

METROPOLITAN HEALTH NETWORKS INC

Form 8-K/A

March 21, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-K/A**

**(Amendment No. 2)**

**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 4, 2011**

**Metropolitan Health Networks, Inc.**

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

**Florida**

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

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**001-32361**  
(Commission File Number)

**65-0635748**  
(IRS Employer Identification No.)

**777 Yamato Road, Suite 510**

**Boca Raton, Florida**  
(Address of Principal Executive Offices)

**(561) 805-8500**

**33431**  
(Zip Code)

(Registrant's telephone number, including Area Code)

Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. 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))

**EXPLANATORY NOTE**

On October 6, 2011, Metropolitan Health Networks, Inc. ( Metropolitan ) filed with the Securities and Exchange Commission a Current Report on Form 8-K (the Original 8-K ) disclosing, among other things, that Metropolitan had completed its acquisition of Continucare Corporation ( Continucare ) on October 4, 2011. On October 12, 2011, Metropolitan filed Amendment No. 1 to the Original 8-K to provide (1) the audited consolidated financial statements of Continucare as of June 30, 2011 and 2010 and for each of the three fiscal years in the period ended June 30, 2011, as required under Item 9.01(a) of Form 8-K, and (2) unaudited pro forma condensed combined financial statements of Metropolitan and Continucare for the year ended December 31, 2010 and as of and for the six months ended June 30, 2011, as required under Item 9.01(b) of Form 8-K. The purpose of this Amendment No. 2 to the Original 8-K is to further amend the Original 8-K to include (1) the unaudited condensed consolidated statements of income and cash flows of Continucare for the three months ended September 30, 2011 and 2010 and (2) the unaudited pro forma condensed combined statement of income of Metropolitan and Continucare for the year ended December 31, 2011. Except as set forth herein, the Original 8-K remains unchanged.

**Item 9.01. Financial Statements and Exhibits.**

(a) Financial Statements of Business Acquired.

The Unaudited Condensed Consolidated Statements of Income and Cash Flows of Continucare Corporation for the Three Months Ended September 30, 2011 and 2010 are filed as Exhibit 99.3 to this Current Report on Form 8-K/A and are incorporated herein by reference.

(b) Pro Forma Financial Information.

The Unaudited Pro Forma Condensed Combined Statement of Income of Metropolitan Health Networks, Inc. and Continucare Corporation for the Year Ended December 31, 2011 is filed as Exhibit 99.4 to this Current Report on Form 8-K/A and is incorporated herein by reference.

(d) Exhibits

|              |   |
|--------------|---|
| Exhibit 23.1 | Consent of Ernst & Young LLP*   |
| Exhibit 99.1 | Audited Consolidated Financial Statements of Continucare Corporation as of June 30, 2011 and 2010 and for Each of the Three Fiscal Years in the Period Ended June 30, 2011.**   |
| Exhibit 99.2 | Unaudited Pro Forma Condensed Combined Financial Statements of Metropolitan Health Networks, Inc. and Continucare Corporation for the Year Ended December 31, 2010 and Unaudited Pro Forma Condensed Combined Financial Statements of Metropolitan Health Networks, Inc. and Continucare Corporation as of and for the Six Months Ended June 30, 2011.*** |
| Exhibit 99.3 | Unaudited Condensed Consolidated Statements of Income and Cash Flows of Continucare Corporation for the Three Months Ended September 30, 2011 and 2010.   |
| Exhibit 99.4 | Unaudited Pro Forma Condensed Combined Statement of Income of Metropolitan Health Networks, Inc. and Continucare Corporation for the Year Ended December 31, 2011.  |

\* Previously filed as Exhibit 23.1 to our Current Report on Form 8-K/A filed on October 12, 2011.

\*\* Previously filed as Exhibit 99.1 to our Current Report on Form 8-K/A filed on October 12, 2011.

\*\*\* Previously filed as Exhibit 99.2 to our Current Report on Form 8-K/A filed on October 12, 2011.

**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.

METROPOLITAN HEALTH NETWORKS, INC.

/s/ Roberto L. Palenzuela  
Name: Roberto L. Palenzuela  
Title: General Counsel

Dated: March 21, 2012

**EXHIBIT INDEX**

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