

AMERIPATH INC  
Form 8-K  
February 15, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

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**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): **February 12, 2007**

**AMERIPATH, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-22313**  
(Commission  
File Number)

**65-0642485**  
(IRS Employer  
Identification No.)

**7111 Fairway Drive**

**Suite 400**

**Palm Beach Gardens, FL 33418**

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(561) 712-6200**

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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):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- 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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TABLE OF CONTENTS

**Item 1.01.**            **Entry into a Material Definitive Agreement**

**Item 8.01.**            **Other Events**

**Item 9.01.**            **Financial Statements and Exhibits**

**SIGNATURE**

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**ITEM 1.01. Entry into a Material Definitive Agreement**

On February 12, 2007, the credit agreement among, AmeriPath, Inc., AmeriPath Holdings, Inc., the lenders party thereto and Wachovia Bank, National Association, as Administrative Agent, governing AmeriPath, Inc.'s senior secured credit facility was amended to, among other things, permit AmeriPath Intermediate Holdings, Inc. to issue its senior unsecured floating rate PIK toggle notes in an initial principal amount of \$125.0 million, and to use the net proceeds from such issuance to repay outstanding loans under AmeriPath's revolving loan facility, for general corporate purposes, including consummating various contemplated acquisitions, and to pay related fees and expenses. A copy of the amendment is attached hereto as Exhibit 10.1. The forgoing description of the amendment does not purport to be complete and is qualified in its entirety by the provisions of such document attached hereto.

**Item 8.01. Other Events**

On February 14, 2007, AmeriPath, Inc. issued a press release announcing that its direct parent company, AmeriPath Intermediate Holdings, Inc., consummated an offering under Rule 144A and Regulation S of \$125.0 million in senior unsecured floating rate PIK toggle notes due 2014. A copy of the press release is furnished as Exhibit 99.1 to this Current Report.

**Item 9.01. Financial Statements and Exhibits**

(d) *Exhibits.*

10.1 Amendment #2 to Credit Agreement dated as of February 12, 2007 among AmeriPath, Inc., AmeriPath Holdings, Inc. the Lenders party thereto, and Wachovia Bank, National Association, as Administrative Agent.

99.1 Press Release, dated February 14, 2007

**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.

**AMERIPATH, INC.**

Dated: February 14, 2007

By:

/s/ DONALD E. STEEN  
Donald E Steen  
Chairman and Chief Executive Officer

**INDEX TO EXHIBITS**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
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5

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