

DAVITA INC
Form 11-K
June 11, 2010
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

x **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2009

OR

.. **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commissions file number 1-14106

A. **Full title of the plan and the address of the plan, if different from that of the issuer named below:**
DaVita Inc. Retirement Savings Plan

B. Name of issuer of the securities held pursuant to the Plan and the address of its principal executive office:

DaVita Inc.

1551 Wewatta Street

Denver, Colorado 80202

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DAVITA INC. RETIREMENT SAVINGS PLAN

Financial Statements and Supplemental Schedules

December 31, 2009 and 2008

(With Report of Independent Registered Public Accounting Firm Thereon)

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DAVITA INC. RETIREMENT SAVINGS PLAN

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Report of Independent Registered Public Accounting Firm

The Plan Administrator

DaVita Inc. Retirement Savings Plan:

We have audited the accompanying statements of net assets available for benefits of DaVita Inc. Retirement Savings Plan (the Plan) as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2009 and 2008, and the changes in net assets available for benefits for the years then ended in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The Supplemental Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ KPMG LLP

Seattle, Washington

June 11, 2010

Table of Contents**DAVITA INC. RETIREMENT SAVINGS PLAN****Statements of Net Assets Available for Benefits****December 31, 2009 and 2008****(dollars in thousands)**

| | 2009 | 2008 |
|---|-------------------|-------------------|
| Assets: | | |
| Participant directed investments at fair value | \$ 502,437 | \$ 396,481 |
| Participant loans | 26,111 | 24,493 |
| Receivables: | | |
| Employee contributions | 2 | 1,948 |
| Total assets | 528,550 | 422,922 |
| Liabilities: | | |
| Excess contributions payable to participants | 978 | 861 |
| Net assets available for benefits, at fair value | 527,572 | 422,061 |
| Adjustments from fair value to contract value for fully benefit-responsive investment contracts | 1,097 | 3,319 |
| Net assets available for benefits | \$ 528,669 | \$ 425,380 |

See accompanying notes to financial statements.

Table of Contents**DAVITA INC. RETIREMENT SAVINGS PLAN****Statements of Changes in Net Assets Available for Benefits****Years Ended December 31, 2009 and 2008****(dollars in thousands)**

| | 2009 | 2008 |
|--|-------------------|-------------------|
| Investment income (loss): | | |
| Interest on investments | \$ 1,646 | \$ 2,923 |
| Participant loan interest | 1,675 | 1,921 |
| Dividends | 9,013 | 15,221 |
| Net appreciation (depreciation) in fair value of investments | 75,550 | (156,300) |
| Contributions: | | |
| Employee | 50,940 | 53,963 |
| Rollovers | 4,058 | 4,350 |
| Total income (loss) | 142,882 | (77,922) |
| Benefit payments | (39,247) | (45,507) |
| Administration expenses | (346) | (309) |
| Net increase (decrease) | 103,289 | (123,738) |
| Net assets available for benefits at beginning of year | 425,380 | 549,118 |
| Net assets available for benefits at end of year | \$ 528,669 | \$ 425,380 |

See accompanying notes to financial statements.

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DAVITA INC. RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2009 and 2008

(1) Description of Plan

The following description of the DaVita Inc. Retirement Savings Plan (the Plan) provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

(a) General

The Plan was established as a defined contribution plan for the benefit of employees of DaVita Inc. (the Company). Employees become eligible to participate immediately following the date of hire and attaining the age of 18. The Plan does not cover certain classes of individuals such as leased employees, independent contractors, nonresident aliens, and employees covered under a collective bargaining agreement. The Plan is intended to qualify under Section 401(a) of the Internal Revenue Code of 1986 (the Code), as amended, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

(b) Contributions

Participants may elect to contribute either a fixed dollar amount or a maximum percentage of 50% of their eligible compensation (20% for highly compensated participants) into any one of the investment options offered by the Plan, subject to the legal limit allowed by the Internal Revenue Service (IRS) regulations.

