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MATRIA HEALTHCARE INC  
Form 8-K  
July 19, 2001

1

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

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JULY 19, 2001  
DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED)

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MATRIA HEALTHCARE, INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE  
(STATE OF INCORPORATION)

0-20619  
(COMMISSION FILE NUMBER)

58-  
(I.R.S. EMPLOYER)

1850 PARKWAY PLACE  
MARIETTA, GEORGIA 30067  
(ADDRESS OF PRINCIPAL EXECUTIVE  
OFFICES INCLUDING ZIP CODE)

(770) 767-4500

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

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2

ITEM 5. OTHER EVENTS

On July 9, 2001, the Registrant entered into an amended and restated revolving credit facility for \$30,000,000 and completed the private placement of \$125,000,000 aggregate principal amount of its 11% Senior Notes due 2008 in a private offering. The Senior Notes are guaranteed by certain of the Registrant's domestic subsidiaries.

The Senior Notes have not been registered under the Securities Act of 1933, as amended (the "Securities Act") or any state securities laws and may not be reoffered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws. This Current Report on Form 8-K does not constitute an offer to sell or the solicitation of an offer to buy the Senior Notes.

1

3

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits

Exhibit No.	Exhibit Description
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99.1	First Amended and Restated Credit Agreement dated as of July 19, 1999 and Amended and Restated as of July 9, 2001 among the Registrant and certain subsidiaries, as Borrowers and the lenders named therein as the Lenders, First Union National Bank as the Administrative Agent and UBS Warburg LLC, as the Syndication Agent, and arranged by First Union Securities, Inc.
99.2	Indenture dated as of July 9, 2001 by and among the Registrant, the Guarantors named therein and Wells Fargo Minnesota, National Association as Trustee, relating to the Registrant's 11% Senior Notes due 2008.
99.3	Registration Rights Agreement dated as of July 9, 2001 by and among the Registrant, the Guarantors named therein and the Initial Purchasers named therein, relating to the Registrant's 11% Senior Notes due 2008.

2

4

SIGNATURES

Pursuant to the requirements Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf

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by the undersigned hereunto duly authorized.

Matria Healthcare, Inc.

By: /s/ George W. Dunaway

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George W. Dunaway  
Vice President -- Finance and  
Chief Financial Officer

Dated: July 19, 2001