

CURATIVE HEALTH SERVICES CO
Form S-4/A
July 29, 2004

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As filed with the Securities and Exchange Commission on July 29, 2004.

Registration No. 333-117286

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Amendment No. 1 to

FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Minnesota	Curative Health Services, Inc.	51-0467366
Minnesota	Curative Health Services Co.	41-1503914
Delaware	Critical Care Systems, Inc.	04-3115329
Delaware	eBioCare.com, Inc.	77-0473301
Tennessee	Hemophilia Access, Inc.	62-1557624
California	Apex Therapeutic Care, Inc.	95-4677874
Delaware	MedCare, Inc.	22-3891372
Delaware	Infinity Infusion, LLC	41-2043158
Delaware	Infinity Infusion II, LLC	04-3673742
Texas	Infinity Infusion Care, Ltd.	76-0391439
Delaware	CHS Services, Inc.	51-0378797
New York	Curative Health Services of New York, Inc.	02-0646252
Delaware	Curative Pharmacy Services, Inc.	57-1160625
Delaware	Optimal Care Plus, Inc.	22-3878209
Minnesota	Curative Health Services III Co.	51-0467383
(State or other jurisdiction of incorporation or organization)	(Exact name of registrant as specified in its charter)	(I.R.S. Employer Identification Code)

8093

(Primary Standard Industrial Classification Number for each registrant)

**150 Motor Parkway
Hauppauge, New York 11788
Telephone: (631) 232-7000**

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

**Joseph L. Feshbach
Chief Executive Officer
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(Name, address, including zip code, and telephone number, including area code, of agent for service for each registrant)

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Approximate date of commencement of proposed sale of the securities to the public: The exchange will occur as soon as practicable after the effective date of this Registration Statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, 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, 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 post-effective amendment filed pursuant to Rule 462(d) 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. //

The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

PROSPECTUS

CURATIVE HEALTH SERVICES, INC.

Exchange Offer for \$185,000,000 10³/₄% Senior Notes due 2011

We are offering to exchange:

**up to \$185,000,000 of our new 10³/₄% Senior Notes due 2011, series B
for
a like amount of our outstanding 10³/₄% Senior Notes due 2011.**

Material Terms of Exchange Offer

The terms of the notes to be issued in the exchange offer are substantially identical to the outstanding notes, except that the transfer restrictions and registration rights relating to the outstanding notes will not apply to the exchange notes.

The exchange notes will be guaranteed on a senior unsecured basis by all of the existing and future restricted subsidiaries of Curative Health Services, Inc., as defined in the Indenture governing the exchange notes. Currently, all of Curative's subsidiaries are restricted subsidiaries.

There is no existing public market for the outstanding notes or the exchange notes. We do not intend to list the exchange notes on any securities exchange or seek approval for quotation through any automated trading system.

You may withdraw your tender of notes at any time before the expiration of the exchange offer. We will exchange all of the outstanding notes that are validly tendered and not withdrawn.

The exchange offer expires at 5:00 p.m., New York City time, on September 2, 2004, unless extended.

The exchange of notes will not be a taxable event for U.S. federal income tax purposes.

The exchange offer is not subject to any conditions other than that it not violate applicable law or any applicable interpretation of the Staff of the SEC and that we have obtained all necessary governmental approval for the consummation of the exchange offer and that there are no actions or proceedings in any court or by any governmental agency that should materially impair our ability to proceed with the exchange offer.

We will not receive any proceeds from the exchange offer.

For a discussion of certain factors that you should consider before participating in this exchange offer, see "Risk Factors" beginning on page 19 of this prospectus.

Neither the SEC nor any state securities commission has approved the notes to be distributed in the exchange offer, nor have any of these organizations determined that this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is August 2, 2004

We have not authorized anyone to give any information or represent anything to you other than the information contained in this prospectus. You must not rely on any unauthorized information or representations.

Until November 1, 2004, all dealers that buy, sell or trade the exchange notes, whether or not participating in the exchange offer, may be required to deliver a prospectus. This requirement is in addition to the dealers' obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments and subscriptions.

