian real denominated fixed-income funds with readily determinable fair values. Additionally, the Company's investments included \$1.4 billion and \$1.5 billion of equity method investments in operating businesses in the health care sector as of September 30, 2023 and December 31, 2022, respectively. The allowance for credit losses on held-to-maturity securities at September 30, 2023 and December 31, 2022 was not material.

The amortized cost and fair value of debt securities as of September 30, 2023, by contractual maturity, were as follows:

(in millions)	Available-for-Sale		Held-to-Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due in one year or less .....	\$ 5,372	\$ 5,340	\$ 375	\$ 372
Due after one year through five years .....	15,098	14,183	262	255
Due after five years through ten years .....	11,256	9,898	25	24
Due after ten years .....	5,219	4,690	20	16
U.S. agency mortgage-backed securities .....	8,632	7,474	—	—
Non-U.S. agency mortgage-backed securities .....	3,091	2,767	—	—
Total debt securities .....	<u>\$ 48,668</u>	<u>\$ 44,352</u>	<u>\$ 682</u>	<u>\$ 667</u>

The fair value of available-for-sale debt securities with gross unrealized losses by major security type and length of time that individual securities have been in a continuous unrealized loss position were as follows:

(in millions)	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
<b>September 30, 2023</b>						
Debt securities — available-for-sale:						
U.S. government and agency obligations .....	\$ 2,023	\$ (34)	\$ 2,081	\$ (306)	\$ 4,104	\$ (340)
State and municipal obligations .....	2,872	(124)	4,042	(519)	6,914	(643)
Corporate obligations .....	5,563	(149)	14,821	(1,708)	20,384	(1,857)
U.S. agency mortgage-backed securities .....	2,562	(140)	4,867	(1,018)	7,429	(1,158)
Non-U.S. agency mortgage-backed securities .....	480	(21)	2,249	(303)	2,729	(324)
Total debt securities — available-for-sale .....	<u>\$ 13,500</u>	<u>\$ (468)</u>	<u>\$ 28,060</u>	<u>\$ (3,854)</u>	<u>\$ 41,560</u>	<u>\$ (4,322)</u>
<b>December 31, 2022</b>						
Debt securities — available-for-sale:						
U.S. government and agency obligations .....	\$ 2,007	\$ (96)	\$ 1,290	\$ (189)	\$ 3,297	\$ (285)
State and municipal obligations .....	4,630	(288)	1,178	(191)	5,808	(479)
Corporate obligations .....	13,003	(893)	6,637	(905)	19,640	(1,798)
U.S. agency mortgage-backed securities .....	3,561	(345)	2,239	(463)	5,800	(808)
Non-U.S. agency mortgage-backed securities .....	1,698	(128)	976	(166)	2,674	(294)
Total debt securities — available-for-sale .....	<u>\$ 24,899</u>	<u>\$ (1,750)</u>	<u>\$ 12,320</u>	<u>\$ (1,914)</u>	<u>\$ 37,219</u>	<u>\$ (3,664)</u>

The Company's unrealized losses from debt securities as of September 30, 2023 were generated from approximately 37,000 positions out of a total of 41,000 positions. The Company believes that it will timely collect the principal and interest due on its debt securities that have an amortized cost in excess of fair value. The unrealized losses were primarily caused by interest rate increases and not by unfavorable changes in the credit quality associated with these securities which impacted the Company's assessment on collectability of principal and interest. At each reporting period, the Company evaluates available-for-sale debt securities for any credit-related impairment when the fair value of the investment is less than its amortized cost. The Company evaluated the expected cash flows, the underlying credit quality and credit ratings of the issuers, noting no significant credit deterioration since purchase. As of September 30, 2023, the Company did not have the intent to sell any of the available-for-sale debt securities in an unrealized loss position. Therefore, the Company believes these losses to be temporary. The allowance for credit losses on available-for-sale debt securities at September 30, 2023 and December 31, 2022 was not material.

### 3. Fair Value

Certain assets and liabilities are measured at fair value in the Condensed Consolidated Financial Statements or have fair values disclosed in the Notes to the Condensed Consolidated Financial Statements. These assets and liabilities are classified into one of three levels of a hierarchy defined by GAAP.

For a description of the methods and assumptions that are used to estimate the fair value and determine the fair value hierarchy classification of each class of financial instrument, see Note 4 of Notes to the Consolidated Financial Statements included in Part II, Item 8, “Financial Statements and Supplementary Data” in the 2022 10-K.

The following table presents a summary of fair value measurements by level and carrying values for items measured at fair value on a recurring basis in the Condensed Consolidated Balance Sheets:

(in millions)	Quoted Prices in Active Markets (Level 1)	Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	Total Fair and Carrying Value
<b>September 30, 2023</b>				
Cash and cash equivalents.....	\$ 38,880	\$ 35	\$ —	\$ 38,915
Debt securities — available-for-sale:				
U.S. government and agency obligations .....	5,050	349	—	5,399
State and municipal obligations .....	—	7,053	—	7,053
Corporate obligations.....	15	21,462	182	21,659
U.S. agency mortgage-backed securities.....	—	7,474	—	7,474
Non-U.S. agency mortgage-backed securities.....	—	2,767	—	2,767
Total debt securities — available-for-sale .....	<u>5,065</u>	<u>39,105</u>	<u>182</u>	<u>44,352</u>
Equity securities.....	2,231	31	70	2,332
Assets under management .....	1,420	2,094	102	3,616
Total assets at fair value .....	<u>\$ 47,596</u>	<u>\$ 41,265</u>	<u>\$ 354</u>	<u>\$ 89,215</u>
Percentage of total assets at fair value.....	<u>53%</u>	<u>46%</u>	<u>1%</u>	<u>100%</u>
<b>December 31, 2022</b>				
Cash and cash equivalents.....	\$ 23,202	\$ 163	\$ —	\$ 23,365
Debt securities — available-for-sale:				
U.S. government and agency obligations .....	3,505	304	—	3,809
State and municipal obligations .....	—	7,248	—	7,248
Corporate obligations.....	7	21,695	192	21,894
U.S. agency mortgage-backed securities.....	—	6,586	—	6,586
Non-U.S. agency mortgage-backed securities.....	—	2,784	—	2,784
Total debt securities — available-for-sale .....	<u>3,512</u>	<u>38,617</u>	<u>192</u>	<u>42,321</u>
Equity securities.....	2,043	35	70	2,148
Assets under management .....	1,788	2,203	96	4,087
Total assets at fair value .....	<u>\$ 30,545</u>	<u>\$ 41,018</u>	<u>\$ 358</u>	<u>\$ 71,921</u>
Percentage of total assets at fair value.....	<u>42%</u>	<u>57%</u>	<u>1%</u>	<u>100%</u>

There were no transfers in or out of Level 3 financial assets or liabilities during the nine months ended September 30, 2023 or 2022.

