

ACCUMED INC
Form 424B5
December 01, 2010
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Registration No. 333-166710

The information in this prospectus supplement is not complete and may be changed. This prospectus is part of an effective registration statement filed with the Securities and Exchange Commission. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to Completion, dated November 30, 2010

PROSPECTUS SUPPLEMENT

(To Prospectus dated May 10, 2010)

\$500,000,000

Omnicare, Inc.

% Convertible Senior Subordinated Notes due 2025

We are offering \$500,000,000 of our % Convertible Senior Subordinated Notes due 2025, which we refer to as the convertible notes. The convertible notes will be guaranteed on an unsecured senior subordinated basis by substantially all of our existing and future direct and indirect domestic subsidiaries (subject to certain exceptions). The convertible notes and guarantees will be our general senior subordinated obligations ranking equally with our other senior subordinated debt and will be subordinated to all of our and the guarantors' senior debt, including our senior credit facility. The convertible notes will be structurally subordinated to all indebtedness and obligations of our subsidiaries that do not guarantee the convertible notes and effectively subordinated to our and the guarantors' secured debt.

The convertible notes will be convertible into cash and shares of our common stock, if applicable, initially based on a conversion rate of shares per \$1,000 principal amount of convertible notes (equivalent to an initial conversion price of approximately \$ per share), subject to adjustment as described in this prospectus supplement at any time on or prior to the close of business on the business day immediately preceding the maturity date, only under the circumstances described in this prospectus supplement.

Upon conversion, we will pay cash and shares of our common stock, if any, based on a daily conversion value (as described herein) calculated on a proportionate basis for each day of the 25 trading-day cash settlement average period. See Description of Convertible Notes Conversion Rights Settlement Upon Conversion. In the event certain types of fundamental changes occur, we will increase the conversion rate as described herein.

The convertible notes will bear interest at a rate of % per year. Beginning with the six-month period commencing December 15, 2018, we will also pay contingent interest during any six-month period in which the trading price of the convertible notes, measured over a specified number of trading days, is 120% or more of the principal amount of the convertible notes. Interest on the convertible notes is payable on June 15 and December 15 of each year, beginning on June 15, 2011. The convertible notes will mature on December 15, 2025.

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We and each holder of convertible notes will agree in the indenture relating to the convertible notes to treat the convertible notes as contingent payment debt instruments for U.S. federal income tax purposes. For a discussion of the special tax regulations governing contingent payment debt instruments, see "Certain United States Federal Income Tax Consequences."

After December 15, 2018, we may redeem some or all of the convertible notes at a redemption price of 100% of the principal amount of the convertible notes being redeemed plus accrued and unpaid interest to, but excluding, the applicable redemption date, if the closing sale price of our common stock has exceeded 120% of the then current conversion price for at least 20 trading days in any consecutive 30-day trading period ending on the trading day prior to the mailing of the notice of redemption.

You may require us to repurchase all or a portion of your convertible notes upon a fundamental change at a cash repurchase price equal to 100% of the principal amount plus accrued and unpaid interest (including contingent interest, if any).

Our common stock is listed on the New York Stock Exchange under the symbol "OCR." The last reported sale price of our common stock on November 29, 2010 was \$23.45 per share.

We do not intend to apply for listing of the convertible notes on any securities exchange or for inclusion of the convertible notes in any automated quotation system.

Investing in the convertible notes involves risks. See "Risk factors" beginning on page S-12 of this prospectus supplement and page 2 of the accompanying prospectus.

	Per Note	Total
Price to the public	%	\$
Underwriting discount	%	\$
Proceeds to Omnicare (before expenses) ¹	%	\$

(1) Plus accrued interest, if any, from December 1, 2010.

