

AMERIPATH INC  
Form 8-K  
December 09, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): December 3, 2004

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**AMERIPATH, INC.**

(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

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

**65-0642485**  
(I.R.S. Employer

Identification Number)

7289 Garden Road

33404

Suite 200

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**Riviera Beach, Florida**  
(Address of principal executive offices)

(Zip code)

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

**Not Applicable**

(Former name or former address, if changed since last report)

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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)
  - .. 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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**Item 1.01 Entry Into a Material Definitive Agreement**

On December 3, 2004, AmeriPath, Inc., a Delaware corporation (the "Company"), entered into and simultaneously closed an Agreement and Plan of Merger dated December 3, 2004 (the "Purchase Agreement") between the Company, Pathology Associates, P.C., a New York professional corporation and the shareholders of Pathology Associates, pursuant to which the Company acquired Pathology Associates. Concurrently with the execution and delivery of the Purchase Agreement, Pathology Associates was merged with and into a wholly-owned subsidiary of the Company and all of the outstanding capital stock of Pathology Associates was exchanged for \$34 million in cash and 1,666,667 shares of common stock of AmeriPath Holdings, Inc., a Delaware corporation ("AmeriPath Holdings"). The Purchase Agreement contained representations and warranties of the parties and other customary provisions and ancillary documents.

The foregoing description does not purport to be a complete statement of the parties' rights and obligations under the Purchase Agreement and the transactions contemplated thereby or a complete explanation of the material terms thereof. The foregoing description is qualified in its entirety by reference to the Purchase Agreement, which the Company intends to file as an exhibit to its Annual Report on Form 10-K for the year ended December 31, 2004.

