

VISTACARE, INC.
Form SC 14D9/A
February 08, 2008

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14D-9

(RULE 14D-101)

**Solicitation/ Recommendation Statement under
Section 14(d)(4) of the Securities Exchange Act of 1934
(Amendment No. 2)**

VISTACARE, INC.

(Name of Subject Company)

VISTACARE, INC.

(Name of Persons Filing Statement)

CLASS A COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

92839Y109

(CUSIP Number of Common Stock)

Stephen Lewis

Vice President, Secretary, and General Counsel

VistaCare, Inc.

4800 North Scottsdale Road, Suite 5000

Scottsdale, Arizona 85251

(480) 648-4545

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications on Behalf of the Persons Filing Statement)**

With a copy to:

Frank Placenti, Esq.

Squire, Sanders & Dempsey, L.L.P.

40 North Central Avenue, Suite 2700

Phoenix, Arizona 85004

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.
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ITEM 4. SOLICITATION/RECOMMENDATION.

ITEM 9. EXHIBITS

EXHIBITS

SIGNATURE

EX-99.(A)(7)

EX-99.(A)(8)

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The purpose of this Amendment No. 2 is to amend and supplement the Tender Offer Solicitation/Recommendation Statement on Schedule 14D-9 (Schedule 14D-9) initially filed by VistaCare, Inc., a Delaware corporation (the Company) on January 30, 2008, as amended by Amendment No. 1 filed on February 5, 2008, relating to the tender offer commenced by Odyssey HealthCare, Inc., a Delaware corporation (Odyssey) through its wholly-owned subsidiary, Odyssey HealthCare Holding Company, a Delaware corporation (Parent) and OHC Investment, Inc., a Delaware corporation (Purchaser), a wholly-owned subsidiary of Parent, to purchase all of the Company s outstanding shares of class A common stock, par value \$0.01 per share (the Shares) at a price of \$8.60 per Share, net to the seller thereof in cash, without interest thereon, less any applicable withholding tax, upon the terms and subject to the conditions of the Merger Agreement as described in the Offer to Purchase and in the related Letter of Transmittal, which were filed as Exhibits in the Schedule TO filed by Odyssey with the SEC on January 30, 2008. Capitalized terms used but not otherwise defined shall have the meaning ascribed to them in the Schedule 14D-9.

Except as otherwise indicated herein, the information set forth in the Schedule 14D-9 remains unchanged.

ITEM 4. SOLICITATION/RECOMMENDATION.

Item 4 is hereby amended and supplemented by adding the following sentence at the end of the subsection entitled Background :

In response to a letter from one of its shareholders, Accipiter Capital Management, regarding the pending Offer, the Company, on February 7, 2008, issued a press release urging its shareholders to review the upcoming quarterly earnings release for the Company s first fiscal quarter ended December 31, 2007, which is expected to be issued by February 11, 2008, and also this Statement. The Company believes that such release and this Statement will allow investors to better evaluate the validity of certain assumptions inherent in Accipiter s analysis of the pending acquisition in its letter.

ITEM 9. EXHIBITS

Item 9 is hereby amended and supplemented by adding the following exhibits thereto:

EXHIBITS

- (a)(7) Press Release of VistaCare, Inc. dated February 7, 2008, in response to shareholder letter
 - (a)(8) Press Release of Odyssey HealthCare, Inc. dated February 7, 2008, in response to VistaCare, Inc. shareholder letter
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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

VISTACARE, INC.

By: /s/ Richard R. Slager

Name: Richard R. Slager

Title: Chief Executive Officer