

DAVITA INC  
Form FWP  
October 06, 2010

Filed pursuant to Rule 433  
Registration Statement 333-169690  
Final Term Sheet  
October 5, 2010

**\$1,550,000,000**

**DaVita Inc.**

**6 <sup>3</sup>/<sub>8</sub>% Senior Notes due 2018**

**6 <sup>5</sup>/<sub>8</sub>% Senior Notes due 2020**

October 5, 2010

<b>Issuer:</b>	DaVita Inc.
<b>Title of Securities:</b>	6 <sup>3</sup> / <sub>8</sub> % Senior Notes due 2018 ( Notes due 2018 ) 6 <sup>5</sup> / <sub>8</sub> % Senior Notes due 2020 ( Notes due 2020 )
<b>Aggregate Offering Size:</b>	\$1,550,000,000, which represents an increase of \$100,000,000 from the amount offered under the Preliminary Prospectus Supplement dated October 1, 2010
<b>Aggregate Principal Amount Notes due 2018:</b>	\$775,000,000
<b>Aggregate Principal Amount Notes due 2020:</b>	\$775,000,000
<b>Trade Date:</b>	October 5, 2010
<b>Settlement Date:</b>	October 20, 2010 (T+10)
<b>Maturity Date:</b>	Notes due 2018: November 1, 2018 Notes due 2020: November 1, 2020

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**Coupon:**

Notes due 2020: 6.625%

Notes due 2018: 6.375%

**Price to Public:**

Notes due 2020: 100.000%

Notes due 2018: 100.000%

**Yield Per Annum:**

Notes due 2020: 6.625%

Notes due 2018: 6.375%

**Spread to Treasury:**

Notes due 2020: + 416 basis points

Notes due 2018: + 436 basis points

**Benchmark:**

Notes due 2020: 2.625% due August 15, 2020

Notes due 2018: 4.000% due August 15, 2018

**Interest Payment Dates:** May 1 and November 1

**First Interest Payment Date:** May 1, 2011

**Optional Redemption:** Notes due 2018:

Make-whole at T+50 until November 1, 2013.

At any time on or after November 1, 2013, the Issuer may redeem the Notes due 2018 at its option, in whole or from time to time in part, upon not less than 30 nor more than 60 days notice, at the following redemption prices (expressed as a percentage of principal amount), plus accrued and unpaid interest, if any, to the redemption date, if redeemed during the 12-month period commencing on November 1 of the years set forth below:

<b>Date</b>	<b>Price</b>
2013	104.781%
2014	103.188%
2015	101.594%
2016 and thereafter	100.000%

Notes due 2020:

Make-whole at T+50 until November 1, 2014.

At any time on or after November 1, 2014, the Issuer may redeem the Notes due 2020 at its option, in whole or from time to time in part, upon not less than 30 nor more than 60 days notice, at the following redemption prices (expressed as a percentage of principal amount), plus accrued and unpaid interest, if any, to the redemption date, if redeemed during the 12-month period commencing on November 1 of the years set forth below:

2014	104.969%
2015	103.313%
2016	101.656%
2017 and thereafter	100.000%

**Optional Redemption with Net Cash Proceeds of Equity Offerings:**

At any time prior to November 1, 2013, the Issuer may redeem at its option, on one or more occasions, in the aggregate up to 35% of the original aggregate principal amount of the Notes due 2018 and up to 35% of the original aggregate principal amount of the Notes due 2020 at the redemption prices below, plus accrued and unpaid interest to the redemption date; *provided* that at least 65% of the original aggregate principal amount of the Notes due 2018 and of the Notes due 2020 remain outstanding after each such redemption.

Notes due 2018: 106.375%

Notes due 2020: 106.625%

**Change of Control:**

101%

**Joint Book-Running Managers:**

Banc of America Securities LLC  
J.P. Morgan Securities LLC  
Credit Suisse Securities (USA) LLC  
Barclays Capital Inc.  
Goldman, Sachs & Co.  
Wells Fargo Securities, LLC

**Co-managers:**

Credit Agricole Securities (USA) Inc.  
Mitsubishi UFJ Securities (USA), Inc.  
RBC Capital Markets Corporation  
Scotia Capital (USA) Inc.  
SunTrust Robinson Humphrey, Inc.

**CUSIP/ISIN Numbers:**

ISIN: US23918KAL26

Notes due 2018: CUSIP: 23918K AL2

Notes due 2020: CUSIP: 23918K AM0

ISIN: US23918KAM09

**Use of Proceeds:**

We intend to use the net proceeds from this offering together with a portion of the proceeds from the initial borrowings under our new senior secured credit facilities, to purchase or redeem the Existing Notes and to pay related transaction fees and expenses.

**Additional Changes to the Preliminary Prospectus Supplement:**

**Capitalization:**

As Adjusted information set forth on page S-37 of the Preliminary Prospectus Supplement dated October 1, 2010 is revised as follows: (amounts in millions)

The Notes offered hereby shall be increased from \$1,450 to \$1,550.

Total debt shall be increased from \$4,217 to \$4,317.

Total capitalization shall be increased from \$6,518 to \$6,618.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus, when available, if you request it by contacting (i) Banc of America Securities LLC by emailing [dg.Prospectus\\_Requests@baml.com](mailto:dg.Prospectus_Requests@baml.com) or by calling toll-free 1-800-294-1322, (ii) J.P. Morgan Securities LLC, by calling toll-free 1-866-803-9204, (iii) Credit Suisse Securities (USA) LLC by calling toll-free 1-800-221-1037, (iv) Barclays Capital Inc. by emailing [barclaysprospectus@broadridge.com](mailto:barclaysprospectus@broadridge.com) or by calling toll-free 1-888-603-5847, (v) Goldman, Sachs & Co. by emailing [prospectus-ny@ny.email.gs.com](mailto:prospectus-ny@ny.email.gs.com) or by calling toll-free 1-866-471-2526, and (vi) Wells Fargo Securities, LLC by emailing [cmclientsupport@wellsfargo.com](mailto:cmclientsupport@wellsfargo.com).**