The following table presents a summary of fair value measurements by level and carrying values for certain financial instruments not measured at fair value on a recurring basis in the Condensed Consolidated Balance Sheets:

<u>(in millions)</u>	<u>Quoted Prices in Active Markets (Level 1)</u>	<u>Other Observable Inputs (Level 2)</u>	<u>Unobservable Inputs (Level 3)</u>	<u>Total Fair Value</u>	<u>Total Carrying Value</u>
<b>September 30, 2023</b>					
Debt securities — held-to-maturity .....	\$ 593	\$ 74	\$ —	\$ 667	\$ 682
Long-term debt and other financing obligations .....	\$ —	\$ 55,137	\$ —	\$ 55,137	\$ 60,769
<b>December 31, 2022</b>					
Debt securities — held-to-maturity .....	\$ 577	\$ 102	\$ —	\$ 679	\$ 696
Long-term debt and other financing obligations .....	\$ —	\$ 53,626	\$ —	\$ 53,626	\$ 56,823

Nonfinancial assets and liabilities or financial assets and liabilities that are measured at fair value on a nonrecurring basis are subject to fair value adjustments only in certain circumstances, such as when the Company records an impairment. There were no significant fair value adjustments for these assets and liabilities recorded during the nine months ended September 30, 2023 or 2022.

#### 4. Medical Costs Payable

The following table shows the components of the change in medical costs payable for the nine months ended September 30:

<u>(in millions)</u>	<u>2023</u>	<u>2022</u>
Medical costs payable, beginning of period .....	\$ 29,056	\$ 24,483
Acquisitions .....	1	177
Reported medical costs:		
Current year .....	180,423	157,601
Prior years .....	(760)	(350)
Total reported medical costs .....	<u>179,663</u>	<u>157,251</u>
Medical payments:		
Payments for current year .....	(149,671)	(130,788)
Payments for prior years .....	(26,257)	(22,059)
Total medical payments .....	<u>(175,928)</u>	<u>(152,847)</u>
Medical costs payable, end of period .....	<u>\$ 32,792</u>	<u>\$ 29,064</u>

For the nine months ended September 30, 2023 and 2022, prior years' medical cost reserve development included no individual factors that were significant. Medical costs payable included reserves for claims incurred by consumers but not yet reported to the Company of \$22.7 billion and \$20.0 billion at September 30, 2023 and December 31, 2022, respectively.

#### 5. Short-Term Borrowings and Long-Term Debt

In March 2023, the Company issued \$6.5 billion of senior unsecured notes consisting of the following:

<u>(in millions, except percentages)</u>	<u>Par Value</u>
4.250% notes due January 2029 .....	\$ 1,250
4.500% notes due April 2033 .....	1,500
5.050% notes due April 2053 .....	2,000
5.200% notes due April 2063 .....	1,750

As of September 30, 2023, the Company had \$2.6 billion of commercial paper outstanding, with a weighted-average annual interest rate of 5.3%.

For more information on the Company’s short-term borrowings, debt covenants and long-term debt, see Note 8 of Notes to the Consolidated Financial Statements included in Part II, Item 8, “Financial Statements and Supplementary Data” in the 2022 10-K.

## 6. Dividends

In June 2023, the Company’s Board of Directors increased the Company’s quarterly cash dividend to shareholders to an annual rate of \$7.52 compared to \$6.60 per share, which the Company had paid since June 2022. Declaration and payment of future quarterly dividends is at the discretion of the Board of Directors and may be adjusted as business needs or market conditions change.

The following table provides details of the Company’s dividend payments during the nine months ended September 30, 2023:

Payment Date	Amount per Share	Total Amount Paid (in millions)
March 21 .....	\$ 1.65	\$ 1,537
June 27.....	1.88	1,747
September 19 .....	1.88	1,739

## 7. Commitments and Contingencies

### *Pending Acquisitions*

As of September 30, 2023, the Company has entered into agreements to acquire companies in the health care sector, subject to regulatory approval and other customary closing conditions. The total anticipated consideration required for these acquisitions, excluding the payoff of acquired indebtedness, is approximately \$5 billion.

### *Legal Matters*

The Company is frequently made party to a variety of legal actions and regulatory inquiries, including class actions and suits brought by members, care providers, consumer advocacy organizations, customers and regulators, relating to the Company’s businesses, including management and administration of health benefit plans and other services. These matters include medical malpractice, employment, intellectual property, antitrust, privacy and contract claims and claims related to health care benefits coverage and other business practices.

The Company records liabilities for its estimates of probable costs resulting from these matters where appropriate. Estimates of costs resulting from legal and regulatory matters involving the Company are inherently difficult to predict, particularly where the matters: involve indeterminate claims for monetary damages or may involve fines, penalties or punitive damages; present novel legal theories or represent a shift in regulatory policy; involve a large number of claimants or regulatory bodies; are in the early stages of the proceedings; or could result in a change in business practices. Accordingly, the Company is often unable to estimate the losses or ranges of losses for those matters where there is a reasonable possibility or it is probable a loss may be incurred.

### *Government Investigations, Audits and Reviews*

The Company has been involved or is currently involved in various governmental investigations, audits and reviews. These include routine, regular and special investigations, audits and reviews by the Centers for Medicare and Medicaid Services (CMS), state insurance and health and welfare departments, state attorneys general, the Office of the Inspector General, the Office of Personnel Management, the Office of Civil Rights, the Government Accountability Office, the Federal Trade Commission, U.S. Congressional committees, the U.S. Department of Justice (DOJ), the SEC, the Internal Revenue Service, the U.S. Drug Enforcement Administration, the U.S. Department of Labor, the Federal Deposit Insurance Corporation, the Consumer Financial Protection Bureau (CFPB), the Defense Contract Audit Agency and other governmental authorities. Similarly, the Company’s international businesses are also subject to investigations, audits and reviews by applicable foreign governments, including South American and other non-U.S. governmental authorities. Certain of the Company’s businesses have been reviewed or are currently under review, including for, among other matters, compliance with coding and other

requirements under the Medicare risk-adjustment model. CMS has selected certain of the Company's local plans for risk adjustment data validation (RADV) audits to validate the coding practices of and supporting documentation maintained by health care providers and such audits may result in retrospective adjustments to payments made to the Company's health plans.

On February 14, 2017, the DOJ announced its decision to pursue certain claims within a lawsuit initially asserted against the Company and filed under seal by a whistleblower in 2011. The whistleblower's complaint, which was unsealed on February 15, 2017, alleges the Company made improper risk adjustment submissions and violated the False Claims Act. On February 12, 2018, the court granted in part and denied in part the Company's motion to dismiss. In May 2018, the DOJ moved to dismiss the Company's counterclaims, which were filed in March 2018, and moved for partial summary judgment. In March 2019, the court denied the government's motion for partial summary judgment and dismissed the Company's counterclaims without prejudice. The Company cannot reasonably estimate the outcome which may result from this matter given its procedural status.

## 8. Business Combinations

During the nine months ended September 30, 2023, the Company completed several business combinations for total consideration of \$8.4 billion.

