

DAVITA INC
Form 8-K
August 16, 2012

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): August 14, 2012

DAVITA INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-14106
(Commission File Number)

1551 Wewatta Street

Denver, CO 80202

No. 51-0354549
(IRS Employer

Identification No.)

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(Address of principal executive offices including Zip Code)

(303) 405-2100

(Registrant's telephone number, including area code)

Not applicable

(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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 240.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events

On August 14, 2012, DaVita Inc. (DaVita or the Company) entered into an Underwriting Agreement (the Underwriting Agreement) with J.P. Morgan Securities LLC, as representative of the several underwriters named therein (the Underwriters), relating to the sale of \$1,250,000,000 aggregate principal amount of its 5.750% Senior Notes due 2022 (the Notes). The Underwriting Agreement contains customary representations, warranties and agreements by the Company, and customary closing conditions, indemnification rights and termination provisions. The offering is expected to close on August 28, 2012, subject to satisfaction of customary market and other closing conditions.

The Notes are being offered to finance a portion of the cash consideration for DaVita s merger with HealthCare Partners Holdings, LLC, or HCP. Upon closing of the offering, DaVita will deposit the net proceeds from the offering, together with additional amounts needed to redeem the Notes at the special mandatory redemption price, into escrow. If the conditions to DaVita s merger with HCP and certain other conditions are not satisfied on or prior to November 30, 2012, subject to up to three one-month extensions (the Escrow End Date), or if DaVita notifies the escrow agent that it will not pursue consummation of the merger, the amount deposited in escrow will be applied to redeem all the Notes at a special mandatory redemption price. If the conditions to DaVita s merger with HCP and certain other conditions are satisfied on or before the Escrow End Date, the amounts deposited in escrow will be released to DaVita and applied to finance a portion of the cash consideration for the merger.

The offering is being conducted as a public offering pursuant to the Company s effective shelf registration statement on Form S-3 (File No. 333-183285) under the Securities Act of 1933, as amended, and a related prospectus supplement filed with the Securities and Exchange Commission.

The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the complete terms and conditions of the Underwriting Agreement, a copy of which is filed herewith as Exhibit 1.1 and is incorporated herein by reference.

The press release announcing the pricing of the offering is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

Exhibits.

Exhibit

| Number | Description |
|---------------|--|
| 1.1 | Underwriting Agreement, dated August 14, 2012, between the Company and J.P. Morgan Securities LLC, as representative of the several underwriters named therein |
| 99.1 | Press Release dated August 14, 2012 |

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.

DAVITA INC.

Date: August 16, 2012

By:

/s/ Kim M. Rivera
Kim M. Rivera
Chief Legal Officer and Corporate Secretary

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--|
| 1.1 | Underwriting Agreement, dated August 14, 2012, between the Company and J.P. Morgan Securities LLC, as representative of the several underwriters named therein |
| 99.1 | Press Release dated August 13, 2012. |