

OPTION CARE INC/DE  
Form 8-K  
November 12, 2004

**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): **November 2, 2004**

**OPTION CARE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-19878**  
(Commission  
File Number)

**36-3791193**  
(IRS Employer  
Identification No.)

**485 Half Day Road, Suite 300**  
**Buffalo Grove, Illinois**  
(Address of principal executive offices)

**60089**  
(Zip Code)

Registrant's telephone number, including area code: **(847) 465-2100**

**N/A**  
(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 (see General Instruction A.2. below):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

Option Care, Inc. (the Company) entered into an Indenture with LaSalle Bank National Association, as trustee, that provides for the issuance of the Company's 2.25% Convertible Senior Notes due 2024 (the Notes) on November 2, 2004. A copy of the Indenture is attached hereto as Exhibit 4.1 to this Current Report and is incorporated herein by reference.

The Company entered into a Registration Rights Agreement with UBS Securities LLC and Piper Jaffray & Co. on November 2, 2004. The Registration Rights Agreement provides the holders of the Notes and the shares of common stock issuable upon conversion of the Notes with certain registration rights. A copy of the Registration Rights Agreement is attached hereto as Exhibit 4.2 to this Current Report and is incorporated herein by reference.

**Item 8.01 Other Events.**

With respect to the Company's private placement of \$75.0million aggregate principal amount of the Notes, on November 10, 2004, the Company closed on the private placement of an additional \$11.25 million aggregate principal amount of its Notes issued pursuant to an over allotment option granted to the initial purchasers by the Company.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

4.1 Indenture dated as of November 2, 2004 by and among the Company and LaSalle Bank National Association (including the Form of 2.25% Convertible Senior Note due 2024).

4.2 Registration Rights Agreement dated as of November 2, 2004 by and among the Company, UBS Securities LLC and Piper Jaffray & Co.

**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.

**OPTION CARE, INC.**

By: /s/ Paul Mastrapa  
Name: Paul Mastrapa  
Title: Senior Vice President and Chief Financial Officer

Date: November 12, 2004