

DRUGMAX INC
Form SC 13G/A
November 09, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)

DrugMax, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

262240104

(CUSIP Number)

October 5, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

CUSIP NO. 262240104

1. Name of reporting persons:

I.R.S. Identification Nos. of above persons (entities only): 41-1321939

UnitedHealth Group Incorporated

2. Check the appropriate box if a member of a group

(a)

(b)

3. SEC use only

4. Citizenship or place of organization:

Minnesota

5. Sole voting power:

Number of 0

shares

6. Shared voting power:

beneficially

owned by 3,265,635⁽¹⁾

each

7. Sole dispositive power:

reporting

person 0

with

8. Shared dispositive power:

3,265,635⁽¹⁾

9. Aggregate amount beneficially owned by each reporting person:

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3,265,635 ⁽¹⁾

10. Check if the aggregate amount in Row (9) excludes certain shares

11. Percent of class represented by amount in Row 9:

5.0% ⁽²⁾

12. Type of reporting person:

CO

- (1) These Shares are held by United HealthCare Services, Inc., a wholly owned subsidiary of UnitedHealth Group Incorporated, and include 824,102 Shares subject to Warrants which are currently exercisable.
- (2) Based upon an aggregate of 64,712,532 shares outstanding as of October 3, 2005 as set forth in the Issuer's Prospectus Supplement No. 3 filed with the Securities and Exchange Commission on October 5, 2005.

CUSIP No. 262240104

1. Name of reporting persons:

I.R.S. Identification Nos. of above persons (entities only): 41-1289245

United HealthCare Services, Inc.

2. Check the appropriate box if a member of a group

(a)

(b)

3. SEC use only

4. Citizenship or place of organization:

Minnesota

5. Sole voting power:

Number of 3,265,635⁽³⁾

shares

6. Shared voting power:

beneficially

owned by 0

each

7. Sole dispositive power:

reporting

person 3,265,635⁽³⁾

with

8. Shared dispositive power:

0

9. Aggregate amount beneficially owned by each reporting person:

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3,265,635 ⁽³⁾

10. Check if the aggregate amount in Row (9) excludes certain shares

11. Percent of class represented by amount in Row 9:

5.0% ⁽⁴⁾

12. Type of reporting person:

CO

(3) Includes 824,102 Shares subject to Warrants which are currently exercisable.

(4) Based upon an aggregate of 64,712,532 shares outstanding as of October 3, 2005, as set forth in the Issuer's Prospectus Supplement No. 3 filed with the Securities and Exchange Commission on October 5, 2005.

Item 1 (a). Name of issuer:

DrugMax, Inc.

Item 1 (b). Address of issuer's principal executive offices:

312 Farmington Avenue Farmington, CT 06032

Item 2 (a). Names of person filing:

United HealthCare Services, Inc.

Item 2 (b). Address of principal business office:

9900 Bren Road East, Minnetonka, MN 55343

Item 2 (c). Citizenship:

Minnesota

Item 2 (d). Title of class of securities:

Common Stock

Item 2 (e). CUSIP No.:

262240104

Item 3. If this statement is filed pursuant to Secs. 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) .. Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) .. Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) .. Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) .. Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) .. An investment adviser in accordance with Sec. 240.13d-1(b)(1)(ii)(E);
- (f) .. An employee benefit plan or endowment fund in accordance with Sec. 240.13d-1(b)(1)(ii)(F);
- (g) .. A parent holding company or control person in accordance with Sec. 240.13d-1(b)(ii)(G);
- (h) ..

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A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

- (i) " A church plan that is excluded from the definition of an investment company under section 3(c) (14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " Group, in accordance with Sec. 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

- (a) Amount beneficially owned: 3,265,635 ⁽⁵⁾
- (b) Percent of class: 5.0%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 3,265,635 ⁽⁵⁾
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 3,265,635 ⁽⁵⁾
 - (iv) Shared power to dispose or to direct the disposition of: 0

(5) Includes 824,102 Shares subject to Warrants which are currently exercisable.

- Item 5. Ownership of 5 percent or Less of a Class: If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following
- Item 6. Ownership of More than 5 Percent on Behalf of Another Person: N/A
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person: N/A
- Item 8. Identification and Classification of Members of the Group: N/A
- Item 9. Notice of Dissolution of Group: N/A
- Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having the purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 8, 2005

UNITED HEALTHCARE SERVICES, INC.