Participants may direct their investments into the Company Common Stock Fund, certain registered investment company funds and common commingled trust funds as allowed under the Plan. The contributions of participants who do not make elected investment options are invested into various Fidelity Freedom Funds, depending upon the age of the participants. Participants cannot invest more than 25% of their total account balance into the Company Common Stock Fund.

Participants may elect to change their contribution percentage at any time and may change their investment selection or transfer amounts between funds daily. Participants who have attained the age of fifty before the close of the plan year are also eligible to make catch up contributions in accordance with, and subject to, the legal limitations of the Code.

The Company may elect to make discretionary contributions to the Plan as long as the total contributions (including participants' 401(k) contributions) do not exceed the maximum allowable deduction to the Company under the Code. There were no Company discretionary contributions made to the Plan in 2009 and 2008.

Participants may transfer rollover contributions from other qualified plans into their Plan account subject to provision under the Plan. Rollovers must be made in cash within the time limit specified by the IRS.

(c) Participant Accounts

The Plan recordkeeper maintains an account for each participant's contributions, allocations of Company contributions if any, rollover contributions, investment earnings and losses and Plan expenses. Company discretionary contributions, if any, are allocated to each participant's account in the proportion that the participant's compensation bears to the total compensation for all eligible participants. Investment earnings and losses and Plan expenses are allocated to each account in the proportion that the account bears to the total of all participants' accounts. Participants' accounts are valued on a daily basis based on the quoted market prices as reported by the investment funds, or the quoted market prices of the underlying securities.

(d) Vesting

Participants in the Plan will always be 100% vested in their section 401(k) contributions, and their rollover contributions and earnings thereon. Certain employer contributions from merged plans and Company discretionary contributions, if any, vest over a five year period. Employees become fully vested upon death or disability.

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DAVITA INC. RETIREMENT SAVINGS PLAN

Notes to Financial Statements (Continued)

December 31, 2009 and 2008

(e) Benefit Payments

Distributions from the Plan will be paid in the form of cash or if a participant's vested balance includes Company Common Stock fund, they may elect to receive a distribution of those shares. Participants may receive distributions either upon termination of service, by obtaining age 59 1/2, incurring a financial hardship, or withdrawing their rollover and after-tax contributions. Rollover and after-tax contributions may be withdrawn at any time. Employee deferral contributions may not be distributed unless the participant has attained age 59 1/2, terminates service or upon termination of the Plan. However, distributions in cash will begin no later than sixty days after the close of the Plan year end in which the latest following event occurs: a participant reaches normal retirement age and obtains ten years of participation in the Plan or terminates employment. Distributions are also required to begin by April of the calendar year following the calendar year in which the participant attains age 70 1/2. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Terminated participants with vested balances greater than \$1,000 and less than \$5,000 will have their account transferred to another qualified account. For termination of service with vested benefits of \$1,000 or less, a participant may automatically receive the vested interest in his or her account in a lump sum distribution.

Distributions for financial hardship must be made both on account of an immediate and heavy financial need, and be necessary to satisfy that need. Participants are required to obtain Plan loans described below, before requesting a hardship distribution except if the funds are to be used as a down payment on a principal residence. Only the participant's tax deferred contributions, matching contributions and rollover contributions may be distributed. Earnings and Company discretionary contributions are not eligible for distribution. Participant's contributions will be suspended for at least six months after the receipt of the hardship distribution.

In the event of death of a participant, the participant's vested account balance will be distributed to the participant's beneficiary as soon as reasonably practicable.

(f) Excess Contributions

Excess contributions payable to participants represent amounts due to participants for excess contributions as a result of Code limitations that will be refunded to participants subsequent to year end. These excess contributions become taxable to the participant in the year in which the participant receives the refund of these contributions.

(g) Participant Loans

The Plan permits participants to borrow a minimum of \$1,000 from their participant accounts. Subject to certain IRS regulations and Plan limits, such loans cannot exceed the lesser of 50% of the value of the participant's vested account, or \$50,000 reduced for any prior loan outstanding.