Acquired assets (liabilities) at acquisition date were:

<u>(in millions)</u>	
Cash and cash equivalents .....	\$ 104
Accounts receivable and other current assets .....	587
Property, equipment and other long-term assets .....	573
Other intangible assets .....	1,800
Total identifiable assets acquired .....	<u>3,064</u>
Medical costs payable .....	(1)
Accounts payable and other current liabilities .....	(551)
Other long-term liabilities .....	(661)
Total identifiable liabilities acquired .....	<u>(1,213)</u>
Total net identifiable assets .....	<u>1,851</u>
Goodwill .....	8,073
Redeemable noncontrolling interests .....	(121)
Nonredeemable noncontrolling interests .....	(1,339)
Net assets acquired .....	<u>\$ 8,464</u>

The majority of goodwill is not deductible for income tax purposes. The preliminary purchase price allocations for the various business combinations are subject to adjustment as valuation analyses, primarily related to intangible assets and contingent liabilities, are finalized.

The acquisition date fair values and weighted-average useful lives assigned to intangible assets were:

<u>(in millions, except years)</u>	<u>Fair Value</u>	<u>Weighted-Average Useful Life</u>
Acquired finite-lived intangible assets:		
Customer-related .....	\$ 223	12 years
Trademarks and technology .....	171	5 years
Other .....	42	6 years
Total acquired finite-lived intangible assets .....	<u>436</u>	9 years
Total acquired indefinite-lived intangible assets — operating licenses and certificates .....	<u>1,364</u>	
Total acquired intangible assets .....	<u>\$ 1,800</u>	

The results of operations and financial condition of acquired entities have been included in the Company's consolidated results and the results of the corresponding operating segment as of the date of acquisition. Through September 30, 2023, acquired entities' impact on revenues and net earnings was not material.

Unaudited pro forma revenues and net earnings for the nine months ended September 30, 2023 and 2022, as if the business combinations had occurred on January 1, 2022, were immaterial for both periods.

## 9. Segment Financial Information

The Company's four reportable segments are UnitedHealthcare, Optum Health, Optum Insight and Optum Rx. For more information on the Company's segments, see Part I, Item I, "Business" and Note 14 of Notes to the Consolidated Financial Statements included in Part II, Item 8, "Financial Statements and Supplementary Data" in the 2022 10-K. Total assets at Optum Health increased to \$86.9 billion as of September 30, 2023 compared to \$69.0 billion as of December 31, 2022, including an increase to goodwill from business combinations of \$7.3 billion.

The following tables present reportable segment financial information:

(in millions)	UnitedHealthcare	Optum				Optim Eliminations	Optum	Corporate and Eliminations	Consolidated
		Optum Health	Optum Insight	Optum Rx	Optim				
<b>Three Months Ended September 30, 2023</b>									
Revenues — unaffiliated customers:									
Premiums .....	\$ 66,709	\$ 5,630	\$ —	\$ —	\$ —	\$ 5,630	\$ —	\$ 72,339	
Products .....	—	61	40	10,253	—	10,354	—	10,354	
Services .....	2,550	3,629	1,938	554	—	6,121	—	8,671	
Total revenues — unaffiliated customers ..	69,259	9,320	1,978	10,807	—	22,105	—	91,364	
Total revenues — affiliated customers .....	—	14,227	2,964	17,999	(961)	34,229	(34,229)	—	
Investment and other income .....	594	317	35	51	—	403	—	997	
Total revenues .....	\$ 69,853	\$ 23,864	\$ 4,977	\$ 28,857	\$ (961)	\$ 56,737	\$ (34,229)	\$ 92,361	
Earnings from operations .....	\$ 4,592	\$ 1,568	\$ 1,109	\$ 1,257	\$ —	\$ 3,934	\$ —	\$ 8,526	
Interest expense .....	—	—	—	—	—	—	(834)	(834)	
Earnings before income taxes .....	\$ 4,592	\$ 1,568	\$ 1,109	\$ 1,257	\$ —	\$ 3,934	\$ (834)	\$ 7,692	
<b>Three Months Ended September 30, 2022</b>									
Revenues — unaffiliated customers:									
Premiums .....	\$ 59,375	\$ 5,116	\$ —	\$ —	\$ —	\$ 5,116	\$ —	\$ 64,491	
Products .....	—	2	37	9,151	—	9,190	—	9,190	
Services .....	2,435	2,756	1,067	442	—	4,265	—	6,700	
Total revenues — unaffiliated customers ..	61,810	7,874	1,104	9,593	—	18,571	—	80,381	
Total revenues — affiliated customers .....	—	10,302	2,566	15,592	(800)	27,660	(27,660)	—	
Investment and other income .....	185	287	23	18	—	328	—	513	
Total revenues .....	\$ 61,995	\$ 18,463	\$ 3,693	\$ 25,203	\$ (800)	\$ 46,559	\$ (27,660)	\$ 80,894	
Earnings from operations .....	\$ 3,799	\$ 1,575	\$ 1,007	\$ 1,081	\$ —	\$ 3,663	\$ —	\$ 7,462	
Interest expense .....	—	—	—	—	—	—	(516)	(516)	
Earnings before income taxes .....	\$ 3,799	\$ 1,575	\$ 1,007	\$ 1,081	\$ —	\$ 3,663	\$ (516)	\$ 6,946	



