

CAREMARK RX INC
Form 425
January 23, 2007

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): January 23, 2007

CAREMARK RX, INC.

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

Delaware

(State or Other Jurisdiction of Incorporation)

1-14200
(Commission File Number)

63-1151076
(IRS Employer Identification No.)

211 Commerce Street, Suite 800,

Nashville, Tennessee
(Address of Principal Executive Offices)

37201
(Zip Code)

Registrant's telephone number, including area code: **(615) 743-6000**

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):

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

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- “ 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))
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Section 8 Other Events

Item 8.01 Other Events

Attached hereto as Exhibit 99.1 and incorporated herein by reference is a press release issued by Caremark Rx, Inc. (Caremark or the Registrant) on January 23, 2007.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

Exhibit No.

99.1 Press release dated January 23, 2007.

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 hereunto duly authorized.

CAREMARK RX, INC.

Date: January 23, 2007

By: /s/ Peter J. Clemens IV
Name: Peter J. Clemens IV

Title: Executive Vice President
and Chief Financial Officer