

Omicare Distribution Center, LLC
Form POSASR
August 25, 2015

As filed with the Securities and Exchange Commission on August 25, 2015

Registration No. 333-199863

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-3

REGISTRATION STATEMENT NO. 333-199863

UNDER THE SECURITIES ACT OF 1933

OMNICARE, INC.

SEE TABLE OF SUBSIDIARY GUARANTOR REGISTRANTS IDENTIFIED BELOW

(Exact name of registrant as specified in its charter)

Delaware

31-1001351
(I.R.S. Employer Identification No.)

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(State or other jurisdiction of incorporation or organization)

900 Omnicare Center

201 E. Fourth Street

**Cincinnati, Ohio 45202
(513) 719-2600**

(Address, including zip code, and telephone number, including area code, of each registrant's principal executive offices)

**Thomas S. Moffatt
Vice President and Secretary
Omnicare, Inc.
900 Omnicare Center**

201 E. Fourth Street

Cincinnati, Ohio 45202

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Approximate date of commencement of proposed sale to the public: Not Applicable

This post-effective amendment deregisters those securities that remain unsold and not subject to outstanding convertible securities hereunder as of the date hereof.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

ADDITIONAL SUBSIDIARY GUARANTOR REGISTRANTS

| Exact Name of Registrant as Specified in its Charter* | State or Other Jurisdiction of Incorporation or Organization | I.R.S Employer Identification Number |
|---|--|--------------------------------------|
| Advanced Care Scripts, Inc. | FL | 43-2080503 |
| AMC-New York, Inc. | DE | 36-4091917 |
| AMC-Tennessee, Inc. | DE | 62-1696813 |
| APS Acquisition LLC | DE | 61-1401116 |
| ASCO Healthcare of New England, Limited Partnership | MD | 23-2763886 |
| ASCO Healthcare of New England, LLC | MD | 23-2762311 |
| ASCO Healthcare, LLC | MD | 52-0816305 |
| Badger Acquisition LLC | DE | 52-2119866 |
| Badger Acquisition of Kentucky LLC | DE | 52-2119911 |
| Badger Acquisition of Minnesota LLC | DE | 52-2119871 |
| Badger Acquisition of Ohio LLC | DE | 52-2119875 |
| Best Care LTC Acquisition Company LLC | DE | 20-8401946 |
| BPNY Acquisition Corp. | DE | 31-1563804 |
| Campo's Medical Pharmacy, Inc. | LA | 72-1039948 |
| Capitol Home Infusion, Inc. | VA | 54-1744833 |
| Care Pharmaceutical Services, LP | DE | 31-1399042 |
| Care4 LP | DE | 22-3245022 |
| CCRx Holdings, LLC | DE | 20-2032406 |
| CCRx of North Carolina Holdings, LLC | DE | 20-5864517 |
| CCRx of North Carolina, LLC | DE | 20-5964894 |
| CHP Acquisition Corp. | DE | 31-1483612 |
| CIP Acquisition Corp. | DE | 31-1486402 |
| Compass Health Services, LLC | WV | 55-0730048 |
| CompScript, LLC | FL | 65-0506539 |
| Continuing Care Rx, LLC | PA | 23-2952534 |
| CP Acquisition Corp. | OK | 61-1317566 |
| CP Services LLC | DE | 20-5858893 |
| D&R Pharmaceutical Services, LLC | KY | 61-0955886 |
| Delco Apothecary, Inc. | PA | 23-2350209 |
| Enloe Drugs LLC | DE | 31-1362346 |
| Evergreen Pharmaceutical of California, Inc. | CA | 61-1321151 |
| Evergreen Pharmaceutical, LLC | WA | 91-0883397 |
| HMIS, Inc. | DE | 36-4124072 |
| Home Care Pharmacy, LLC | DE | 31-1255845 |
| Home Pharmacy Services, LLC | MO | 37-0978331 |
| Hytree Pharmacy, Inc. | OH | 34-1090853 |
| Institutional Health Care Services, LLC | NJ | 22-2750964 |
| Interlock Pharmacy Systems, LLC | MO | 43-0951332 |
| JHC Acquisition LLC | DE | 31-1494762 |
| Langsam Health Services, LLC | DE | 73-1391198 |