(in millions)	Optum							Corporate and Eliminations	Consolidated
	UnitedHealthcare	Optum Health	Optum Insight	Optum Rx	Optum Eliminations	Optum			
<b>Nine Months Ended September 30, 2023</b>									
Revenues — unaffiliated customers:									
Premiums.....	\$ 201,214	\$ 16,385	\$ —	\$ —	\$ —	\$ 16,385	\$ —	\$ 217,599	
Products .....	—	156	119	30,997	—	31,272	—	31,272	
Services.....	7,689	10,259	5,859	1,607	—	17,725	—	25,414	
Total revenues — unaffiliated customers.....	208,903	26,800	5,978	32,604	—	65,382	—	274,285	
Total revenues — affiliated customers..	—	42,947	8,089	52,174	(2,713)	100,497	(100,497)	—	
Investment and other income .....	1,649	1,038	80	143	—	1,261	—	2,910	
Total revenues.....	<u>\$ 210,552</u>	<u>\$ 70,785</u>	<u>\$ 14,147</u>	<u>\$ 84,921</u>	<u>\$ (2,713)</u>	<u>\$167,140</u>	<u>\$ (100,497)</u>	<u>\$ 277,195</u>	
Earnings from operations.....	\$ 13,293	\$ 4,869	\$ 2,984	\$ 3,523	\$ —	\$ 11,376	\$ —	\$ 24,669	
Interest expense .....	—	—	—	—	—	—	(2,416)	(2,416)	
Earnings before income taxes.....	<u>\$ 13,293</u>	<u>\$ 4,869</u>	<u>\$ 2,984</u>	<u>\$ 3,523</u>	<u>\$ —</u>	<u>\$ 11,376</u>	<u>\$ (2,416)</u>	<u>\$ 22,253</u>	
<b>Nine Months Ended September 30, 2022</b>									
Revenues — unaffiliated customers:									
Premiums.....	\$ 178,680	\$ 13,777	\$ —	\$ —	\$ —	\$ 13,777	\$ —	\$ 192,457	
Products .....	—	14	135	27,877	—	28,026	—	28,026	
Services.....	7,492	8,054	3,075	1,096	—	12,225	—	19,717	
Total revenues — unaffiliated customers.....	186,172	21,845	3,210	28,973	—	54,028	—	240,200	
Total revenues — affiliated customers..	—	30,355	6,885	44,921	(1,941)	80,220	(80,220)	—	
Investment and other income .....	523	528	99	25	—	652	—	1,175	
Total revenues.....	<u>\$ 186,695</u>	<u>\$ 52,728</u>	<u>\$ 10,194</u>	<u>\$ 73,919</u>	<u>\$ (1,941)</u>	<u>\$134,900</u>	<u>\$ (80,220)</u>	<u>\$ 241,375</u>	
Earnings from operations.....	\$ 11,447	\$ 4,340	\$ 2,693	\$ 3,064	\$ —	\$ 10,097	\$ —	\$ 21,544	
Interest expense .....	—	—	—	—	—	—	(1,416)	(1,416)	
Earnings before income taxes.....	<u>\$ 11,447</u>	<u>\$ 4,340</u>	<u>\$ 2,693</u>	<u>\$ 3,064</u>	<u>\$ —</u>	<u>\$ 10,097</u>	<u>\$ (1,416)</u>	<u>\$ 20,128</u>	

## **ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion should be read together with the accompanying Condensed Consolidated Financial Statements and Notes and with our 2022 10-K, including the Consolidated Financial Statements and Notes included in Part II, Item 8, “Financial Statements and Supplementary Data” in that report. Unless the context indicates otherwise, references to the terms “UnitedHealth Group,” the “Company,” “we,” “our” or “us” used throughout this Management’s Discussion and Analysis of Financial Condition and Results of Operations refer to UnitedHealth Group Incorporated and its consolidated subsidiaries.

Readers are cautioned that the statements, estimates, projections or outlook contained in this Management’s Discussion and Analysis of Financial Condition and Results of Operations, including discussions regarding financial prospects, economic conditions, trends and uncertainties contained in this Item 2, may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (PSLRA). These forward-looking statements involve risks and uncertainties that may cause our actual results to differ materially from the results discussed or implied in the forward-looking statements. A description of some of the risks and uncertainties is set forth in Part I, Item 1A, “Risk Factors” in our 2022 10-K and in the discussion below.

### ***EXECUTIVE OVERVIEW***

#### **General**

UnitedHealth Group is a health care and well-being company with a mission to help people live healthier lives and help make the health system work better for everyone. Our two distinct, yet complementary business platforms—Optum and UnitedHealthcare—are working to help build a modern, high-performing health system through improved access, affordability, outcomes and experiences for the individuals and organizations we are privileged to serve.

We have four reportable segments:

- Optum Health;
- Optum Insight;
- Optum Rx; and
- UnitedHealthcare, which includes UnitedHealthcare Employer & Individual, UnitedHealthcare Medicare & Retirement and UnitedHealthcare Community & State.

Further information on our business is presented in Part I, Item 1, “Business” and Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our 2022 10-K and additional information on our segments can be found in this Item 2 and in Note 9 of Notes to the Condensed Consolidated Financial Statements included in Part I, Item 1 of this report.

#### **Business Trends**

Our businesses participate in the United States, South America and certain other international health markets. We expect overall spending on health care to continue to grow in the future due to inflation, medical technology and pharmaceutical advancement, regulatory requirements, demographic trends in the population and national interest in health and well-being. The rate of market growth may be affected by a variety of factors, including macroeconomic conditions and regulatory changes, which could impact our results of operations, including our continued efforts to control health care costs.

**Pricing Trends.** To price our health care benefits, products and services, we start with our view of expected future costs, including medical cost trends, inflation and labor market dynamics. We frequently evaluate and adjust our approach in each of the local markets we serve, considering all relevant factors, such as product positioning, price competitiveness and environmental, competitive, legislative and regulatory considerations, including minimum medical loss ratio thresholds and similar revenue adjustments. We will continue seeking to balance growth and profitability across all these dimensions.

The commercial risk market remains highly competitive in the small group, large group and individual segments. We expect broad-based competition to continue as the industry adapts to individual and employer needs.

Government programs in the community and senior sector tend to receive lower rates of increase than the commercial market due to governmental budget pressures and lower cost trends.

**Medical Cost Trends.** Our medical cost trends primarily relate to changes in unit costs, care activity and prescription drug costs. During the third quarter we continued to observe increased care patterns, primarily related to outpatient procedures for seniors, consistent with the levels observed in the second quarter, and which may continue in future periods. We endeavor to mitigate those increases by engaging physicians and consumers with information and helping them make clinically sound choices, with the objective of helping them achieve quality, affordable care.

**Medicaid Redeterminations.** The majority of states have resumed Medicaid redeterminations, which have impacted the number of people served through our Medicaid offerings, partially offset by an increase in consumers served through our commercial offerings as we endeavor to ensure that people and families have continued access to benefits.

### **Regulatory Trends and Uncertainties**

**Medicare Advantage Rates.** Medicare Advantage rate notices over the years have at times resulted in industry base rates well below industry forward medical trend. For example, the Final Notice for 2024 rates resulted in an industry base rate decrease, well short of what is an increasing industry forward medical cost trend, creating continued pressure in the Medicare Advantage program. Further, substantial revisions to the risk adjustment model, which serves to adjust rates to reflect a patient's health status and care resource needs, will result in reduced funding and potentially benefits for people, especially those with some of the greatest health and social challenges.

As a result of ongoing Medicare funding pressures, there are adjustments we can make to partially offset these rate pressures and reductions for a particular period. For example, we can seek to intensify our medical and operating cost management, make changes to the size and composition of our care provider networks, adjust member benefits and implement or increase the member premiums supplementing the monthly payments we receive from the government. Additionally, we decide annually on a county-by-county basis where we will offer Medicare Advantage plans.

### **SELECTED OPERATING PERFORMANCE AND OTHER SIGNIFICANT ITEMS**

The following summarizes select third quarter 2023 year-over-year operating comparisons to third quarter 2022 and other financial results.

- Consolidated revenues grew 14%, UnitedHealthcare revenues grew 13% and Optum revenues grew 22%.
- UnitedHealthcare served 1.5 million more people, driven by growth across each of our businesses.
- Consolidated earnings from operations of \$8.5 billion compared to \$7.5 billion last year, including growth of 21% at UnitedHealthcare and 7% at Optum.
- Diluted earnings per common share were \$6.24.
- Cash flows from operations for the nine months ended September 30, 2023 were \$34.3 billion.
- Return on equity was 28.0%.