The loan must be repaid generally within 5 years or within a reasonable period of time depending upon its purpose and bears interest at prime as stated in the Wall Street Journal on the date the loan is made plus 1%. The interest rates on outstanding loans ranged from 4.25% to 10.50% at December 31, 2009, with maturities through December 2019. Loans are secured by the vested portion of a participant's account balance.

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DAVITA INC. RETIREMENT SAVINGS PLAN

Notes to Financial Statements (Continued)

December 31, 2009 and 2008

(h) Plan Termination

Although it has not expressed the intent to do so, DaVita Inc. has the right to terminate the Plan at any time subject to the provisions under ERISA. If the Plan is terminated, each participant's account balance will be fully vested and distributed in a timely manner.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting, in accordance with accounting principles generally accepted in the United States of America.

(b) Unit Accounting

The Plan used unit accounting for recordkeeping purposes. Each unit represents a portion of ownership in a fund.

(c) Investment Valuation and Interest at Fair Value

The Plan's investments at December 31, 2009 and December 31, 2008 at fair value include the value of assets plus any accrued income. Investments in shares of registered investment company funds are reported at fair value based on quoted market prices (the net asset values) as reported by each investment fund. The fair value of the common and commingled trust fund is calculated as discussed below. The Company Stock Fund is valued at fair value based on its year-end unit closing price from the New York Stock Exchange (comprised of year-end market price plus uninvested cash position).

(d) Income Recognition and Net Investment Income

Purchases and sales of securities are recorded on a trade-date basis. Interest income is accrued when earned. Dividends are recorded on the ex-dividend date. The change in fair value of assets from one period to the next and realized gains and losses are recorded as net appreciation (depreciation) in fair value of investments.

(e) Investments

The Plan's investments as of December 31, 2009, and December 31, 2008 in registered investment company funds and Company Common Stock Fund are stated at fair value based on quoted market prices plus uninvested cash positions, if any.

The Fidelity Managed Income Portfolio II Fund or the MIP Fund is a common commingled trust fund investing primarily in guaranteed investment contracts (GICs), synthetic GICs and US government securities. The GICs are fully benefit-responsive. As such, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan.

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The statements of net assets available for benefits present the fair value of the investments in the common commingled trust fund relating to fully benefit-responsive investment contracts as well as the adjustment of the investments in common commingled trust fund relating to fully benefit-responsive investment contracts from fair value to contract value. As of December 31, 2009 and 2008, the adjustment from fair value to contract value totaled approximately \$1,097,000 and \$3,319,000, respectively. The statements of net assets available for benefits are prepared on a contract value basis. The fair value of the MIP Fund was calculated by discounting the related cash flows and the fair values of the underlying investments and the wrapper contracts using a discounted cash flow model that considers recent fee bids as determined by recognized dealers, discount rate, and the duration of the underlying portfolio securities. The overall effective yield and crediting rate for the MIP Fund was 2.74% and 1.53% respectively, for the year ended December 31, 2009 and 3.40% and 3.48%, respectively, for the year ended December 31, 2008.

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DAVITA INC. RETIREMENT SAVINGS PLAN

Notes to Financial Statements (Continued)

December 31, 2009 and 2008

Certain events limit the ability of the Plan to transact contract value with Fidelity. Such events include: the Plan's failure to qualify under section 401(a) of the IRC; the establishment of a Plan or similar fund that competes for employee contributions; changes in laws or regulations that could have a material adverse effect on the MIP fund's cash flow; communication to participants influencing them to not invest in the MIP fund. The plan administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring. There are no reserves against contract value for credit risk of the issuer or otherwise.

The Plan provided for various investment fund options, which in turn invest in a combination of stocks, bonds and other investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility risks. Due to the high level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the statements of net assets available for benefits.

(f) Receivables - Employee Contributions

Receivables from employee contributions are stated at net realizable value, and represent deferrals of employees' compensation that have not yet been contributed to the Plan.