By /s/ DAVID J. LUBBEN

David J. Lubben
Secretary and General Counsel

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Schedule 13G (including amendments thereto) with respect to the common stock of DrugMax, Inc. and further agree that this Joint Filing Agreement be included as an exhibit to such joint filing.

Dated: November 8, 2005

UNITED HEALTHCARE SERVICES, INC.

By: /s/ David J. Lubben
David J. Lubben

Secretary and General Counsel

UNITEDHEALTH GROUP INCORPORATED

By: /s/ David J. Lubben
David J. Lubben

Secretary and General Counsel

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DIONE

A

\$20,500

5.00%

Louis Dreyfus Commodities S.A., Geneva

26-Sep-10

26-Jul-12 - 26-Nov-12

2001 75,172

DANAE

A

\$12,000

5.00%

Augustea Oceanbulk Maritime Limitada, Madeira

7-Apr-09

12-Apr-11 - 12-May-11

2,3,6

2001 75,106

OCEANIS

A

\$19,750

5.00%

China National Chartering Co. Ltd. (Sinchart), Beijing

17-Sep-10

17-Aug-12 - 1-Nov-12

2001 75,211

TRITON

A

\$17,000

5.00%

Intermare Transport GmbH, Hamburg, Germany

10-Oct-09

20-Nov-10

4

2001 75,336

\$19,500

4.75%

Resource Marine Pte., Ltd, Singapore

11-Dec-10

11-Nov-13 - 11-Feb-14

5

ALCYON

A

\$34,500

4.75%

Cargill International S.A., Geneva

21-Feb-08

21-Nov-12 - 21-Feb-13

2001 75,247

NIREFS

A
\$21,000
5.00%
Louis Dreyfus Commodities Suisse S.A.
12-Feb-10
28-Dec-11 - 27-Mar-12

2001 75,311

MELITE

\$24,250
5.00%
J. Aron & Company, New York
29-Jan-10
1-Feb-11

\$16,500
5.00%
Cargill International S.A., Geneva
1-Feb-11
1-Jan-13 1-Mar-13

2004 76,436



Post-Panamax Vessels

ALCMENE		\$20,250	5.00%	Cargill International S.A., Geneva	20-Nov-10	5-Oct-12 - 4-Jan-13	
2010	93,193						

Capesize Vessels

NORFOLK		\$74,750	3.75%	Corus UK Limited	12-Feb-08	12-Jan-13 - 12-Mar-13	
2002	164,218						

ALIKI		\$45,000	4.75%	Cargill International S.A., Geneva	1-May-09	1-Mar-11	6
2005	180,235	\$26,500	5.00%	Minmetals Logistics Group Co. Ltd., Beijing	1-Mar-11	1-Feb-16 - 1-Apr-16	

SALT LAKE CITY		\$55,800	5.00%	Refined Success Limited	28-Sep-07	28-Aug-12 - 28-Oct-12	
2005	171,810						

SIDERIS GS	D	\$36,000 \$30,500	5.00%	BHP Billiton Marketing AG	30-Nov-09 16-Oct-10	16-Oct-10 16-Feb-13 - 16-Jun-13	
2006	174,186						

SEMIRIO	D	\$31,000	5.00%	BHP Billiton Marketing AG	15-Jun-09	30-Apr-11 - 30-Jul-11	
2007	174,261						

BOSTON	D	\$52,000	5.00%	BHP Billiton Marketing AG	13-Nov-07	28-Sep-11 - 28-Dec-11	7
2007	177,828						

HOUSTON	D	\$55,000	4.75%	Shagang Shipping Co.	3-Nov-09	3-Oct-14 - 3-Jan-15	8
2009	177,729						

NEW YORK	D	\$48,000	3.75%	Nippon Yusen Kaisha, Tokyo (NYK)	3-Mar-10	3-Jan-15 - 3-May-15	
2010	177,773						

Vessels Under Construction

LOS ANGELES	E	N/A	N/A	N/A	N/A	N/A	N/A	9,10
2012	206,000							
PHILADELPHIA	E	N/A	N/A	N/A	N/A	N/A	N/A	9,11
2012	206,000							

* Each dry bulk carrier is a "sister ship", or closely similar, to other dry bulk carriers that have the same letter.

** Total commission percentage paid to third parties.

*** Charterers' optional period to redeliver the vessel to owners. Charterers have the right to add the off hire days, if any, and therefore the optional period may be extended.

