

AMEDISYS INC
Form 8-K
October 10, 2018

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 9, 2018

Commission File Number: 0-24260

Amedisys, Inc.

(Exact name of registrant as specified in charter)

(State or other jurisdiction of
incorporation or organization) (IRS Employer
Identification No.)
3854 American Way, Suite A, Baton Rouge, LA 70816

(Address of principal executive offices, including zip code)

(225) 292-2031 or (800) 467-2662

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

SECTION 1 REGISTRANT'S BUSINESS AND OPERATIONS

Item 1.01. Entry into a Material Definitive Agreement.

On October 9, 2018, Amedisys, Inc. (the Company) and Amedisys Hospice, L.L.C., a wholly-owned subsidiary of the Company, entered into a Stock Purchase Agreement (the Stock Purchase Agreement) with Milton Heching and the Heching 2012 Exempt Irrevocable Trust, as Sellers, to acquire all of the issued and outstanding equity interests in Compassionate Care Hospice Group, Inc. (CCH) and its subsidiaries (collectively, the Acquired Companies), for a base purchase price of \$340 million in cash, subject to customary purchase price adjustments based on the amount of cash of the Acquired Companies as of the closing as well as certain tax payments owed by CCH.

The Stock Purchase Agreement contains customary representations, warranties and covenants as well as indemnification provisions. An indemnification escrow fund in the amount of \$28 million will be established at closing.

The transaction is subject to customary closing conditions and regulatory requirements. The parties expect to close the transaction by February 1, 2019.

SECTION 7 - REGULATION FD

Item 7.01. Regulation FD Disclosure.

On October 10, 2018, the Company issued a press release announcing that it had entered into the Stock Purchase Agreement, a copy of which is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference. In addition, a copy of the supplemental slides which the Company plans to use in discussions with analysts is furnished herewith as Exhibit 99.2 to this Current Report on Form 8-K and incorporated herein by reference.

The information included in this Current Report on Form 8-K under this Item 7.01 (including Exhibits 99.1 and 99.2 hereto) is being furnished and shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of Section 18, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing. The information included in this Current Report on Form 8-K under this Item 7.01 (including Exhibits 99.1 and 99.2 hereto) will not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|-------------------|-------------|
|-------------------|-------------|

- 99.1 Press release dated October 10, 2018 (furnished only)
- 99.2 Supplemental slides regarding the CCH transaction (furnished only)

SIGNATURE

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 hereunto duly authorized.

AMEDISYS, INC.

By: /s/ Paul B. Kusserow
Paul B. Kusserow
President and Chief Executive Officer

DATE: October 10, 2018