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Our predecessor was incorporated in the State of Minnesota in 1984 under the name Curatech, Inc. It changed its name to Curative Technologies, Inc. in March 1990 and to Curative Health Services, Inc. in June 1996. In August 2003, our predecessor effected a holding company reorganization in which we became the holding company of our predecessor, which is now the direct parent of all of our current subsidiaries, except for Curative Health Services of New York, Inc. and Critical Care Systems, Inc. which are our direct subsidiaries. We assumed the name Curative Health Services, Inc. and our predecessor changed its name to Curative Health Services Co. Our principal executive offices are located at 150 Motor Parkway, Hauppauge, New York 11788, telephone number (631) 232-7000. Wound Care Center®, Wound Care Management ProgramSM the name Critical Care Systems® and its logo and our logo with our name, Curative Health Services®, are our trademarks. This prospectus also includes trade names and marks of other companies. Our website is www.curative.com. The information included on such website is deemed not to be a part of this prospectus.

In this prospectus, unless the context requires otherwise, "Curative," "Company," "we," "our," and "us" refer collectively to Curative Health Services, Inc. and its consolidated subsidiaries, including Critical Care Systems, Inc. For periods after the acquisition, "CCS" refers to the business formerly operated by Critical Care Systems, Inc. and now operated as one of our subsidiaries. With the acquisition of CCS, the Company is repositioning its Specialty Pharmacy Services business unit to focus on the specialty infusion market. In connection with this repositioning, the Company has changed the name of its Specialty Pharmacy Services business unit to Specialty Infusion business unit and the name of its Specialty Healthcare Services business unit to Wound Care Management business unit. For ease of reference, the names of these business units have been standardized throughout the prospectus regardless of whether the discussion pertains to periods prior to or after the name changes.

PROSPECTUS SUMMARY

The following summary highlights information contained elsewhere in this prospectus. This summary is not complete and may not contain all of the information that you should consider before deciding to participate in the exchange offer. We urge you to read this entire prospectus carefully, including "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations of Curative," "Management's Discussion and Analysis of Financial Condition and Results of Operations of CCS," "Business" and the consolidated financial statements and the notes to those statements.

CURATIVE HEALTH SERVICES, INC.

Curative Health Services, Inc., through its two business units, Specialty Infusion and Wound Care Management, seeks to deliver high-quality care and clinical results that result in high patient satisfaction for patients experiencing serious or chronic medical conditions.

Curative's Specialty Infusion business unit provides biopharmaceutical and compounded pharmaceutical products to patients with chronic and critical disease states and related clinical services to assist these patients with their intensive disease management needs. The Company purchases various biopharmaceutical and other pharmaceutical products from suppliers and then contracts with insurance companies and other payors, as well as retail pharmacies, to provide direct-to-patient distribution of these products. In addition to distribution, the Company also provides other support services, including education, reimbursement and provision or coordination of injection or infusion services, related to these biopharmaceutical and other pharmaceutical products. The products distributed and the injection or infusion therapies offered by the Company are used by patients with chronic or severe conditions such as hemophilia, immune system disorders, chronic or severe infections, gastrointestinal illnesses that prohibit oral digestion and other severe conditions requiring nutritional support, respiratory syncytial virus, cancer, rheumatoid arthritis, hepatitis C, multiple sclerosis or growth hormone deficiency. Examples of biopharmaceutical products used by the Company's patients include hemophilia clotting factor, intravenous immune globulins (or "IVIG"), MedImmune, Inc.'s Synagis® and Centocor, Inc.'s Remicade®. Examples of other pharmaceutical products used by the Company's patients include compounded pharmaceuticals such as total parenteral nutrition products and anti-infectives. As of March 31, 2004, the Company had 218 payor contracts and 23 retail pharmacy contracts and provided services or products in at least 40 states. The Specialty Infusion business unit provides services directly to patients and caregivers and delivers its products via overnight mail or courier and through its retail pharmacies.