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| LCPS Acquisition LLC | DE | 61-1347084 |
| Lobos Acquisition, LLC | DE | 86-1068024 |
| Lo-Med Prescription Services, LLC | OH | 34-1396063 |
| Main Street Pharmacy L.L.C. | MD | 52-1925761 |
| Managed Healthcare, Inc. | DE | 31-1450845 |
| Management & Network Services, Inc. | OH | 34-1819691 |
| Med World Acquisition Corp. | DE | 61-1322120 |
| Medical Arts Health Care, Inc. | GA | 58-1640672 |
| MHHP Acquisition Company LLC | DE | 20-0619598 |
| NCS Healthcare of Illinois, LLC | IL | 37-1354510 |
| NCS Healthcare of Indiana LLC | DE | 34-1958652 |
| NCS Healthcare of Indiana, Inc. | IN | 35-1954599 |
| NCS Healthcare of Iowa, LLC | OH | 31-1509013 |
| NCS Healthcare of Kansas, LLC | OH | 34-1839712 |
| NCS Healthcare of Kentucky, Inc. | OH | 31-1521217 |
| NCS Healthcare of Montana, Inc. | OH | 34-1851710 |
| NCS Healthcare of New Hampshire, Inc. | NH | 02-0468190 |
| NCS Healthcare of New Mexico, Inc. | OH | 34-1866493 |
| NCS Healthcare of Ohio, LLC | OH | 31-1257307 |
| NCS Healthcare of South Carolina, Inc. | OH | 31-1508225 |
| NCS Healthcare of Tennessee, Inc. | OH | 34-1866494 |
| NCS Healthcare of Washington, Inc. | OH | 34-1844193 |
| NCS Healthcare of Wisconsin, LLC | OH | 34-1866497 |
| NCS Healthcare, LLC | DE | 34-1816187 |
| NCS Services, Inc. | OH | 34-1837567 |
| NeighborCare Holdings, Inc. | DE | 23-2555703 |
| NeighborCare of Indiana, LLC | IN | 95-4482026 |
| NeighborCare of Virginia, LLC | VA | 95-4480544 |
| NeighborCare Pharmacies, LLC | MD | 52-1465507 |
| NeighborCare Pharmacy Services, Inc. | DE | 23-2963282 |
| NeighborCare Repackaging, Inc. | MD | 20-1128397 |
| NeighborCare Services Corporation | DE | 23-2585556 |
| NeighborCare, Inc. | PA | 06-1132947 |
| NIV Acquisition LLC | DE | 31-1501415 |
| North Shore Pharmacy Services, LLC | DE | 31-1428484 |
| OCR-RA Acquisition, LLC | DE | 31-1442830 |
| Omnicare Distribution Center LLC | DE | 61-1389057 |
| Omnicare ESC LLC | DE | 20-5859052 |
| Omnicare Headquarters LLC | DE | 76-0720510 |
| Omnicare Holding Company | DE | 31-1262386 |
| Omnicare Indiana Partnership Holding Company, LLC | DE | 16-1653107 |

