

RENAL CARE GROUP INC

Form 8-K/A

May 07, 2004

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**Amendment Number 2**

**FORM 8-K/A**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **April 2, 2004**

**RENAL CARE GROUP, INC.**

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(Exact Name of Registrant as Specified in Charter)

**Delaware**

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(State or Other Jurisdiction  
of Incorporation)

**0-27640**

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(Commission File Number)

**62-1622383**

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(I.R.S. Employer  
Identification No.)

**2525 West End Avenue  
Suite 600**

**Nashville, TN 37203**

(Address of Principal Executive Offices, including Zip Code)

**(615) 345-5500**

(Registrant's telephone number, including area code)

**N/A**

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(Former Name or Former Address, if Changed Since Last Report)

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EX-99.3 UNAUDITED PRO FORMA FINANCIAL INFORMATION

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Item 7. Financial Statements and Exhibits

On April 2, 2004, Renal Care Group, Inc. ( "Renal Care Group" ) completed its acquisition of National Nephrology Associates, Inc. ( "NNA" ) in accordance with the terms and conditions of the Agreement and Plan of Merger dated February 2, 2004, by and among Renal Care Group, Titan Merger Subsidiary, Inc., a wholly-owned subsidiary of Renal Care Group ( "Merger Sub" ), NNA and certain of the equity holders of NNA.

The acquisition of NNA was reported in Renal Care Group's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 16, 2004 (the "Initial Report" ). The historical audited financial statements of NNA were not available at the time of the Initial Report and were provided in an amendment to the Initial Report filed on April 19, 2004 ( "Amendment Number 1" ). The unaudited pro forma financial information related to the acquisition of NNA was not included in the Initial Report or in Amendment Number 1. The unaudited *pro forma* financial information is included in this amendment.

(a) Financial Statements of Business Acquired.

The financial statements for NNA required by this Item were filed in Amendment Number 1.

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(b) Pro Forma Financial Information.

The unaudited *pro forma* financial information required by this Item is filed with this amendment as Exhibit 99.3

(c) Exhibits.

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 2.1                   | Agreement and Plan of Merger dated February 2, 2004 by and among Renal Care Group, Inc., Titan Merger Subsidiary, Inc., National Nephrology Associates, Inc., and certain equity holders of National Nephrology Associates, Inc.*                 |
| 4.1                   | Indenture, dated as of October 22, 2003, by and among National Nephrology Associates, Inc., the Guarantors named therein and Wells Fargo Bank Minnesota, N.A.*  |
| 4.2                   | First Supplemental Indenture, dated as of April 2, 2004, by and among Renal Care Group, Inc., the Guarantors named therein and Wells Fargo Bank, N.A.*  |
| 4.3                   | Registration Rights Agreement, dated October 22, 2003, by and among National Nephrology Associates, Inc., the Guarantors named therein and the Initial Purchasers named therein*  |
| 4.4                   | Purchase Agreement, dated October 16, 2003, by and among National Nephrology Associates, Inc., the Guarantors named therein and the Initial Purchasers named therein*   |
| 10.1                  | Credit Agreement, dated February 10, 2004, by and among Renal Care Group, Inc., the Guarantors (as defined therein), the Lenders (as defined therein) and Bank of America, N.A. as Administrative Agent and the other lenders identified therein* |
| 23.1                  | Consent of KPMG, LLP*   |
| 99.1                  | Press Release, dated April 2, 2004*   |
| 99.2                  | Audited Financial Statements of National Nephrology Associates, Inc. for the years ended December 31, 2003 and 2002*  |
| 99.3                  | Unaudited <i>pro forma</i> financial information of Renal Care Group, Inc. as of and for the year ended December 31, 2003   |

\* Previously filed.

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**SIGNATURE**

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.

RENAL CARE GROUP, INC.

By: /s/ David M. Dill  
David M. Dill  
Chief Financial Officer

Dated: May 7, 2004

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