(g) Participant Loans

Participant loans are stated at fair value based on discounted cash flows.

(h) Benefits

Benefits are recorded when paid.

(i) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

(j) Administrative Expenses and Investment Management Fees

All operational administrative costs of the Plan are deducted from participants' account balances except certain transaction costs associated with the recordkeeping of the Company Common Stock Fund which are borne by the Company. Administrative costs include trustee fees, recordkeeping, participant reporting costs, brokerage fees, participant loan costs, accounting and legal fees, commissions and transactions charges. Investment management fees are paid by the respective investment funds and are deducted in arriving at each fund's overall net asset value. For the years ended December 31, 2009 and 2008, administration fees paid by the Plan were approximately \$346,000 and \$309,000, respectively.

Table of Contents**DAVITA INC. RETIREMENT SAVINGS PLAN****Notes to Financial Statements (Continued)****December 31, 2009 and 2008****(3) Investments**

The following summarizes the investments in the Plan at fair value as of December 31, 2009 and 2008, and the related net appreciation (depreciation) in the investments for the year ended December 31, 2009 and 2008 (dollars in thousands):

| | 2009 | |
|--|------------------------------|------------------|
| | Investments at Fair Value | Net Appreciation |
| Investments in Registered Investment Company Funds | \$ 383,848 | \$ 70,538 |
| Investments in Common Commingled Trust Fund | 87,309 | |
| DaVita Inc. Common Stock Fund | 31,280 | 5,012 |
| Participant Loans | 26,111 | |
| Total | \$ 528,548 | \$ 75,550 |

| | 2008 | |
|--|------------------------------|---------------------|
| | Investments at Fair Value | Net Depreciation |
| Investments in Registered Investment Company Funds | \$ 287,600 | \$ (152,435) |
| Investments in Common Commingled Trust Fund | 81,790 | |
| DaVita Inc. Common Stock Fund | 27,091 | (3,865) |
| Participant Loans | 24,493 | |
| Total | \$ 420,974 | \$ (156,300) |

Investments that represent five percent or more of the Plan's investments at December 31, 2009 and December 31, 2008, respectively, are as follows (dollars in thousands):

| | 2009 |
|---|-------------|
| Fidelity Managed Income Portfolio II Fund (at contract value) | \$ 88,406 |
| Fidelity Contrafund | 64,608 |
| Pimco Total Return Fund | 55,710 |
| Fidelity Freedom 2030 Fund | 51,219 |
| Fidelity Diversified International Fund | 28,015 |
| Spartan 500 Index Fund | 27,387 |
| Davita Inc. Common Stock Fund | 31,280 |
| | 2008 |
| Fidelity Managed Income Portfolio II Fund (at contract value) | \$ 85,109 |
| Fidelity Contrafund | 50,174 |
| Pimco Total Return Fund | 49,249 |

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| | |
|---------------------------------|--------|
| Fidelity Freedom 2030 Fund | 36,346 |
| DaVita Inc. Common Stock Fund | 27,091 |
| Fidelity Spartan 500 Index Fund | 21,800 |

Table of Contents**DAVITA INC. RETIREMENT SAVINGS PLAN****Notes to Financial Statements (Continued)****December 31, 2009 and 2008****(4) Related Party and Party-in-Interest Transactions**

Fidelity Management Trust Company and related Fidelity Companies are the Trustee, Investment Manager and Recordkeeper. Transactions with the Trustee qualify as party-in-interest transactions. The Company also provided personnel and administrative functions for the Plan at no charge to the Plan. In addition, the Plan holds shares of the Company's Common Stock, which also qualifies as a party-in-interest transaction.

(5) Tax Status

The IRS has determined and informed the Company through a letter dated August 18, 2003 that the Plan and related trust as amended through February 26, 2002, are designed in accordance with applicable sections of the Code. Subsequently, the Plan was amended for recent tax law changes and other statutory changes. The Plan is in the process of obtaining a determination letter from the IRS regarding these changes, and management believes that the Plan as amended is designed in accordance with the applicable sections of the Code.