Curative's Wound Care Management business unit is a leading disease management company specializing in chronic wound care management. The Wound Care Management business unit manages, on behalf of hospital clients, a nationwide network of Wound Care Center® programs that offer a comprehensive range of services for treatment of chronic wounds. The Company's Wound Management Program consists of diagnostic and therapeutic treatment procedures that are designed to meet each patient's specific wound care needs on a cost-effective basis. The Company's treatment procedures are designed to achieve positive results for wound healing based on significant experience in the field. The Company maintains a proprietary database of patient results that it has collected since 1988 containing over 450,000 patient cases. The Company's treatment procedures, which are based on extensive patient data, have allowed the Company to achieve an overall rate of healing of approximately 85% for patients completing therapy. As of March 31, 2004, the Wound Care Center® network consisted of 92 outpatient clinics located on or near campuses of acute care hospitals in 30 states.

Curative Health Services, Inc.'s acquisition of Critical Care Systems, Inc. should establish the Company as a leading national provider of specialty infusion products and services to the home. Both Curative and CCS target disease states that require specialized expertise in "high touch" infusion and injectable therapies for patients. High touch therapies are therapies that include complex clinical aspects, special product handling and often are difficult to administer and require nursing assistance in

their delivery. Since the CCS acquisition, Curative now has core strengths in several therapies, including hemophilia clotting factor, anti-infective therapy, IVIG, total parenteral nutrition (TPN) and MedImmune, Inc.'s Synagis®. On a pro forma basis, assuming the acquisition had occurred on January 1, 2003, Curative would have had revenues of \$321.8 million and net income of \$8.4 million for the twelve months ended December 31, 2003.

INDUSTRY OVERVIEW

The specialty pharmacy industry has developed as federal Food and Drug Administration ("FDA") approval of new biopharmaceutical products has expanded. These specialty products require temperature-sensitive storage and delivery, patient education, training and monitoring in their proper usage and require the patient to be injected or infused with the product. The biopharmaceutical and pharmaceutical products Curative provides and the injection or infusion services it offers are costly, require special dispensing and temperature sensitive delivery, and are administered by the patient or by a nurse or physician through infusions or injections.

The specialty infusion industry is a hybrid of the specialty pharmacy and traditional home infusion industries. As a specialty infusion company, Curative will focus on high-margin infused therapies that require a high degree of clinical oversight. Because intravenously administered therapies tend to be more complex and potent than oral or injectable drugs, delivery requires patient training, specialized equipment and clinical monitoring by a consistent team of nurses and clinicians. By specializing in complex therapies requiring ongoing administration and the provision of a high level of local clinical expertise, we believe our specialty infusion offering will differentiate itself relative to competitors in the industry.

Both Curative and CCS have traditionally targeted disease states that require high touch, specialized clinical expertise for patients in need of infusion therapy or specialty pharmaceutical distribution. Curative's patient care model focuses on purchasing biopharmaceutical and other pharmaceutical products from suppliers to provide direct-to-patient distribution and education about infusion therapy and specialty pharmaceuticals as well as the overall disease management process. CCS provides high value-added specialty infusion pharmaceuticals to patients in the home through its network of local branch pharmacy operations. CCS's locally based clinical teams closely manage and track patient outcomes, which is a key element in CCS's ability to win and retain payor contracts.

Since the CCS acquisition, Curative focuses on providing the following core therapies:

Hemophilia clotting factor

Hemophilia is a genetic disorder in which the body lacks a necessary blood clotting protein causing hemophiliacs to experience bleeding that the body cannot stop on its own and requires the introduction of an outside clotting factor. While 20,000 or so patients suffer from this disease in the United States, annual treatment can cost well over \$100,000 per patient. This market is attractive to specialty pharmacy distributors as the treatment can easily be administered at home with proper patient education and monitoring. According to Raymond James & Associates Inc.'s report dated July 16, 2002, this market has been estimated at \$2.0 billion in the United States and is expected to grow 10% annually through 2005.