## RESULTS SUMMARY

The following table summarizes our consolidated results of operations and other financial information:

(in millions, except percentages and per share data)	Three Months Ended September 30,		Increase/ (Decrease)		Nine Months Ended September 30,		Increase/ (Decrease)	
	2023	2022	2023 vs. 2022		2023	2022	2023 vs. 2022	
Revenues:								
Premiums.....	\$ 72,339	\$ 64,491	\$ 7,848	12%	\$ 217,599	\$ 192,457	\$ 25,142	13%
Products .....	10,354	9,190	1,164	13	31,272	28,026	3,246	12
Services.....	8,671	6,700	1,971	29	25,414	19,717	5,697	29
Investment and other income .....	997	513	484	94	2,910	1,175	1,735	148
Total revenues .....	<u>92,361</u>	<u>80,894</u>	<u>11,467</u>	14	<u>277,195</u>	<u>241,375</u>	<u>35,820</u>	15
Operating costs:								
Medical costs .....	59,550	52,635	6,915	13	179,663	157,251	22,412	14
Operating costs .....	13,855	11,663	2,192	19	41,289	34,773	6,516	19
Cost of products sold .....	9,423	8,306	1,117	13	28,576	25,389	3,187	13
Depreciation and amortization.....	1,007	828	179	22	2,998	2,418	580	24
Total operating costs .....	<u>83,835</u>	<u>73,432</u>	<u>10,403</u>	14	<u>252,526</u>	<u>219,831</u>	<u>32,695</u>	15
Earnings from operations .....	8,526	7,462	1,064	14	24,669	21,544	3,125	15
Interest expense .....	(834)	(516)	(318)	62	(2,416)	(1,416)	(1,000)	71
Earnings before income taxes.....	7,692	6,946	746	11	22,253	20,128	2,125	11
Provision for income taxes .....	(1,654)	(1,562)	(92)	6	(4,784)	(4,397)	(387)	9
Net earnings .....	6,038	5,384	654	12	17,469	15,731	1,738	11
Earnings attributable to noncontrolling interests...	(197)	(122)	(75)	61	(543)	(372)	(171)	46
Net earnings attributable to UnitedHealth Group common shareholders .....	<u>\$ 5,841</u>	<u>\$ 5,262</u>	<u>\$ 579</u>	11%	<u>\$ 16,926</u>	<u>\$ 15,359</u>	<u>\$ 1,567</u>	10%
Diluted earnings per share attributable to UnitedHealth Group common shareholders .....								
Medical care ratio (a) .....	82.3%	81.6%	0.7%		82.6%	81.7%	0.9%	
Operating cost ratio.....	15.0	14.4	0.6		14.9	14.4	0.5	
Operating margin .....	9.2	9.2	—		8.9	8.9	—	
Tax rate .....	21.5	22.5	(1.0)		21.5	21.8	(0.3)	
Net earnings margin (b).....	6.3	6.5	(0.2)		6.1	6.4	(0.3)	
Return on equity (c) .....	28.0%	28.5%	(0.5)%		27.7%	28.1%	(0.4)%	

(a) Medical care ratio (MCR) is calculated as medical costs divided by premium revenue.

(b) Net earnings margin attributable to UnitedHealth Group shareholders.

(c) Return on equity is calculated as annualized net earnings attributable to UnitedHealth Group common shareholders divided by average shareholders' equity. Average shareholders' equity is calculated using the shareholders' equity balance at the end of the preceding year and the shareholders' equity balances at the end of each of the quarters in the year presented.

## 2023 RESULTS OF OPERATIONS COMPARED TO 2022 RESULTS OF OPERATIONS

### Consolidated Financial Results

#### Revenues

The increases in revenues were primarily driven by growth in the number of people served through Medicare Advantage and Medicaid, pricing trends and growth across the Optum businesses. Revenues also increased due to increased investment income, primarily driven by increased interest rates.

### Medical Costs and MCR

Medical costs increased primarily due to growth in people served through Medicare Advantage and Medicaid. The MCR increased as a result of elevated care activity, primarily relating to outpatient care for seniors, and business mix.

### Operating Cost Ratio

The operating cost ratio increased primarily due to business mix and investments to support future growth, partially offset by continued productivity advances.

### Reportable Segments

See Note 9 of Notes to the Condensed Consolidated Financial Statements included in Part I, Item 1 of this report for more information on our segments. We utilize various metrics to evaluate and manage our reportable segments, including people served by UnitedHealthcare by major market segment and funding arrangement, people served by Optum Health and adjusted scripts for Optum Rx. These metrics are the main drivers of revenue, earnings and cash flows at each business. The metrics also allow management and investors to evaluate and understand business mix, including the level and scope of services provided to people, and pricing trends when comparing the metrics to revenue by segment.

The following table presents a summary of the reportable segment financial information:

(in millions, except percentages)	Three Months Ended September 30,		Increase/ (Decrease)		Nine Months Ended September 30,		Increase/ (Decrease)	
	2023	2022	2023 vs. 2022		2023	2022	2023 vs. 2022	
<b>Revenues</b>								
UnitedHealthcare .....	\$ 69,853	\$ 61,995	\$ 7,858	13%	\$ 210,552	\$ 186,695	\$ 23,857	13%
Optum Health .....	23,864	18,463	5,401	29	70,785	52,728	18,057	34
Optum Insight .....	4,977	3,693	1,284	35	14,147	10,194	3,953	39
Optum Rx .....	28,857	25,203	3,654	14	84,921	73,919	11,002	15
Optum eliminations .....	(961)	(800)	(161)	20	(2,713)	(1,941)	(772)	40
Optum .....	56,737	46,559	10,178	22	167,140	134,900	32,240	24
Eliminations .....	(34,229)	(27,660)	(6,569)	24	(100,497)	(80,220)	(20,277)	25
Consolidated revenues .....	\$ 92,361	\$ 80,894	\$ 11,467	14%	\$ 277,195	\$ 241,375	\$ 35,820	15%
<b>Earnings from operations</b>								
UnitedHealthcare .....	\$ 4,592	\$ 3,799	\$ 793	21%	\$ 13,293	\$ 11,447	\$ 1,846	16%
Optum Health .....	1,568	1,575	(7)	—	4,869	4,340	529	12
Optum Insight .....	1,109	1,007	102	10	2,984	2,693	291	11
Optum Rx .....	1,257	1,081	176	16	3,523	3,064	459	15
Optum .....	3,934	3,663	271	7	11,376	10,097	1,279	13
Consolidated earnings from operations .....	\$ 8,526	\$ 7,462	\$ 1,064	14%	\$ 24,669	\$ 21,544	\$ 3,125	15%
<b>Operating margin</b>								
UnitedHealthcare .....	6.6%	6.1%	0.5%		6.3%	6.1%	0.2%	
Optum Health .....	6.6	8.5	(1.9)		6.9	8.2	(1.3)	
Optum Insight .....	22.3	27.3	(5.0)		21.1	26.4	(5.3)	
Optum Rx .....	4.4	4.3	0.1		4.1	4.1	—	
Optum .....	6.9	7.9	(1.0)		6.8	7.5	(0.7)	
Consolidated operating margin .....	9.2%	9.2%	—%		8.9%	8.9%	—%	