The Company has identified certain errors and operational issues with respect to the Plan and filed an application under the Voluntary Compliance Program (VCP). The Plan's administrator expects that the final outcome of the VCP process will not have any material effect on the Plan's financial statements or any impact to the Plan's qualified tax status. Therefore, no provision for income taxes has been included in the Plan's financial statements.

(6) Forfeitures

At December 31, 2009 and 2008, forfeited nonvested accounts totaled approximately \$948,000 and \$683,000, respectively. These accounts may be used to reduce future employer contributions or pay Plan expenses. Forfeitures of approximately \$121,000 and \$91,000 were used to pay administrative expenses in 2009 and 2008, respectively.

(7) Fair Value Measurements

The Plan measures the fair value of its assets based upon certain valuation techniques that include observable or unobservable inputs and assumptions that market participants would use in pricing these assets under a fair value hierarchy. The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to quoted prices in active markets (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The following table summarizes the Plan's assets measured at fair value on a recurring basis as of December 31, 2009:

| | Total | Quoted prices in active markets for identical assets (Level 1) | Significant other observable inputs (Level 2) | Significant unobservable inputs (Level 3) |
|---|------------|--|--|---|
| Investments in Registered Investment Company Funds: | | | | |
| Equity Funds | \$ 155,684 | \$ 155,684 | \$ | \$ |
| Balanced Funds | 137,940 | 137,940 | | |
| Fixed Income Funds | 59,725 | 59,725 | | |
| Equity International Funds | 30,499 | 30,499 | | |

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| | | | | |
|--|------------|------------|------------|----|
| Total Investments in Registered Investment Company | | | | |
| Funds | \$ 383,848 | \$ 383,848 | \$ | \$ |
| Investments in Common Commingled Trust Fund | 87,309 | | 87,309 | |
| Participant Loans | 26,111 | | 26,111 | |
| DaVita Inc. Common Stock Fund | 31,280 | 31,280 | | |
| Total investments | \$ 528,548 | \$ 415,128 | \$ 113,420 | \$ |

Table of Contents**DAVITA INC. RETIREMENT SAVINGS PLAN****Notes to Financial Statements (Continued)****December 31, 2009 and 2008**

The following table summarizes the Plan's assets measured at fair value on a recurring basis as of December 31, 2008:

| | Total | Quoted prices in active markets for identical assets (Level 1) | Significant other observable inputs (Level 2) | Significant unobservable inputs (Level 3) |
|--|-------------------|--|--|---|
| Investments in Registered Investment Company Funds: | | | | |
| Equity Funds | \$ 119,050 | \$ 119,050 | \$ | \$ |
| Balanced Funds | 95,706 | 95,706 | | |
| Fixed Income Funds | 50,924 | 50,924 | | |
| Equity International Funds | 21,920 | 21,920 | | |
| Investments in Registered Investment Company Funds | \$ 287,600 | \$ 287,600 | \$ | \$ |
| Investments in Common Commingled Trust Fund | 81,790 | | 81,790 | |
| Participant Loans | 24,493 | | 24,493 | |
| DaVita Inc. Common Stock Fund | 27,091 | 27,091 | | |
| Total investments | \$ 420,974 | \$ 314,691 | \$ 106,283 | \$ |

The investments in registered investment company funds are recorded at fair value based upon quoted market prices as reported by each investment fund.

Investments in the common commingled trust fund are recorded at fair value and adjusted to contract value. See (2)(e) under Summary of Significant Accounting Policies for further discussions.

Participants' loans are stated at fair value. The participant loans' fair value is determined based upon observable market inputs such as current interest rates and other relevant factors.

DaVita Inc. Common Stock Fund is recorded at fair value based upon quoted market prices as reported by the New York Stock Exchange. See (2)(c) under Summary of Significant Accounting Policies for further discussion.

