

Emergency Medical Services L.P.
Form 8-K
February 14, 2011

**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): **February 14, 2011**

EMERGENCY MEDICAL SERVICES CORPORATION

EMERGENCY MEDICAL SERVICES L.P.

(Exact name of each registrant as specified in its charter)

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001-32701

20-3738384

Delaware
(State or other jurisdiction
of incorporation)

333-127115
(Commission
File Numbers)

20-2076535
(IRS Employer
Identification Nos.)

6200 S. Syracuse Way, Suite 200, Greenwood Village, Colorado
(Address of principal executive offices)

80111
(Zip Code)

(303) 495-1200

(Registrants' telephone number, including area code)

(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 registrants 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)
 - ☒ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 7 Regulation FD

Item 7.01 Regulation FD Disclosure.

On February 14, 2011, Onex Corporation issued a press release announcing that it has agreed to vote in favor of the Merger (as defined in Item 8.01 below). A copy of this press release is attached hereto as Exhibit 99.1.

The information in this Item 7.01, including the exhibit filed under this Item 7.01, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities under that Section, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Section 8 Other Events

Item 8.01 Other Events.

On February 14, 2011, Emergency Medical Services Corporation (the Company) announced that the Company has entered into a definitive merger agreement pursuant to which an affiliate of Clayton, Dubilier & Rice, LLC formed to complete the merger will acquire the Company (the Merger). Pursuant to the agreement, the Company's Stockholders would receive, at the closing of the transaction, \$64.00 per share in cash for each outstanding share of Class A common stock and Class B common stock and each LP Exchangeable Unit of the Company. On February 14, 2011, the Company issued a press release to clarify the transaction value previously reported. A copy of this press release is attached hereto as Exhibit 99.2. The reported transaction value includes net debt at December 31, 2010 and transaction fees and expenses (including banking, financing and advisory fees payable by the buyer). No fees are being paid to Onex Corporation or its affiliates in connection with the Merger.

On February 14, 2011, the Company sent a communication regarding the Merger to members of the Company's management to use in connection with the employees of the Company. This communication is attached hereto as Exhibit 99.3.

On February 14, 2011, the Company sent a communication regarding the Merger to members of the Company's management to use in connection with clients of the Company. This communication is attached hereto as Exhibit 99.4.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

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(d) *Exhibits.*

Exhibit Number	Description of Exhibit
99.1	Press release of Onex Corporation, dated February 14, 2011.*
99.2	Press release of Emergency Medical Services Corporation, dated February 14, 2011.
99.3	Communication to Management for Employees, dated February 14, 2011.*
99.4	Communication to Management for Clients, dated February 14, 2011.*

*Furnished herewith

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.

**EMERGENCY MEDICAL SERVICES
CORPORATION**
(Registrant)

February 14, 2011

By:

/s/ Craig Wilson
Craig Wilson
Senior Vice President and General Counsel

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.

EMERGENCY MEDICAL SERVICES, L.P.
(Registrant)

By: **Emergency Medical Services Corporation,
its General Partner**

February 14, 2011

By: /s/ Craig Wilson
Craig Wilson
Senior Vice President and General Counsel

Exhibit Index

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