## UnitedHealthcare

The following table summarizes UnitedHealthcare revenues by business:

(in millions, except percentages)	Three Months Ended September 30,		Increase/ (Decrease)		Nine Months Ended September 30,		Increase/ (Decrease)	
	2023	2022	2023 vs. 2022		2023	2022	2023 vs. 2022	
UnitedHealthcare Employer & Individual — Domestic ...	\$ 16,854	\$ 15,929	\$ 925	6%	\$ 50,157	\$ 47,318	\$ 2,839	6%
UnitedHealthcare Employer & Individual — Global .....	2,417	2,120	297	14	6,905	6,500	405	6
UnitedHealthcare Employer & Individual — Total ..	19,271	18,049	1,222	7	57,062	53,818	3,244	6
UnitedHealthcare Medicare & Retirement.....	32,022	27,895	4,127	15	97,468	85,620	11,848	14
UnitedHealthcare Community & State .....	18,560	16,051	2,509	16	56,022	47,257	8,765	19
Total UnitedHealthcare revenues.....	<u>\$ 69,853</u>	<u>\$ 61,995</u>	<u>\$ 7,858</u>	13%	<u>\$ 210,552</u>	<u>\$ 186,695</u>	<u>\$ 23,857</u>	13%

The following table summarizes the number of people served by our UnitedHealthcare businesses, by major market segment and funding arrangement:

(in thousands, except percentages)	September 30,		Increase/ (Decrease)	
	2023	2022	2023 vs. 2022	
Commercial — Domestic:				
Risk-based .....	8,120	8,055	65	1%
Fee-based.....	19,130	18,500	630	3
Total Commercial — Domestic .....	27,250	26,555	695	3
Medicare Advantage .....	7,645	7,035	610	9
Medicaid .....	8,065	8,005	60	1
Medicare Supplement (Standardized) .....	4,345	4,370	(25)	(1)
Total Community and Senior .....	20,055	19,410	645	3
Total UnitedHealthcare — Domestic Medical .....	47,305	45,965	1,340	3
Commercial — Global.....	5,475	5,360	115	2
Total UnitedHealthcare — Medical .....	<u>52,780</u>	<u>51,325</u>	<u>1,455</u>	3%
Supplemental Data:				
Medicare Part D stand-alone.....	3,335	3,310	25	1%

UnitedHealthcare's revenues increased due to growth in the number of people served through individual and group Medicare Advantage plans; growth in people served with higher acuity needs partially offset by Medicaid redeterminations; and an increase in the number of people served through commercial offerings. Earnings from operations increased due to increased investment income and the factors impacting revenue, partially offset by elevated care activity, primarily relating to outpatient care for seniors.

## Optum

Total revenues and earnings from operations increased due to growth across the Optum businesses. The results by segment were as follows:

### Optum Health

Revenues at Optum Health increased primarily due to organic growth in patients served under value-based care arrangements and business combinations. For the nine months ended September 30, 2023, earnings from operations increased, while remaining consistent for the three months ended September 30, 2023, due to cost management initiatives and increased investment income, offset by higher senior outpatient and behavioral health care activity, costs associated with serving newly

added patients under value-based care arrangements and decreased asset dispositions. Optum Health served approximately 103 million people as of September 30, 2023 compared to 101 million people as of September 30, 2022.

### ***Optum Insight***

Revenues and earnings from operations at Optum Insight increased due to growth in business services as a result of business combinations and growth in technology services.

### ***Optum Rx***

Revenues and earnings from operations at Optum Rx increased due to growth in pharmacy offerings and higher script volumes from both new clients and growth in existing clients. Earnings from operations also increased as a result of continued supply chain and operating cost management initiatives. Optum Rx fulfilled 383 million and 359 million adjusted scripts in the third quarters of 2023 and 2022, respectively.

## ***LIQUIDITY, FINANCIAL CONDITION AND CAPITAL RESOURCES***

### **Liquidity**

#### ***Summary of our Major Sources and Uses of Cash and Cash Equivalents***

<b>(in millions)</b>	<b>Nine Months Ended September 30,</b>		<b>Increase/ (Decrease)</b>
	<b>2023</b>	<b>2022</b>	<b>2023 vs. 2022</b>
<b>Sources of cash:</b>			
Cash provided by operating activities .....	\$ 34,261	\$ 30,739	\$ 3,522
Issuances of short-term borrowings and long-term debt, net of repayments .....	5,848	3,806	2,042
Proceeds from common stock issuances .....	1,039	1,084	(45)
Customer funds administered .....	2,037	7,028	(4,991)
Other .....	—	50	(50)
<b>Total sources of cash .....</b>	<b>43,185</b>	<b>42,707</b>	
<b>Uses of cash:</b>			
Common stock repurchases .....	(6,500)	(6,000)	(500)
Cash paid for acquisitions, net of cash assumed .....	(8,389)	(7,154)	(1,235)
Purchases of investments, net of sales and maturities .....	(2,850)	(4,067)	1,217
Purchases of property, equipment and capitalized software .....	(2,427)	(1,936)	(491)
Cash dividends paid .....	(5,023)	(4,450)	(573)
Other .....	(2,495)	(1,634)	(861)
<b>Total uses of cash .....</b>	<b>(27,684)</b>	<b>(25,241)</b>	
Effect of exchange rate changes on cash and cash equivalents .....	49	4	45
<b>Net increase in cash and cash equivalents .....</b>	<b>\$ 15,550</b>	<b>\$ 17,470</b>	<b>\$ (1,920)</b>

#### ***2023 Cash Flows Compared to 2022 Cash Flows***

Increased cash flows provided by operating activities were primarily driven by increased net earnings and the receipt of our October CMS premium payment of \$11.9 billion and \$9.8 billion in September 2023 and 2022, respectively. Other significant changes in sources or uses of cash year-over-year included increased net issuances of short-term borrowings and long-term debt and decreased net purchases of investments, partially offset by decreased customer funds administered, primarily driven by Medicare Part D timing, and increased cash paid for acquisitions.

## Financial Condition

As of September 30, 2023, our cash, cash equivalent, available-for-sale debt securities and equity securities balances of \$87.5 billion included approximately \$38.9 billion of cash and cash equivalents (of which \$1.5 billion was available for general corporate use), \$44.4 billion of debt securities and \$4.2 billion of investments in equity securities. Given the significant portion of our portfolio held in cash and cash equivalents, we do not anticipate fluctuations in the aggregate fair value of our financial assets to have a material impact on our liquidity or capital position. Our available-for-sale debt securities portfolio had a weighted-average duration of 3.8 years and a weighted-average credit rating of “Double A” as of September 30, 2023. When multiple credit ratings are available for an individual security, the average of the available ratings is used to determine the weighted-average credit rating.