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|--|---|---|
| Omnicare Management Company | DE | 31-1256520 |
| Omnicare of Nevada LLC | DE | 20-0888517 |
| Omnicare of New York, LLC | DE | 95-4450977 |
| Omnicare Pharmacies of Pennsylvania East, LLC | DE | 61-1347894 |
| Omnicare Pharmacies of Pennsylvania West, LLC | PA | 25-1213193 |
| Omnicare Pharmacies of the Great Plains Holding Company | DE | 61-1386242 |
| Omnicare Pharmacy and Supply Services, LLC | SD | 41-1730324 |
| Omnicare Pharmacy of Florida, LP | DE | 76-0716528 |
| Omnicare Pharmacy of Maine LLC | DE | 61-1339662 |
| Omnicare Pharmacy of Nebraska LLC | DE | 61-1386244 |
| Omnicare Pharmacy of North Carolina, LLC | DE | 76-0716543 |
| Omnicare Pharmacy of Pueblo, LLC | DE | 76-0716546 |
| Omnicare Pharmacy of Tennessee LLC | DE | 61-1347088 |
| Omnicare Pharmacy of Texas 1, LP | DE | 76-0716554 |
| Omnicare Pharmacy of Texas 2, LP | DE | 11-3657397 |
| Omnicare Pharmacy of the Midwest, LLC | DE | 31-1374275 |
| Omnicare Property Management, LLC | DE | 27-1403681 |
| Omnicare Purchasing Company General Partner, Inc. | DE | 61-1401040 |
| Omnicare Purchasing Company Limited Partner, Inc. | DE | 61-1401038 |
| Omnicare Purchasing Company LP | DE | 61-1401039 |
| Pharmacy Associates of Glens Falls, Inc. | NY | 14-1554120 |
| Pharmacy Consultants, LLC | SC | 57-0640737 |
| Pharmacy Holding #1, LLC | DE | 76-0716538 |
| Pharmacy Holding #2, LLC | DE | 76-0716536 |
| Pharmasource Healthcare, Inc. | GA | 58-2066823 |
| Pharmed Holdings, Inc. | DE | 36-4060882 |
| PMRP Acquisition Company, LLC | DE | 26-3418908 |
| PP Acquisition Company, LLC | DE | 20-2394950 |
| PRN Pharmaceutical Services, LP | DE | 35-1855784 |
| Professional Pharmacy Services, Inc. | MD | 23-2847488 |
| PSI Arkansas Acquisition, LLC | DE | 20-5810731 |
| Roeschen s Healthcare, LLC | WI | 39-1084787 |
| RXC Acquisition Company | DE | 20-3113620 |
| Shore Pharmaceutical Providers, Inc. | DE | 31-1425144 |
| Specialized Pharmacy Services, LLC | MI | 38-2143132 |
| Sterling Healthcare Services, Inc. | DE | 36-4031863 |
| Suburban Medical Services, LLC | PA | 23-2014806 |
| Superior Care Pharmacy, Inc. | DE | 31-1543728 |
| TCPI Acquisition Corp. | DE | 31-1508476 |
| Three Forks Apothecary LLC | KY | 61-0995656 |
| UC Acquisition Corp. | DE | 31-1414594 |

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| Uni-Care Health Services of Maine, Inc. | NH | 02-0468192 |
| Value Health Care Services, LLC | DE | 31-1485530 |
| VAPS Acquisition Company, LLC | DE | 20-4849023 |
| Vital Care Infusions, Inc. | NY | 61-1336267 |
| Weber Medical Systems LLC | DE | 31-1409572 |
| Westhaven Services Co., LLC | OH | 34-1151322 |
| Williamson Drug Company, Incorporated | VA | 54-0590067 |
| ZS Acquisition Company, LLC | DE | 20-4763592 |

* The address for each of the additional registrants is c/o Omnicare, Inc., 900 Omnicare Center, 201 E. Fourth Street, Cincinnati, Ohio 45202, telephone: (513) 719-2600. The name, address, including zip code, of the agent for service for each of the additional registrants is Thomas S. Moffatt, Vice President and Secretary of Omnicare, Inc., 900 Omnicare Center, 201 E. Fourth Street, Cincinnati, Ohio 45202, telephone: (513) 719-2600.

DEREGISTRATION OF UNSOLD SECURITIES

This post-effective amendment to the Registration Statement on Form S-3 (Registration No. 333-199863) (the Registration Statement) of Omnicare, Inc., a Delaware corporation (the Registrant), filed with the Securities and Exchange Commission on November 5, 2014, hereby amends the Registration Statement to deregister any securities registered pursuant to the Registration Statement and remaining unsold.

Pursuant to the Agreement and Plan of Merger, dated as of May 20, 2015, by and among the Registrant, CVS Pharmacy, Inc., a Rhode Island corporation (Parent), and Tree Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent (Merger Sub), Merger Sub was merged with and into the Registrant (the Merger), with the Registrant continuing as the surviving corporation. The Merger became effective on August 18, 2015.

In connection with the closing of the Merger, the offering pursuant to the Registration Statement has been terminated. The Registrant hereby terminates the effectiveness of the Registration Statement and, in accordance with undertakings made by the Registrant in the Registration Statement to remove from registration by means of a post-effective amendment any of the securities that had been registered but which remain unsold at the termination of the offering, hereby removes from registration any and all securities registered but not sold under the Registration Statement as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this post-effective amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Woonsocket, State of Rhode Island, on August 25, 2015.

OMNICARE, INC.

By: /s/ Thomas S. Moffatt
Thomas S. Moffatt
Vice President and Secretary

No other person is required to sign this Post-Effective Amendment to the Registration Statement in reliance on Rule 478 of the Securities Act of 1933, as amended.