We have granted the underwriters an option to purchase, for a 13-day period beginning with the original date of issuance of the convertible notes, up to an additional \$75 million aggregate principal amount of convertible notes at the public offering price less underwriting discounts and commissions. This option may be exercised only if the underwriters sell more than \$500 million principal amount of convertible notes in connection with this offering. The offering of the convertible notes by the underwriters is subject to receipt and acceptance and subject to the underwriters' right to reject any order in whole or in part.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these convertible notes or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

We expect that delivery of the convertible notes to purchasers will be made on or about December 1, 2010.

Joint Book-Running Managers

Barclays Capital

Goldman, Sachs & Co.
Prospectus Supplement dated December 1, 2010

J.P. Morgan

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the terms of the offering of our convertible notes and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into the prospectus. The second part is the accompanying prospectus, which gives more general information, some of which may not apply to our convertible notes. To the extent there is a conflict between the information contained in this prospectus supplement, on the one hand, and the information contained in the accompanying prospectus or any document incorporated by reference, on the other hand, the information in this prospectus supplement shall control.

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. Neither we nor any underwriter or agent has authorized any other person to provide you with different or additional information. If anyone provides you with different or additional information, you should not rely on it. Neither we nor any underwriter or agent is making an offer to sell our convertible notes in any jurisdiction where the offer or sale is not permitted. You should assume that the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus is accurate only as of the date of the applicable document. Our business, financial condition, results of operations and prospects may have changed since that date.

References in this prospectus supplement and the accompanying prospectus to Omnicare, the Company, we, us or our are to Omnicare, Inc. unless otherwise indicated or the context otherwise requires. This section contains basic information about us and this offering. Because it is a summary, it does not contain all of the information that you should consider before investing. You should carefully read this entire prospectus supplement, the accompanying prospectus and the other documents we refer to or incorporate by reference, including the Risk factors in this prospectus supplement and the accompanying prospectus, before making an investment decision.

We own the service marks and trademarks for Omnicare Geriatric Pharmaceutical Care Guidelines®, Omnicare Guidelines®, OSC2OR® and Omnicare Senior Health Outcomes .

FORWARD-LOOKING STATEMENTS

In addition to historical information, this prospectus supplement contains certain statements that constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, but are not limited to, all statements regarding the intent, belief or current expectations regarding the matters discussed or incorporated by reference in this document (including statements as to beliefs, expectations, anticipations, intentions or similar words) and all statements which are not statements of historical fact. Such forward-looking statements, together with other statements that are not historical, are based on management's current expectations and involve known and unknown risks, uncertainties, contingencies and other factors that could cause results, performance or achievements to differ materially from those stated.

The most significant of these risks and uncertainties are described in the Company's Form 10-K, Form 10-Q and Form 8-K reports filed with the Securities and Exchange Commission and include, but are not limited to: overall economic, financial, political and business conditions; trends in the long-term healthcare, pharmaceutical and contract research industries; the ability to attract new clients and service contracts and retain existing clients and service contracts; the ability to consummate pending acquisitions; trends for the continued growth of the Company's businesses; trends in drug pricing; delays and reductions in reimbursement by the government and other payors to customers and to the Company; the overall financial condition of the Company's customers and the ability of the Company to assess and react to such financial condition of its customers; the ability of vendors and business partners to continue to provide products and services to the Company; the continued successful

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integration of acquired companies; the continued availability of suitable acquisition candidates; the ability to attract and retain needed management; competition for qualified staff in the healthcare industry; variations in demand for the Company's products and services; variations in costs or expenses; the ability to implement productivity, consolidation and cost reduction efforts and to realize anticipated benefits; the ability of clinical research projects to produce revenues in future periods; the potential impact of legislation, government regulations, and other government action and/or executive orders, including those relating to Medicare Part D, including its implementing regulations and any subregulatory guidance, reimbursement and drug pricing policies and changes in the interpretation and application of such policies, including changes in calculation of average wholesale price; government budgetary pressures and shifting priorities; federal and state budget shortfalls; efforts by payors to control costs; changes to or termination of the Company's contracts with Medicare Part D Plan sponsors or to the proportion of the Company's Part D business covered by specific contracts; the outcome of disputes and litigation; potential liability for losses not covered by, or in excess of, insurance; the impact of executive separations; the impact of benefit plan terminations; the impact of differences in actuarial assumptions and estimates as compared to eventual outcomes; events or circumstances which result in an impairment of assets, including but not limited to, goodwill and identifiable intangible assets; the final outcome of divestiture activities; market conditions; the outcome of audit, compliance, administrative, regulatory, or investigatory reviews; volatility in the market for the Company's stock and in the financial markets generally; access to adequate capital and financing; changes in international economic and political conditions and currency fluctuations between the U.S. dollar and other currencies; changes in tax laws and regulations; changes in accounting rules and standards; and costs to comply with the Company's Corporate Integrity Agreement.