## Capital Resources and Uses of Liquidity

In addition to cash flows from operations and cash and cash equivalent balances available for general corporate use, our capital resources and uses of liquidity are as follows:

**Cash Requirements.** A summary of our cash requirements as of December 31, 2022 was disclosed in Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our 2022 10-K. During the nine months ended September 30, 2023, there were no material changes to this previously disclosed information outside the ordinary course of business. We believe our capital resources are sufficient to meet future, short-term and long-term, liquidity needs. We continually evaluate opportunities to expand our operations, including through internal development of new products, programs and technology applications and business combinations.

**Short-Term Borrowings.** Our revolving bank credit facilities provide liquidity support for our commercial paper borrowing program, which facilitates the private placement of unsecured debt through independent broker-dealers, and are available for general corporate purposes. For more information on our commercial paper and bank credit facilities, see Note 5 of Notes to the Condensed Consolidated Financial Statements included in Part I, Item 1 of this report and Note 8 of Notes to the Consolidated Financial Statements included in Part II, Item 8, “Financial Statements and Supplementary Data” in our 2022 10-K.

Our revolving bank credit facilities contain various covenants, including covenants requiring us to maintain a defined debt to debt-plus-shareholders’ equity ratio of not more than 60%. As of September 30, 2023, our debt to debt-plus-shareholders’ equity ratio, as defined and calculated under the credit facilities, was approximately 38%.

**Long-Term Debt.** Periodically, we access capital markets and issue long-term debt for general corporate purposes, such as to meet our working capital requirements, to refinance debt, to finance acquisitions or for share repurchases. For more information on our long-term debt, see Note 5 of Notes to the Condensed Consolidated Financial Statements included in Part I, Item 1 of this report and Note 8 of Notes to the Consolidated Financial Statements included in Part II, Item 8, “Financial Statements and Supplementary Data” in our 2022 10-K.

**Credit Ratings.** Our credit ratings as of September 30, 2023 were as follows:

	Moody’s		S&P Global		Fitch		A.M. Best	
	Ratings	Outlook	Ratings	Outlook	Ratings	Outlook	Ratings	Outlook
Senior unsecured debt.....	A2	Stable	A+	Stable	A	Stable	A	Stable
Commercial paper .....	P-1	n/a	A-1	n/a	F1	n/a	AMB-1+	n/a

The availability of financing in the form of debt or equity is influenced by many factors, including our profitability, operating cash flows, debt levels, credit ratings, debt covenants and other contractual restrictions, regulatory requirements and economic and market conditions. A significant downgrade in our credit ratings or adverse conditions in the capital markets may increase the cost of borrowing for us or limit our access to capital.

**Share Repurchase Program.** During the nine months ended September 30, 2023, we repurchased approximately 13 million shares at an average price of \$485.10 per share. As of September 30, 2023, we had Board of Directors’ authorization to purchase up to 18 million shares of our common stock.



**Dividends.** In June 2023, the Company’s Board of Directors increased our quarterly cash dividend to shareholders to an annual rate of \$7.52 compared to \$6.60 per share. For more information on our dividend, see Note 6 of Notes to the Condensed Consolidated Financial Statements included in Part I, Item 1 of this report.

**Pending Acquisitions.** As of September 30, 2023, we have entered into agreements to acquire companies in the health care sector, subject to regulatory approval and other customary closing conditions. The total anticipated consideration required for these acquisitions, excluding the payoff of acquired indebtedness, is approximately \$5 billion.

For additional liquidity discussion, see Note 10 of Notes to the Consolidated Financial Statements included in Part II, Item 8, “Financial Statements and Supplementary Data” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in Part II, Item 7 in our 2022 10-K.

### **RECENTLY ISSUED ACCOUNTING STANDARDS**

There are no recently issued accounting standards that are expected to have a material impact on our Condensed Consolidated Financial Statements.

### **CRITICAL ACCOUNTING ESTIMATES**

In preparing our Condensed Consolidated Financial Statements, we are required to make judgments, assumptions and estimates, which we believe are reasonable and prudent based on the available facts and circumstances. These judgments, assumptions and estimates affect certain of our revenues and expenses and their related balance sheet accounts and disclosure of our contingent liabilities. We base our assumptions and estimates primarily on historical experience and consider known and projected trends. On an ongoing basis, we re-evaluate our selection of assumptions and the method of calculating our estimates. Actual results, however, may materially differ from our calculated estimates, and this difference would be reported in our current operations.

Our critical accounting estimates include medical costs payable and goodwill. For a detailed description of our critical accounting estimates, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in Part II, Item 7 in our 2022 10-K. For a detailed discussion of our significant accounting policies, see Note 2 of Notes to the Consolidated Financial Statements included in Part II, Item 8, “Financial Statements and Supplementary Data” in our 2022 10-K.

### **FORWARD-LOOKING STATEMENTS**

The statements, estimates, projections, guidance or outlook contained in this document include “forward-looking” statements which are intended to take advantage of the “safe harbor” provisions of the federal securities law. The words “believe,” “expect,” “intend,” “estimate,” “anticipate,” “forecast,” “outlook,” “plan,” “project,” “should” and similar expressions identify forward-looking statements. These statements may contain information about financial prospects, economic conditions and trends and involve risks and uncertainties. Actual results could differ materially from those that management expects, depending on the outcome of certain factors including: our ability to effectively estimate, price for and manage medical costs; new or changes in existing health care laws or regulations, or their enforcement or application; reductions in revenue or delays to cash flows received under government programs; changes in Medicare, the CMS star ratings program or the application of risk adjustment data validation audits; the DOJ’s legal action relating to the risk adjustment submission matter; our ability to maintain and achieve improvement in quality scores impacting revenue; failure to maintain effective and efficient information systems or if our technology products do not operate as intended; cyberattacks, other privacy/data security incidents, or our failure to comply with related regulations; risks and uncertainties associated with our businesses providing pharmacy care services; competitive pressures, including our ability to maintain or increase our market share; changes in or challenges to our public sector contract awards; failure to achieve targeted operating cost productivity improvements; failure to develop and maintain satisfactory relationships with health care payers, physicians, hospitals and other service providers; the impact of potential changes in tax laws and regulations; increases in costs and other liabilities associated with litigation, government investigations, audits or reviews; failure to complete, manage or integrate strategic transactions; risks associated with public health crises arising from large-scale medical emergencies, pandemics, natural disasters and other extreme events; failure to attract, develop, retain, and manage the succession of key employees and executives; our investment portfolio performance; impairment of our goodwill and intangible assets; failure to protect proprietary rights to our databases, software and related

products; downgrades in our credit ratings; and our ability to obtain sufficient funds from our regulated subsidiaries or from external financings to fund our obligations, maintain our debt to total capital ratio at targeted levels, maintain our quarterly dividend payment cycle, or continue repurchasing shares of our common stock.