Anti-infectives

Anti-infective therapy involves the infusion of antibiotic medications for the treatment of a variety of infections, such as osteomyelitis (bone infections), bacterial endocarditis (infection of the heart valves), wound infections, infections associated with HIV/AIDS, cancer, post-kidney transplant treatment protocols and infections of the kidney and urinary tract. Anti-infective drugs are more effective when infused directly into the patient's blood as compared to oral ingestion. Typically, when a patient is discharged from a hospital, a nurse visits the patient's home to educate, train and monitor

the patient. According to Kalorama Information, LLC quoted in "The Market for Home Care Services" published by MarketResearch.com, dated November 1, 1999, this market has been estimated at \$2.2 billion in the United States.

Intravenous immune globulins (IVIG)

IVIG therapies treat autoimmune disorders that are chronic illnesses characterized by the body's production of antibodies which attack its own tissues or cells. Most of these disorders are progressive in nature and, therefore, cannot be cured. IVIG can be administered in a hospital, physician's office or patient's home. IVIG is one of the more frequently administered specialty pharmaceuticals given the numerous autoimmune disorders the therapy treats. According to Raymond James & Associates Inc.'s report dated July 16, 2002, the IVIG market in the United States is estimated at approximately \$400 million and is expected to grow 10% annually through 2005.

Total parenteral nutrition (TPN)

TPN is a solution that contains one or more of the following: amino acids, dextrose, fatty acids, electrolytes, trace elements, minerals and vitamins. Accordingly, TPN is mixed for each patient specifically and requires a high degree of manipulation. Patients requiring these life-sustaining nutrients suffer from conditions such as inflammatory bowel disease, short bowel syndrome, pancreatic or other gastrointestinal illnesses that prohibit oral digestion. TPN therapy is also utilized to augment the nutritional status of patients with cancer, hyperemesis, AIDS/HIV and eating disorders. Accordingly, certain patients require TPN for life, while others may only need short-term therapy. Typically, a nurse visits a patient periodically during the course of this therapy in order to take blood samples and monitor the patient. According to Kalorama Information, LLC quoted in "The Market for Home Care Services" published by MarketResearch.com, dated November 1, 1999, this market has been estimated at \$1.1 billion in the United States.

Synagis®

Synagis® is considered the first monoclonal antibody successfully developed to combat an infectious disease. It is indicated for the prevention of serious lower respiratory tract disease caused by respiratory syncytial virus (RSV) in pediatric patients at high risk of RSV disease. RSV is the most common respiratory virus in infants and young children. It infects virtually all infants by the age of two years. In most infants, the virus causes symptoms resembling those of the common cold. In infants born prematurely and/or with chronic lung disease, RSV can cause a severe or even life-threatening disease. According to the American Academy of Pediatrics, each year, RSV disease results in over 125,000 hospitalizations, and about 2% of these infants die. Curative believes that within the past few years, a substantially reduced number of hospitalizations associated with the virus, as well as the decrease in the mortality rate for infants, is due to improved treatments, including Synagis®. MedImmune, Inc. is the only manufacturer of Synagis®. According to MedImmune's Annual Report on Form 10-K for the year ended December 31, 2003, domestic sales of Synagis® in 2003 by MedImmune were \$777.1 million, up 21% from domestic sales in 2002.

COMPETITIVE STRENGTHS

We believe the following competitive strengths will enable Curative to compete effectively while improving profitability and cash flow after its acquisition of CCS.

Leading market position. The combination of Curative and CCS establishes the Company as a leading player in the specialty infusion market with core strengths in hemophilia, antibiotics, IVIG, TPN and Synagis®. We believe that the acquisition of CCS will provide us with the size and diversification of product offerings to help solidify our position as a leader in a consolidating industry. The combined company possesses a broad and unique service offering, a national platform with a local

presence in key markets, greater efficiencies and value-added services, thus providing us with the opportunity for significant associated cost containment for payors and clients.

Geographic and disease state focused network. The combined company will be locally focused and, within its markets, will have a strong referral network with payors, providers and patients. It will have a network of 38 pharmacies located in 23 states through which to drive growth in the core disease states that require a local clinical presence. Furthermore, by focusing on operations in specific markets and select disease states, we expect to achieve lower operating costs through greater purchasing power, operating efficiencies and economies of scale.