Should one or more of these risks or uncertainties materialize or should underlying assumptions prove incorrect, the Company's actual results, performance or achievements could differ materially from those expressed in, or implied by, such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Except as otherwise required by law, the Company does not undertake any obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

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SUMMARY

This section contains basic information about us and this offering. Because it is a summary, It does not contain all of the information that you should consider before investing. You should carefully read this entire prospectus supplement, the accompanying prospectus and the other documents we refer to or incorporate by reference before making an investment decision. References in this prospectus supplement and the accompanying prospectus to Omnicare, the Company, we, us or our are to Omnicare, Inc. unless otherwise indicated or the context otherwise requires.

Our Company

Omnicare is a leading pharmaceutical services company. We are the nation's largest provider of pharmaceuticals and related pharmacy and ancillary services to long-term healthcare institutions. Our clients include primarily skilled nursing facilities (SNFs), assisted living facilities (ALFs), retirement centers, independent living communities, hospitals, hospices, and other healthcare settings and service providers. We are also a provider of specialty pharmaceutical products and support services. We serve long-term care facilities as well as chronic care and other settings which comprised approximately 1,385,000 beds, including approximately 81,000 patients served by the patient assistance programs of our specialty pharmacy services business, as of September 30, 2010. The comparable number at September 30, 2009 was approximately 1,389,000 (including 63,000 patients served by the patient assistance programs of the specialty pharmacy services business). We provide our pharmacy services in 47 states in the United States, the District of Columbia and in Canada as of September 30, 2010. We also provide operational software and support systems to long-term care pharmacy providers across the United States. Our contract research organization provides comprehensive product development and research services for the pharmaceutical, biotechnology, nutraceutical, medical devices and diagnostic industries in 32 countries worldwide as of September 30, 2010.

We operate in two business segments. Our primary line of business, Pharmacy Services, provides distribution of pharmaceuticals, related pharmacy consulting and other ancillary services, data management services and medical supplies to SNFs, ALFs, retirement centers, independent living communities, hospitals, hospice, and other healthcare settings and service providers. Pharmacy Services purchases, repackages and dispenses pharmaceuticals, both prescription and non-prescription, and provides computerized medical record-keeping and third-party billing for residents in these facilities. We also provide consultant pharmacist services, including evaluating monthly patient drug therapy, monitoring the drug distribution system within the nursing facility, assisting in compliance with state and federal regulations and providing proprietary clinical and health management programs. In addition, our Pharmacy Services segment provides a variety of other products and services, including intravenous medications and nutrition products (infusion therapy services), respiratory therapy services, medical supplies and equipment, clinical care planning and financial software information systems, electronic medical records systems, pharmaceutical informatics services, pharmacy benefit management services, retail and mail-order pharmacy services, pharmaceutical care management for hospice agencies and product support and distribution services for specialty pharmaceutical manufacturers. We also provide pharmaceutical case management services for retirees, employees and dependents who have drug benefits under corporate-sponsored healthcare programs. Since 1989, we have been involved in a program to acquire providers of pharmaceutical products and related pharmacy management services and medical supplies to long-term care facilities and their residents. The Pharmacy Services segment comprised approximately 97% of our total net sales for the year ended December 31, 2009 and 98% for the three months ended September 30, 2010.