This above list is not exhaustive. We discuss these matters, and certain risks that may affect our business operations, financial condition and results of operations, more fully in our filings with the SEC, including our reports on Forms 10-K, 10-Q and 8-K. By their nature, forward-looking statements are not guarantees of future performance or results and are subject to risks, uncertainties and assumptions that are difficult to predict or quantify. Actual results may vary materially from expectations expressed or implied in this document or any of our prior communications. You should not place undue reliance on forward-looking statements, which speak only as of the date they are made. We do not undertake to update or revise any forward-looking statements, except as required by law.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We manage exposure to market interest rates by diversifying investments across different fixed-income market sectors and debt across maturities, as well as by matching a portion of our floating-rate assets and liabilities, either directly or through the use of interest rate swap contracts. Unrealized gains and losses on investments in available-for-sale debt securities are reported in comprehensive income.

The following table summarizes the impact of hypothetical changes in market interest rates across the entire yield curve by 1% point or 2% points as of September 30, 2023 on our investment income and interest expense per annum, and the fair value of our investments and debt (in millions, except percentages):

Increase (Decrease) in Market Interest Rate	September 30, 2023			
	Investment Income Per Annum	Interest Expense Per Annum	Fair Value of Financial Assets	Fair Value of Financial Liabilities
2%.....	\$ 971	\$ 419	\$ (3,408)	\$ (7,067)
1 .....	486	209	(1,758)	(3,846)
(1) .....	(486)	(193)	1,858	4,635
(2) .....	(971)	(386)	3,800	10,274

Note: The impact of hypothetical changes in interest rates may not reflect the full 100 or 200 basis point change on interest income and interest expense or on the fair value of financial assets and liabilities as the rates are assumed to not fall below zero.

### ITEM 4. CONTROLS AND PROCEDURES

#### EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (Exchange Act) that are designed to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in SEC rules and forms; and (ii) accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

In connection with the filing of this quarterly report on Form 10-Q, management evaluated, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of the design and operation of our disclosure controls and procedures as of September 30, 2023. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of September 30, 2023.

#### CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There have been no changes in our internal control over financial reporting during the quarter ended September 30, 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II. OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

A description of our legal proceedings is included in and incorporated by reference to Note 7 of Notes to the Condensed Consolidated Financial Statements included in Part I, Item 1 of this report.

### ITEM 1A. RISK FACTORS

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A, “Risk Factors” of our 2022 10-K, which could materially affect our business, financial condition or future results. The risks described in our 2022 10-K are not the only risks facing us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or future results.

There have been no material changes to the risk factors as disclosed in our 2022 10-K.

### ITEM 2. UNREGISTERED SALE OF EQUITY SECURITIES, USE OF PROCEEDS, AND ISSUER PURCHASES OF EQUITY SECURITIES

#### Issuer Purchases of Equity Securities (a) Third Quarter 2023

<u>For the Month Ended</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid Per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</u>	<u>Maximum Number of Shares That May Yet Be Purchased Under The Plans or Programs</u>
	(in millions)		(in millions)	(in millions)
July 31, 2023 .....	1.2	\$ 481.19	1.2	19.6
August 31, 2023.....	1.0	501.09	1.0	18.6
September 30, 2023 .....	0.9	488.62	0.9	17.7
Total.....	<u>3.1</u>	\$ 489.56	<u>3.1</u>	

(a) In November 1997, our Board of Directors adopted a share repurchase program, which the Board of Directors evaluates periodically. In June 2018, the Board of Directors renewed our share repurchase program with an authorization to repurchase up to 100 million shares of our common stock in open market purchases or other types of transactions (including prepaid or structured repurchase programs). There is no established expiration date for the program.

### ITEM 5. OTHER INFORMATION

#### Trading Arrangements

During the quarter ended September 30, 2023, none of the Company’s directors or officers (as defined in Rule 16a-1(f) under the Exchange Act) adopted or terminated any contract, instruction or written plan for the purchase or sale of Company securities intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act or any non-Rule 10b5-1 trading arrangement.

## ITEM 6. EXHIBITS\*

The following exhibits are filed or incorporated by reference herein in response to Item 601 of Regulation S-K. The Company files Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K pursuant to the Securities Exchange Act of 1934 under Commission File No. 1-10864.

- 3.1 Certificate of Incorporation of UnitedHealth Group Incorporated (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form 8-A/A filed on July 1, 2015)
- 3.2 Amended and Restated Bylaws of UnitedHealth Group Incorporated, effective February 23, 2021 (incorporated by reference to Exhibit 3.2 to UnitedHealth Group Incorporated's Current Report on Form 8-K filed on February 26, 2021)
- 4.1 Amended and Restated Indenture, dated as of April 27, 2023, between UnitedHealth Group Incorporated and Wilmington Trust Company, as successor trustee (incorporated by reference to Exhibit 4.1 to UnitedHealth Group Incorporated's Current Report on Form 8-K filed on April 28, 2023)
- 4.2 Indenture, dated as of February 4, 2008, between UnitedHealth Group Incorporated and U.S. Bank National Association (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-3, SEC File Number 333-149031, filed on February 4, 2008)
- 4.3 Supplemental Indenture, dated as of April 18, 2023, between UnitedHealth Group Incorporated and U.S. Bank Trust Company, National Association, as trustee, relating to the 6.875% Senior Notes due 2038 (incorporated by reference to Exhibit 4.1 to UnitedHealth Group Incorporated's Current Report on Form 8-K filed on April 24, 2023)
- 31.1 Certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101.INS XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
- 101.SCH Inline XBRL Taxonomy Extension Schema Document.
- 101.CAL Inline XBRL Taxonomy Extension Calculation Linkbase Document.
- 101.DEF Inline XBRL Taxonomy Extension Definition Linkbase Document.
- 101.LAB Inline XBRL Taxonomy Extension Label Linkbase Document.
- 101.PRE Inline XBRL Taxonomy Extension Presentation Linkbase Document.
- 104 Cover Page Interactive Data File (formatted as Inline XBRL and embedded within Exhibit 101).

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\* Pursuant to Item 601(b)(4)(iii) of Regulation S-K, copies of instruments defining the rights of certain holders of long-term debt are not filed. The Company will furnish copies thereof to the SEC upon request.

## 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 thereunto duly authorized.

### UNITEDHEALTH GROUP INCORPORATED

/s/ ANDREW WITTY

**Andrew Witty**

Chief Executive Officer  
(principal executive officer)

Dated: November 6, 2023

/s/ JOHN REX

**John Rex**

Executive Vice President and  
Chief Financial Officer  
(principal financial officer)

Dated: November 6, 2023

/s/ THOMAS ROOS

**Thomas Roos**

Senior Vice President and  
Chief Accounting Officer  
(principal accounting officer)

Dated: November 6, 2023