Strong payor relationships. The combined company's diversified therapy offering is critical as well as cost-effective in creating a competitive advantage in contracting with payors. The approximately 390 existing payor contracts of the combined company is a competitive advantage that we intend to leverage to grow our business. The combination provides us with greater payor diversity given Curative and CCS's complementary balance among public payors (Medicaid/Medicare) and private payors (managed care), thereby reducing overall payor concentration and increasing the proportion of patients serviced in connection with managed care payor contracts.

Clinical expertise. CCS has added to Curative an exceptional clinical backbone evidenced by CCS's JCAHO accreditation. CCS required each of its branch locations to be JCAHO accredited and that newly opened branches have provisional accreditation prior to their JCAHO survey. Curative's community based representatives should benefit by leveraging CCS's clinical expertise to more effectively service hemophilia patients who require a high level of clinical interaction. Clinical expertise is critical to meeting the needs of patients and the development and maintenance of long-term relationships with patients, physicians, hospitals and payors.

BUSINESS STRATEGY

We believe we are well positioned to grow our business in the attractive specialty infusion market. Curative's business strategy in its Specialty Infusion and Wound Care Management business units is as follows:

Specialty Infusion

Continue to focus on our core therapies (hemophilia, anti-infective therapy, IVIG, TPN and Synagis®), with which we have significant clinical experience, delivery capabilities and strong payor relationships

Deliver superior outcomes through locally-based clinical teams comprised of company-employed pharmacists, nurses, nutritionists and other experts

Opportunistically expand into new disease states that require, similar to our core therapies, a high touch, local approach to distribution

Leverage our approximately 390 payor relationships to grow our patient base through increased payor penetration

Further increase market share by pursuing a two-pronged marketing approach that targets both local referral sources and local, regional and national payor contracts

Use scale and clinical expertise to compete against both local and national competitors in the fragmented specialty pharmacy market

Open new locations, based on specific selection criteria, that leverage our corporate infrastructure and state-level regulatory expertise and contacts

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Build on our experience by selectively acquiring complementary businesses that we believe will diversify our service and product offerings and our customer base, deepen our penetration in existing markets and increase our operating leverage

Wound Care Management

Continue to develop our nationwide network of outpatient Wound Care Center® programs

Develop new service models and a comprehensive managed care product to enhance penetration of the wound care market

Enhance our Wound Management Program

Leverage CCS's focus on the management of chronic infections through its provision of anti-infective therapies with our wound care management network

RECENT DEVELOPMENTS

Acquisition of Critical Care Systems, Inc.

On April 23, 2004, simultaneously with the initial sale of the outstanding notes, Curative acquired all of the outstanding capital stock of CCS, pursuant to a stock purchase agreement entered into on February 24, 2004, among Curative and all of CCS's existing stockholders. The total cash consideration in the acquisition was \$152.9 million and continues to be subject to adjustment based upon, among other things, levels of cash, working capital and debt to be discharged as of the date of closing. These aggregate cash costs, together with the necessary funds to refinance certain existing indebtedness of Curative and pay the related fees and expenses, were financed by the following transactions:

borrowings by Curative of approximately \$16.5 million under a refinanced \$40 million revolving credit facility, which we refer to as the "new revolving credit facility"; and

proceeds from the issuance and sale of the outstanding notes.

For ease of reference, we use the term "Transactions" to collectively refer to the: (i) CCS acquisition, including repayment of CCS's outstanding indebtedness; (ii) new revolving credit facility; (iii) outstanding notes; and (iv) refinancing of certain of Curative's pre-transaction indebtedness (as described in "Use of Proceeds").

Paul F. McConnell Employment Terms

As part of our acquisition of CCS, Paul F. McConnell was employed as our President and Chief Operating Officer pursuant to a three-year employment agreement with a compensation package including an initial salary of \$400,000 with a 100% bonus guaranteed for the first year of his employment. Mr. McConnell will also receive \$3.5 million in cash and stock incentives which will vest on the third anniversary of the closing date of the CCS acquisition, subject to his remaining continuously employed by Curative until such vesting date. In addition, it is anticipated that within 18 months, Mr. McConnell will be offered the position of Chief Executive Officer, subject to the approval of the board of directors of Curative.