1 Vessel off-hire for drydocking from November 11, 2010 to November 23, 2010.

2 Augustea Oceanbulk Maritime Limitada, Madeira is a guaranteed nominee of Augustea Atlantica Srl, Naples.

3 Vessel off-hire for drydocking from November 18, 2010 to December 8, 2010.

4 Vessel off-hire for drydocking from November 20, 2010 to December 11, 2010.

5 Resource Marine Pte., Ltd, Singapore is a guaranteed nominee of Macquarie Bank Limited.

6 Based on latest information received from charterers.

7 The charterer has the option to employ the vessel for a further 11-13 month period. The optional period, if exercised, must be declared on or before the end of the 42nd month of employment and can only commence at the end of the 48th month, at the daily time charter rate of \$52,000.

8 Shagang Shipping Co. is a guaranteed nominee of the Jiangsu Shagang Shipping Group Co.

9 Year of delivery and dwt based on shipbuilding contracts.

10 Hull H1234

11 Hull H1235

‡ Fleet employment data excludes employment information with respect to vessels owned by Diana Containerships Inc., a majority-owned subsidiary as of December 31, 2010.

Summary of Selected Financial & Other Data

	Three Months Ended December 31,		Years Ended December 31,	
	2010 (unaudited)	2009 (unaudited)	2010	2009
INCOME STATEMENT DATA (in thousands of US Dollars):				
Time charter revenues	\$ 72,976	\$ 58,640	\$ 275,448	\$ 239,342
Voyage expenses	3,514	2,896	12,392	11,965
Vessel operating expenses	14,927	11,310	52,585	41,369
Net income attributed to Diana Shipping Inc.	32,321	27,589	128,779	121,498
FLEET DATA				
Average number of vessels	24.5	19.7	22.9	19.2
Number of vessels	25.0	20.0	25.0	20.0
Weighted average age of drybulk fleet (in years)	5.4	4.9	5.4	4.9
Weighted average age of containerships (in years)	0.6	-	0.6	-
Ownership days	2,251	1,813	8,348	7,000
Available days	2,198	1,798	8,208	6,930
Operating days	2,188	1,779	8,180	6,857
Fleet utilization	99.5 %	98.9 %	99.7 %	98.9 %
AVERAGE DAILY RESULTS				
Time charter equivalent (TCE) rate (1)	\$ 31,602	\$ 31,003	\$ 32,049	\$ 32,811
Daily vessel operating expenses (2)	\$ 6,631	\$ 6,238	\$ 6,299	\$ 5,910

(1) Time charter equivalent rates, or TCE rates, are defined as our time charter revenues less voyage expenses during a period divided by the number of our available days during the period, which is consistent with industry standards. Voyage expenses include port charges, bunker (fuel) expenses, canal charges and commissions. TCE is a non-GAAP measure. TCE rate is a standard shipping industry performance measure used primarily to compare daily earnings generated by vessels on time charters with daily earnings generated by vessels on voyage charters, because charter hire rates for vessels on voyage charters are generally not expressed in per day amounts while charter hire rates for vessels on time charters are generally expressed in such amounts.

(2) Daily vessel operating expenses, which include crew wages and related costs, the cost of insurance, expenses relating to repairs and maintenance, the costs of spares and consumable stores, tonnage taxes and other miscellaneous expenses, are calculated by dividing vessel operating expenses by ownership days for the relevant period.

Conference Call and Webcast Information

Diana Shipping Inc. will conduct a conference call and simultaneous Internet webcast to review these results at 9:00 A.M. (Eastern Time) on Tuesday, February 22, 2011.

Investors may access the webcast by visiting the Company's website at www.dianashippinginc.com, and clicking on the webcast link. The conference call also may be accessed by telephone by dialing 1-877-407-8291 (for U.S.-based

callers) or 1-201-689-8345 (for international callers), and asking the operator for the Diana Shipping Inc. conference call.

A replay of the webcast will be available soon after the completion of the call and will be accessible on www.dianashippinginc.com. A telephone replay will be available by dialing 1-877-660-6853 (for U.S.-based callers) or 1-201-612-7415 (for international callers), and providing the Account number 362 and Replay ID number 365940.

About the Company

Diana Shipping Inc. (NYSE: DSX) is a global provider of shipping transportation services. The Company specializes in transporting dry bulk cargoes, including such commodities as iron ore, coal, grain and other materials along worldwide shipping routes.

Cautionary Statement Regarding Forward-Looking Statements

Matters discussed in this press release may constitute forward-looking statements. The Private Securities Litigation Reform Act of 1995 provides safe harbor protections for forward-looking statements in order to encourage companies to provide prospective information about their business. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions and other statements, which are other than statements of historical facts.