Our other business segment is contract research organization services (CRO Services). CRO Services provides comprehensive product development and research services to client companies in the pharmaceutical, biotechnology, nutraceutical, medical devices and diagnostics industries. The CRO Services segment comprised approximately 3% of our total net sales for the year ended December 31, 2009 and 2% for the three months

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ended September 30, 2010. We recorded a goodwill impairment charge of \$91 million during the three months ended September 30, 2010 in connection with the CRO Services segment. See note 4 to the consolidated financial statements included in our Form 10-Q Quarterly Report for the three months ended September 30, 2010. We continue to evaluate our investment in the CRO business.

In mid-2009, we commenced activities to divest certain home healthcare and related ancillary businesses (the disposal group) that are non-strategic in nature. The disposal group, historically part of our Pharmacy Services segment, primarily represents ancillary businesses which accompanied other more strategic assets obtained by us in connection with our institutional pharmacy acquisition program. The results from continuing operations for all periods presented have been revised to reflect the results of the disposal group as discontinued operations, including certain expenses of ours related to the divestiture.

Our principal executive offices are located at 1600 RiverCenter II, 100 East RiverCenter Boulevard, Covington, Kentucky, 41011, and our telephone number is (859) 392-3300. Our corporate website address is www.omnicare.com. Information contained on our website is not part of this prospectus supplement.

Our Concurrent Tender Offer

On November 17, 2010 we commenced a tender offer to purchase for cash up to \$525 million of our 3.25% convertible senior debentures due 2035 at a purchase price of \$950 per \$1,000 principal amount of the convertible debentures. The consummation of the tender offer is conditioned on, among other things, the completion of this offering of convertible notes. This offering of convertible notes, however, is not conditioned on the consummation of the tender offer.

We intend to use the net proceeds from this offering of convertible notes to finance the tender offer. We cannot assure you that we will be successful in consummating our tender offer or that any of the 3.25% convertible debentures will be tendered pursuant to the tender offer. The tender offer is being made pursuant to an Offer to Purchase, dated November 17, 2010, and related Letter of Transmittal, which more fully set forth the terms and conditions of the tender offer. Nothing in this prospectus supplement should be construed as an offer to purchase any of our 3.25% convertible debentures.

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The Offering

The following summary contains basic information about the convertible notes and is not intended to be complete. For a more complete understanding of the convertible notes, please refer to Description of Convertible Notes.

Issuer	Omnicare, Inc.
Securities Offered	\$500 million aggregate principal amount of % Convertible Senior Subordinated Notes due 2025, which we refer to as convertible notes. We have also granted the underwriters an option to purchase up to an additional \$75 million aggregate principal amount of convertible notes to cover over-allotments.
Offering Price	Each convertible note will be issued at a price of % of its principal amount plus accrued interest, if any, from December , 2010.
Maturity	December 15, 2025 unless earlier converted, redeemed or repurchased.
Interest Rate	% per year. Interest will be payable in cash on June 15 and December 15 of each year, beginning June 15, 2011.
Contingent Interest	Beginning with the six-month interest period commencing December 15, 2018, we will pay contingent interest in cash during any six-month interest period in which the trading price of the convertible notes for each of the five trading days ending on the second trading day immediately preceding the first day of the applicable six-month interest period equals or exceeds 120% of the principal amount of the convertible notes. During any interest period when contingent interest shall be payable, the contingent interest payable per \$1,000 principal amount of convertible notes will equal 0.375% of the average trading price of \$1,000 principal amount of the convertible notes during the five trading days ending on the second trading day immediately preceding the first day of the applicable six-month interest period.
Ranking	The convertible notes will be our unsecured senior subordinated obligations. Accordingly, they will rank: subordinated in right of payment to all of our existing and future senior indebtedness (including our obligations under our senior credit facility); equal in right of payment to our existing and future senior subordinated indebtedness (including obligations under our existing senior subordinated notes); senior in right of payment to our existing and future subordinated indebtedness;

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structurally subordinated in right of payment to all existing and future indebtedness and other liabilities of any of our existing or future non guarantor subsidiaries; and

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effectively subordinated in right of payment to our secured debt to the extent of the value of the assets securing such debt.

