

OPTION CARE INC/DE
Form 8-K
November 12, 2004

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): **November 2, 2004**

OPTION CARE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-19878
(Commission
File Number)

36-3791193
(IRS Employer
Identification No.)

485 Half Day Road, Suite 300
Buffalo Grove, Illinois
(Address of principal executive offices)

60089
(Zip Code)

Registrant's telephone number, including area code: **(847) 465-2100**

N/A
(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):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

Option Care, Inc. (the Company) entered into an Indenture with LaSalle Bank National Association, as trustee, that provides for the issuance of the Company's 2.25% Convertible Senior Notes due 2024 (the Notes) on November 2, 2004. A copy of the Indenture is attached hereto as Exhibit 4.1 to this Current Report and is incorporated herein by reference.

The Company entered into a Registration Rights Agreement with UBS Securities LLC and Piper Jaffray & Co. on November 2, 2004. The Registration Rights Agreement provides the holders of the Notes and the shares of common stock issuable upon conversion of the Notes with certain registration rights. A copy of the Registration Rights Agreement is attached hereto as Exhibit 4.2 to this Current Report and is incorporated herein by reference.

Item 8.01 Other Events.

With respect to the Company's private placement of \$75.0million aggregate principal amount of the Notes, on November 10, 2004, the Company closed on the private placement of an additional \$11.25 million aggregate principal amount of its Notes issued pursuant to an over allotment option granted to the initial purchasers by the Company.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

4.1 Indenture dated as of November 2, 2004 by and among the Company and LaSalle Bank National Association (including the Form of 2.25% Convertible Senior Note due 2024).

4.2 Registration Rights Agreement dated as of November 2, 2004 by and among the Company, UBS Securities LLC and Piper Jaffray & Co.

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.

OPTION CARE, INC.

By: /s/ Paul Mastrapa

Name: Paul Mastrapa

Title: Senior Vice President and Chief Financial Officer

Date: November 12, 2004