The Company desires to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and is including this cautionary statement in connection with this safe harbor legislation. The words “believe,” “anticipate,” “intends,” “estimate,” “forecast,” “project,” “plan,” “potential,” “may,” “should,” “expect,” “pending” and similar words identify forward-looking statements.

The forward-looking statements in this press release are based upon various assumptions, many of which are based, in turn, upon further assumptions, including without limitation, our management's examination of historical operating trends, data contained in our records and other data available from third parties. Although we believe that these assumptions were reasonable when made, because these assumptions are inherently subject to significant uncertainties and contingencies which are difficult or impossible to predict and are beyond our control, we cannot assure you that we will achieve or accomplish these expectations, beliefs or projections.

In addition to these important factors, other important factors that, in our view, could cause actual results to differ materially from those discussed in the forward-looking statements include the strength of world economies and currencies, general market conditions, including fluctuations in charter rates and vessel values, changes in demand for dry bulk shipping capacity, changes in our operating expenses, including bunker prices, drydocking and insurance costs, the market for our vessels, availability of financing and refinancing, changes in governmental rules and regulations or actions taken by regulatory authorities, potential liability from pending or future litigation, general domestic and international political conditions, potential disruption of shipping routes due to accidents or political events, vessels breakdowns and instances of off-hires and other factors. Please see our filings with the Securities and Exchange Commission for a more complete discussion of these and other risks and uncertainties.

(See financial tables attached)

DIANA SHIPPING INC.
FINANCIAL TABLES

Expressed in thousands of U.S. Dollars, except share and per share data

CONSOLIDATED STATEMENTS OF INCOME

	For the three months ended December 31,		For the years ended December 31,	
	2010 (unaudited)	2009 (unaudited)	2010	2009
REVENUES:				
Time charter revenues	\$72,976	\$58,640	\$275,448	\$239,342
EXPENSES:				
Voyage expenses	3,514	2,896	12,392	11,965
Vessel operating expenses	14,927	11,310	52,585	41,369
Depreciation and amortization of deferred charges	14,254	11,655	53,083	44,686
General and administrative expenses	7,136	4,781	25,347	17,464
Foreign currency gains	(94)	(92)	(1,598)	(478)
Operating income	33,239	28,090	133,639	124,336
OTHER INCOME / (EXPENSES):				
Interest and finance costs	(1,452)	(856)	(5,213)	(3,284)
Interest Income	218	240	920	951
Gain / (loss) from derivative instruments	308	115	(1,477)	(505)
Total other expenses, net	(926)	(501)	(5,770)	(2,838)
Net Income	\$32,313	\$27,589	\$127,869	\$121,498
Loss assumed by non-controlling interests	8	-	910	-
Net income attributed to Diana Shipping Inc.	32,321	27,589	128,779	121,498
Earnings per common share, basic	\$0.40	\$0.34	\$1.60	\$1.55
Earnings per common share, diluted	\$0.40	\$0.34	\$1.59	\$1.55
Weighted average number of common shares, basic	80,767,241	80,516,863	80,682,770	78,282,775
Weighted average number of common shares, diluted	80,984,846	80,695,378	80,808,232	78,385,464

CONDENSED CONSOLIDATED BALANCE SHEET DATA
(in thousands of US Dollars)

	December 31,	
	2010	2009
ASSETS		
Cash and cash equivalents	\$345,414	\$282,438
Other current assets	9,235	14,718
Advances for vessels under construction and acquisitions and other vessel costs	35,280	29,630
Vessels' net book value	1,160,850	979,343
Other fixed assets, net	21,842	200
Other non-current assets	12,768	14,096
Total assets	\$1,585,389	\$1,320,425

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities, including current portion of long-term debt	\$32,510	\$32,386
Long-term debt, net of current portion	376,303	276,081
Other non-current liabilities	6,646	12,633
Total stockholders' equity	1,169,930	999,325
Total liabilities and stockholders' equity	\$1,585,389	\$1,320,425

OTHER FINANCIAL DATA

	Three Months Ended		Years Ended	
	December 31,		December 31	
	2010	2009	2010	2009
	(unaudited)	(unaudited)		
Net Cash provided by Operating Activities	\$50,351	\$40,473	\$178,292	\$151,903
Net Cash used in Investing Activities	(54,595)	(22,645)	(252,313)	(73,081)
Net Cash provided by Financing Activities	38,463	12,972	136,997	141,583