Guarantees

The convertible notes will be fully and unconditionally, jointly and severally guaranteed on an unsecured subordinated basis by substantially all of our existing and future direct and indirect domestic subsidiaries (subject to certain exceptions). Each subsidiary guarantee will rank:

subordinated in right of payment to the guarantors' existing and future senior indebtedness (including the guarantors' obligations under our senior credit facility);

equal in right of payment to the guarantors' existing and future senior subordinated indebtedness (including obligations under our existing senior subordinated notes);

senior in right of payment to the guarantors' existing and future subordinated indebtedness;

structurally subordinated in right of payment to all existing and future indebtedness and other liabilities of any subsidiary of a guarantor if that subsidiary is also not a guarantor under the convertible notes; and

effectively subordinated in right of payment to the secured debt of the guarantors to the extent of the value of the assets securing such debt.

Conversion Rights

You may convert your convertible notes into shares of our common stock at any time on or prior to the close of business on the business day immediately preceding the maturity date only under the following circumstances:

prior to December 15, 2023, on any date during any calendar quarter beginning after March 31, 2011 (and only during such calendar quarter) if the closing sale price of our common stock was more than 130% of the then current conversion price for at least 20 trading days in the period of the 30 consecutive trading days ending on, and including, the last trading day of the previous calendar quarter;

at any time on or after December 15, 2023;

with respect to any convertible notes called for redemption, until the close of business on the business day prior to the redemption date;

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if we distribute to all or substantially all holders of our common stock rights or warrants entitling them to purchase, for a period expiring not more than 60 calendar days following the record date for the distribution, shares of our common stock at a price per share less than the average closing sale price for the ten trading days preceding the announcement date for such distribution;

if we distribute to all or substantially all holders of our common stock, cash or other assets, debt securities or rights to purchase our

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securities, which distribution has a per share value exceeding 10% of the closing sale price of our common stock on the trading day preceding the announcement date for such distribution;

during a specified period if certain types of fundamental changes occur; or

during the five consecutive business-day period following any five consecutive trading-day period if on each trading day during that five consecutive trading-day period, the trading price per \$1,000 principal amount of convertible notes on that trading day was less than 98% of the product of the closing sale price per share of our common stock on that trading day and the conversion rate in effect on that trading day.

The convertible notes will be convertible based on an initial conversion rate of shares of common stock per \$1,000 principal amount of the convertible notes (equivalent to an initial conversion price of approximately \$ per share). The conversion rate, and thus the conversion price, may be adjusted under certain circumstances as described under Description of Convertible Notes Conversion Rights Conversion Rate Adjustments.

Upon a conversion, we will pay cash and shares of our common stock, if any, based on a daily conversion value (as described herein) calculated on a proportionate basis for each day of the 25 trading-day cash settlement averaging period. See Description of Convertible Notes Conversion Rights Settlement Upon Conversion.

Upon any conversion, subject to certain exceptions, you will not receive any cash payment representing accrued and unpaid interest (including contingent interest, if any). See Description of Convertible Notes Conversion Rights.

Adjustment to conversion rate upon a non-stock change of control

If and only to the extent holders elect to convert the convertible notes in connection with a transaction described under the first clause or fourth clause of the definition of fundamental change as described in Description of Convertible Notes Fundamental Change Put pursuant to which 10% or more of the consideration for our common stock (other than cash payments for fractional shares and cash payments made in respect of dissenters appraisal rights) consists of cash or securities (or other property) that are not common equity interests traded or scheduled to be traded immediately following such transaction on the New York Stock Exchange, Nasdaq Global Select Market or Nasdaq Global Market, which we refer to as a non-stock change of control, we will increase the conversion rate by a number of additional shares. The number of additional shares will be determined by reference to the table in Description of Convertible Notes Conversion Rights Adjustment to Conversion Rate Upon a Non-Stock Change of Control, based on the effective date and the price paid per share of our common stock in such non-stock change of control.