Mr. McConnell has also been elected to serve as a member of our board of directors at our annual shareholders meeting held on June 2, 2004.

Mr. McConnell has also agreed, within 30 days after the closing of the CCS acquisition and subject to any applicable legal requirements, to purchase on the open market, with his personal funds, an amount of Curative common stock with an aggregate market value of \$2.0 million. Mr. McConnell has also entered into a lock up agreement whereby he will be prohibited from selling half of the purchased shares until the date that is 30 days after the first anniversary of the closing date of the CCS

acquisition, and from selling the remaining purchased shares until the date that is 30 days after the second anniversary of the closing date of the CCS acquisition.

The financial impact of these employment terms have been reflected in "Summary pro forma consolidated financial and data" and "Unaudited pro forma consolidated financial data."

Proposed California Medi-Cal Reimbursement Reduction

Approximately 20.6% of our first quarter revenues were derived from the California state funded health programs. The California state legislature in 2003 passed legislation that modifies the reimbursement methodology for blood-clotting factors under various California state funded health programs. Under the new reimbursement methodology, blood-clotting factor products will be reimbursed based upon Average Selling Price ("ASP"), as provided by the manufacturers, plus 20%. In addition, payments for California's Medicaid program ("Medi-Cal") and certain other state-funded health programs were to be reduced by five percent for services provided on and after January 1, 2004. On December 23, 2003, the United States District Court for the Eastern District of California issued an injunction enjoining that scheduled five percent Medi-Cal reimbursement rate cut. The California Department of Health Services ("DHS") has filed an appeal of such decision with the federal Ninth Circuit Court of Appeals, which should be heard by the Court later this year. The length of the injunction and the ultimate outcome of this litigation are uncertain at this time. The court order enjoining the five percent Medi-Cal rate reduction did not apply to other state funded programs for hemophilia patients, and California recently implemented the five percent reduction for these other programs. However, the California Budget Conference committee recently adopted a repeal of the five percent reduction as applied to the other state funded programs. This repeal should be effective for services provided on and after July 1, 2004, provided this provision remains in the final version of the California budget signed into law by the Governor. As of July 28, 2004, the implementing legislation corresponding to the California State budget has yet to be adopted and signed into law.

In May 2004, DHS issued a provider bulletin notifying providers that the ASP plus 20% methodology would be implemented for services provided on and after June 1, 2004, but did not specify actual reimbursement rates. On or about July 9, 2004, DHS published a notice in the California Regulatory Notice Register advising that persons wanting to find out the latest rates could obtain the information from Electronic Data Systems. Based on information the Company has received regarding such proposed rates, the Company believes that such revised rates could result in substantially greater cuts than the guidance previously provided by DHS representatives had indicated, possibly amounting to approximately a thirty to forty percent cut from current rates. If such proposed cuts are not reversed, the Company and other home care companies would have to consider restructuring, reducing or withdrawing services currently provided to Medi-Cal beneficiaries.

On May 27, 2004, a lawsuit was filed on behalf of two individual Medi-Cal recipients with hemophilia in the United States District Court for the Eastern District of California against the State of California relating to the implementation of the new ASP reimbursement methodology, alleging among other things, that a severe reduction in reimbursement rates would threaten the ability of Medi-Cal recipients with hemophilia to have adequate access to blood clotting factor. The Court denied an application for a temporary restraining order in the case on the grounds that, because DHS had not revealed the new rates, there was insufficient evidence that a withdrawal of blood clotting factor providers from the Medi-Cal program was imminent. This case is still pending. In addition, on June 10, 2004, the Company filed a lawsuit in the Superior Court for the County of Sacramento relating to DHS' failure to disclose payment rates and the detailed methodology utilized to determine the rates, and its failure to comply with certain applicable federal procedural requirements relating to the proposed reimbursement rates. DHS has removed the case to the United States District Court for the Eastern District of California. The ultimate outcomes of these litigations are uncertain at this time.

