

DAVITA INC  
Form S-8  
April 18, 2002

As filed with the Securities and Exchange Commission on April 18, 2002

Registration No. 333-

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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM S-8**  
**REGISTRATION STATEMENT**  
*Under The Securities Act of 1933*

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**DAVITA INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

51-0354549  
(I.R.S. Employer  
Identification No.)

21250 Hawthorne Boulevard, Suite 800  
Torrance, California 90503-5517  
(310) 792-2600

(Address, including zip code, and telephone number, including area code,  
of registrant's principal executive offices)

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DaVita Inc.  
1999 Non-Executive Officer and Non-Director Equity Compensation Plan  
(Full title of the plan)

Steven J. Udicious  
Vice President, General Counsel and Secretary  
DaVita Inc.

21250 Hawthorne Boulevard, Suite 800  
Torrance, California 90503-5517  
(310) 792-2600

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*  
Ronn S. Davids, Esq.  
Riordan & McKinzie  
300 S. Grand Ave., 29th Floor  
Los Angeles, California 90071-3109  
(213) 229-8562

CALCULATION OF REGISTRATION FEE

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| <b>Title of each class of securities to be registered</b> | <b>Amount to be Registered</b> | <b>Proposed Maximum Offering Price Per Share(1)</b> | <b>Proposed Maximum Aggregate Offering Price</b> | <b>Amount of Registration Fee</b> |
|---|--------------------------------|---|--|-----------------------------------|
| Common Stock  | 2,000,000                      | \$25.12   | \$50,240,000                                     | \$4,622.08                        |

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h), based on the average of the high and low sales prices of the Company's Common Stock on April 16, 2002, as reported on the New York Stock Exchange.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

On January 10, 2002, the Board of Directors of DaVita Inc. (the Company ) approved an increase in the number of shares of common stock reserved for issuance under the Company s 1999 Non-Executive Officer and Non-Director Equity Compensation Plan by two million shares. Pursuant to General Instruction E to Form S-8, regarding the registration of additional shares, the Company hereby incorporates herein by reference the contents of the Registration Statement of the Company on Form S-8 dated March 31, 1999, Registration No. 333-75361, with respect to the Company s 1999 Non-Executive Officer and Non-Director Equity Compensation Plan.

**Item 8. Exhibits.**

- 5.1 Opinion of Steven J. Udicious, General Counsel, DaVita Inc.
- 23.1 Consent of Steven J. Udicious, General Counsel, DaVita Inc. (included in Exhibit 5.1).
- 23.2 Consent of KPMG LLP.
- 23.3 Consent of PricewaterhouseCoopers LLP.
- 24.1 Powers of Attorney (included on page II-2).



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| <u>Signature</u>                        | <u>Title</u> | <u>Date</u>    |
|---|--------------|----------------|
| <hr/> <i>/s/</i> C. RAYMOND LARKIN, JR. | Director     | April 17, 2002 |
| <b>C. Raymond Larkin, Jr.</b>           |              |                |
| <hr/> <i>/s/</i> JOHN M. NEHRA          | Director     | April 17, 2002 |
| <b>John M. Nehra</b>                    |              |                |
| <hr/> <i>/s/</i> WILLIAM L. ROPER       | Director     | April 17, 2002 |
| <b>William L. Roper</b>                 |              |                |

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**Index To Exhibits**

| <b>Sequentially<br/>Numbered<br/>Exhibit</b> | <b>Description</b>   | <b>Page<br/>Number</b> |
|--|--|------------------------|
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