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If holders of our common stock receive only cash in the type of transaction described above, the price paid per share will be the cash amount paid per share. Otherwise, the price paid per share will be the average of the last reported sale prices of our common stock on the five trading days prior to but not including the effective date of such non-stock change of control.

Provisional Redemption By Omnicare

After December 15, 2018, we may redeem all or a part of the convertible notes for cash at a redemption price equal to 100% of the principal amount of the convertible notes being redeemed, plus accrued and unpaid interest (including contingent interest, if any) to, but not including, the redemption date if the closing sale price of our common stock was more than 120% of the then current conversion price for at least 20 trading days in the period of 30 consecutive trading days ending on, and including, the trading day prior to the mailing of the notice of redemption.

Fundamental Change Repurchase Right of Holders

If we undergo a fundamental change (as defined in this prospectus supplement) prior to maturity, you will have the right, at your option, to require us to repurchase for cash some or all of your convertible notes at a repurchase price equal to 100% of the principal amount of the convertible notes being repurchased, plus accrued and unpaid interest (including contingent interest, if any) to, but not including, the repurchase date. See Description of Convertible Notes Fundamental Change Put.

Events of Default

If an event of default on the convertible notes occurs, the principal amount of the convertible notes, plus accrued and unpaid interest (including contingent interest, if any) may be declared immediately due and payable, subject to certain conditions set forth in the indenture. These amounts automatically become due and payable in the case of certain types of bankruptcy or insolvency events of default involving us.

Absence of a Public Market for the Convertible Notes

The convertible notes will be a new issue of securities. We cannot assure you that any active or liquid market will develop for the convertible notes. See Underwriting.

Trading

We do not intend to apply for listing of the convertible notes on any securities exchange or for inclusion of the convertible notes in any automated quotation system.

NYSE Symbol for Our Common Stock

Our common stock is listed on the New York Stock Exchange under the symbol OCR.

Use of Proceeds

We estimate that the net proceeds from this offering of convertible notes will be approximately \$486 million (or approximately \$560 million if the underwriters exercise their option to purchase additional convertible notes in full) after deducting the underwriting discount and estimated offering expenses payable by us.

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We intend to use the net proceeds from this offering of convertible notes to repurchase up to \$525 million aggregate principal amount of our 3.25% convertible debentures pursuant to a tender offer launched on November 17, 2010. See Our Concurrent Tender Offer. If all of the net proceeds are not needed to finance the tender offer, we currently intend to use all or a portion of the excess proceeds to repurchase or repay outstanding debt. The remaining net proceeds from this offering, if any, will be used for general corporate purposes. See Use of Proceeds.

U.S. Federal Income Tax Considerations

We and each holder of convertible notes will agree in the indenture to treat the convertible notes as contingent payment debt instruments for U.S. federal income tax purposes. Holders subject to U.S. federal income taxation will agree to accrue original issue discount on a constant yield to maturity basis at a rate comparable to the rate at which we would borrow in a noncontingent, nonconvertible borrowing %, compounded semi-annually even though the convertible notes will have a significantly lower stated interest rate. You may recognize ordinary income in each year significantly in excess of interest payments (whether fixed or contingent) actually received that year. Additionally, you will generally be required to recognize as ordinary income (rather than capital gain) gain, if any, realized on a sale, exchange, conversion or redemption of the convertible notes. In the case of a conversion, this gain will be measured by the fair market value of the stock and cash received. A summary of certain U.S. federal income tax consequences of ownership of the convertible notes and our common stock is described in this prospectus supplement under the heading Certain United States Federal Income Tax Consequences. Owners of the convertible notes should consult their own tax advisors as to the U.S. federal, state, local or other tax consequences of acquiring, owning and disposing of the convertible notes and our common stock.

