

AMERIPATH INC
Form 8-K
December 09, 2002

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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) **December 9, 2002**

AMERIPATH, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

000-22313

(Commission
File Number)

65-0642485

(IRS Employer
Identification No.)

7829 Garden Road, Suite 200, Riviera Beach, Florida

(Address of Principal Executive Offices)

33404

(Zip Code)

Registrant's telephone number, including area code: (561) 845-1850

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Item 1(b). Changes in Control of Registrant.

On December 9, 2002, AmeriPath, Inc. and companies formed by Welsh, Carson, Anderson & Stowe (WCAS) announced that they have entered into an Agreement and Plan of Merger, dated as of December 8, 2002, pursuant to which Amy Holding Company, a Delaware corporation formed by WCAS, will acquire Ameripath. Amy Acquisition Corp., a wholly owned subsidiary of Amy Holding Company, will be merged with and into Ameripath, with Ameripath surviving the merger and continuing as a wholly owned subsidiary of Amy Holding Company.

In connection with the merger, outstanding shares of AmeriPath common stock will be converted into the right to receive \$21.25 per share in cash. The proposed merger is subject to certain conditions, including the approval of AmeriPath's shareholders, the closing of financing arrangements as set forth in the commitment letters received by WCAS or its affiliates, and the expiration of antitrust regulatory waiting periods.

The preceding is qualified in its entirety by reference to the Agreement and Plan of Merger and the First Amendment to Preferred Share Purchase Rights Plan, copies of which are attached hereto as Exhibits 2.1 and 4.1, and which are incorporated herein by reference. A copy of the press release issued by AmeriPath announcing the signing of the Agreement and Plan of Merger is attached hereto as Exhibit 99.1.

Item 7. Financial Statements, Pro Forma Information and Exhibits.

(c) Exhibits

| Exhibit Number | Description |
|-------------------|---|
| 2.1 | Agreement and Plan of Merger, dated as of December 8, 2002, by and between AmeriPath, Inc., Amy Holding Company and Amy Acquisition Corp. |
| 4.1 | First Amendment to Preferred Share Purchase Rights Plan, dated as of December 8, 2002, by and between AmeriPath, Inc. and American Stock Transfer & Trust Company, as Rights Agent. |
| 99.1 | Press Release, dated December 9, 2002. |

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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.

AMERIPATH, INC.

Date: December 9, 2002

By: /s/ Gregory A. Marsh

Name: Gregory A. Marsh
Title: Chief Financial Officer

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EXHIBIT INDEX

The following exhibits are filed as a part of this Report.

| Exhibit Number | Description |
|---------------------------|---|
| 2.1 | Agreement and Plan of Merger, dated as of December 8, 2002, by and between AmeriPath, Inc., Amy Holding Company and Amy Acquisition Corp. |
| 4.1 | First Amendment to Preferred Share Purchase Rights Plan, dated as of December 8, 2002, by and between AmeriPath, Inc. and American Stock Transfer & Trust Company, as Rights Agent. |
| 99.1 | Press Release, dated December 9, 2002. |