The methods used for determining fair value may not be reflective of the actual values that will be received upon settlement of the securities due to fluctuations in the market. However, the Plan believes the methods used to measure the fair value of its assets are appropriate and are based upon relevant market factors such as quoted prices or observable market inputs. The use of different methods or assumptions could result in a different fair value measurement at the reporting date.

(8) Subsequent events

On May 28, 2009, the Financial Accounting Standards Board (FASB) issued requirements relating to the accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued effective for interim and annual periods ending after June 15, 2009. These requirements set

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DAVITA INC. RETIREMENT SAVINGS PLAN

Notes to Financial Statements (Continued)

December 31, 2009 and 2008

forth the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements, and the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. The Plan sponsor has evaluated subsequent events through the date these financial statements were issued.

In May 2010, the administrative committee of the Plan approved a new Trustee, Investment Manager and Recordkeeper for the Plan. The transfer of assets, as well as the recordkeeping functions of the Plan is expected to occur sometime in the late third quarter of 2010. In addition, the Plan will also be implementing auto enrollment for all new employees as well as for eligible employees that are currently not participating in the plan.

Table of Contents**DAVITA INC. RETIREMENT SAVINGS PLAN****Schedule H, Line 4i Schedule of Assets (Held at End of Year)****December 31, 2009**

| Identity of issuer, borrower, lessor, or similar party | Description of investment including maturity date, rate of interest, collateral, par or maturity value | Current value |
|--|---|-------------------|
| Common Fidelity Commingled Trust Fund: | | |
| *Fidelity | Fidelity Managed Income Portfolio II Fund | \$ 88,406 |
| Registered Investment Company Funds: | | |
| *Fidelity | Fidelity Contrafund | 64,608 |
| Pimco | Pimco Total Return Fund | 55,710 |
| *Fidelity | Fidelity Freedom 2030 Fund | 51,219 |
| *Fidelity | Fidelity Diversified International Fund | 28,015 |
| *Fidelity | Spartan 500 Index Fund | 27,387 |
| ABF | ABF Large Cap Value Fund | 23,089 |
| *Fidelity | Fidelity Balanced Fund | 22,020 |
| *Fidelity | Fidelity Freedom 2020 Fund | 18,939 |
| Baron | Baron Small Cap Fund | 11,495 |
| *Fidelity | Fidelity Freedom 2040 Fund | 11,253 |
| *Fidelity | Fidelity Low-Priced Stock Fund | 10,997 |
| Franklin | Franklin Balance Sheet Fund Class A Shares | 9,516 |
| *Fidelity | Fidelity Freedom 2010 Fund | 9,075 |
| *Fidelity | Fidelity Freedom 2015 Fund | 6,914 |
| *Fidelity | Fidelity Freedom 2025 Fund | 5,453 |
| *Fidelity | Fidelity Freedom 2035 Fund | 5,433 |
| Allianz | Allianz CCM Mid Cap Fund | 4,387 |
| RS | RS Partners Fund | 4,205 |
| *Fidelity | Fidelity Capital & Income Fund | 2,502 |
| Putnam | Putnam International Capital Opportunities Fund | 2,484 |
| *Fidelity | Fidelity Freedom Income Fund | 2,447 |
| *Fidelity | Fidelity Freedom 2045 Fund | 2,096 |
| *Fidelity | Fidelity Freedom 2000 Fund | 1,668 |
| Pimco | Pimco Mortgage Backed Securities Fund | 1,513 |
| *Fidelity | Fidelity Freedom 2050 Fund | 1,171 |
| *Fidelity | Fidelity Freedom 2005 Fund | 252 |
| Common Stock: | | |
| *DaVita Inc. | DaVita Inc. Common Stock Fund | 31,280 |
| *Participant Loans | 4.25% to 10.50% maturing though December 2019 | 26,111 |
| | Total investments | \$ 529,645 |

* Represents a party-in-interest

See accompanying report of independent registered public

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

DAVITA INC.
RETIREMENT SAVINGS PLAN

By: */s/* STEVEN COOPER
Steven Cooper
Designated Representative of the Plan Administrator

Date: June 11, 2010