Forward-Looking Statements

In addition to historical information, this prospectus supplement and the accompanying prospectus contain certain statements that constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. See Forward-Looking Statements beginning on page ii of this prospectus supplement and Forward-Looking Statements beginning on page 1 of the accompanying prospectus.

Risk Factors

An investment in our convertible notes involves certain risks that you should carefully evaluate prior to making an investment in our convertible notes. See Risk Factors beginning on page S-12 of this prospectus supplement and Risk Factors beginning on page 2 of the accompanying prospectus.

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The following summary consolidated financial information should be read in conjunction with our historical consolidated financial statements and related notes and Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended December 31, 2009 and incorporated by reference into this prospectus supplement.

We derived the income statement data for the years ended December 31, 2007, 2008, 2009 and the balance sheet data as of December 31, 2008 and 2009 from our audited financial statements, which are incorporated by reference into this prospectus supplement. We derived the income statement data for the nine months ended September 30, 2009 and 2010 and the balance sheet data as of September 30, 2010 from our unaudited financial statements, which are incorporated by reference into this prospectus supplement. We derived the balance sheet data as of September 30, 2009 from our unaudited financial statements, which are not incorporated by reference into this prospectus supplement. We derived the balance sheet data as of December 31, 2007 from our financial statements, as adjusted for discontinued operations, which are not incorporated by reference into this prospectus supplement. In the opinion of management, the unaudited financial statements from which the information below is derived contain all adjustments, which consist only of normal recurring adjustments, necessary to present fairly our financial results of operations as of the applicable dates and for the applicable periods in all material respects. Historical results are not necessarily indicative of the results to be expected in the future. In addition, interim results may not be indicative of results for the remainder of the year.

	Years Ended December 31,			Nine Months Ended September 30,	
	2007(i)	2008(i)	2009(i)	2009(i)	2010(i)
Income Statement Data(a)(b):					
Total net sales(c)	\$ 6,100,394	\$ 6,205,715	\$ 6,166,209	\$ 4,626,513	\$ 4,587,800
Operating income	345,506	401,021	470,542	337,629	119,734
Interest expense(d)	163,073	143,073	119,896	90,650	99,298
Income from continuing operations before income taxes	167,107	241,796	332,339	230,837	4,882
Ratio of earnings to fixed charges(e)(f)	1.8x	2.2x	2.9x	2.8x	1.0x
Balance Sheet Data (at end of period)(a):					
Cash and cash equivalents (including restricted cash)	\$ 277,355	\$ 216,559	\$ 290,973	\$ 327,066	\$ 353,325
Working capital	1,803,990	1,730,904	1,599,558	1,520,676	1,820,335
Total assets	7,583,370	7,450,245	7,324,104	7,391,900	7,348,044
Long-term debt (excluding current portion)	2,416,131	2,352,824	1,980,239	1,972,952	2,206,073
Stockholders' equity	3,540,823	3,654,869	3,875,993	3,811,640	3,796,580
Other Financial Data(a)(b):					
Net cash flows from operating activities of continuing operations	\$ 501,850	\$ 436,156	\$ 482,349	\$ 431,033	\$ 269,554
Net cash flows used in investing activities of continuing operations	(194,446)	(283,786)	(144,280)	(97,755)	(119,564)
Net cash flows used in financing activities of continuing operations	(173,747)	(208,706)	(275,929)	(233,611)	(69,160)
Capital expenditures(g)	42,828	59,606	30,865	26,266	18,602
EBITDA from continuing operations(h)	452,605	513,080	582,141	422,203	217,100
Ratio of EBITDA from continuing operations to interest expense(d)(h)	2.8x	3.6x	4.9x	4.7x	2.2x
Ratio of total debt to EBITDA from continuing operations(h)	5.3x	4.6x	3.6x	3.8x	7.6x
Total debt to total capitalization	40.6%				