SUMMARY OF THE EXCHANGE OFFER

The Initial Offering of Outstanding Notes	We sold the outstanding notes on April 23, 2004 to UBS Securities LLC. We refer to UBS Securities LLC in this prospectus as the "initial purchaser." The initial purchaser subsequently resold the outstanding notes: (i) to qualified institutional buyers pursuant to Rule 144A; or (ii) outside the United States in compliance with Regulation S, each as promulgated under the Securities Act of 1933, as amended.
Registration Rights Agreement	Simultaneously with the initial sale of the outstanding notes, we entered into a registration rights agreement for the exchange offer. In the registration rights agreement, we agreed, among other things, to use our reasonable best efforts to file a registration statement with the SEC and to commence and complete this exchange offer within 180 days of issuing the outstanding notes. The exchange offer is intended to satisfy your rights under the registration rights agreement. After the exchange offer is complete, you will no longer be entitled to any exchange or registration rights with respect to your outstanding notes.
The Exchange Offer	We are offering to exchange the exchange notes, which have been registered under the Securities Act of 1933, for your outstanding notes, which were issued on April 23, 2004 in the initial offering. In order to be exchanged, an outstanding note must be properly tendered and accepted. All outstanding notes that are validly tendered and not validly withdrawn will be exchanged. We will issue exchange notes promptly after the expiration of the exchange offer.
Resales	<p>We believe that the exchange notes issued in the exchange offer may be offered for resale, resold and otherwise transferred by you without compliance with the registration and prospectus delivery requirements of the Securities Act of 1933 provided that:</p> <ul style="list-style-type: none">the exchange notes are being acquired in the ordinary course of your business;you are not participating, do not intend to participate, and have no arrangement or understanding with any person to participate, in the distribution of the exchange notes issued to you in the exchange offer; andyou are not an affiliate of ours. <p>If any of these conditions are not satisfied and you transfer any exchange notes issued to you in the exchange offer without delivering a prospectus meeting the requirements of the Securities Act of 1933 or without an exemption from registration of your exchange notes from these requirements, you may incur liability under the Securities Act of 1933. We will not assume, nor will we indemnify you against, any such liability.</p>

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Record Date	Each broker-dealer that is issued exchange notes in the exchange offer for its own account in exchange for outstanding notes that were acquired by that broker-dealer as a result of market-making or other trading activities must acknowledge that it will deliver a prospectus meeting the requirements of the Securities Act of 1933 in connection with any resale of the exchange notes. A broker-dealer may use this prospectus for an offer to resell, resale or other retransfer of the exchange notes issued to it in the exchange offer. We mailed this prospectus and the related exchange offer documents to registered holders of outstanding notes on August 2, 2004.
Expiration Date	The exchange offer will expire at 5:00 p.m., New York City time, September 2, 2004, unless we decide to extend the expiration date.
Conditions to the Exchange Offer	The exchange offer is not subject to any conditions other than that the exchange offer will not violate applicable law or any applicable interpretation of the staff of the SEC and that there are no actions or proceedings in any court or by any government agency that may materially impair our ability to conduct the exchange offer and that we have obtained all necessary governmental approval for the consummation of the exchange offer.
Procedures for Tendering Outstanding Notes	If you wish to tender your notes for exchange in this exchange offer, you must transmit to the exchange agent on or before the expiration date either: an original or a facsimile of a properly completed and duly executed copy of the letter of transmittal, which accompanies this prospectus, together with your outstanding notes and any other documentation required by the letter of transmittal, at the address provided on the cover page of the letter of transmittal; or If the notes you own are held of record by The Depository Trust Company, or "DTC," in book-entry form and you are making delivery by book-entry transfer, a computer-generated message transmitted by means of the Automated Tender Offer Program System of DTC, or "ATOP," in which you acknowledge and agree to be bound by the terms of the letter of transmittal and which, when received by the exchange agent, forms a part of a confirmation of book-entry transfer must be delivered. As part of the book-entry transfer, DTC will facilitate the exchange of your notes and update your account to reflect the issuance of the exchange notes to you. ATOP allows you to electronically transmit your acceptance of the exchange offer to DTC instead of physically completing and delivering a letter of transmittal to the notes exchange agent.

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	In addition, you must deliver to the exchange agent on or before the expiration date: a timely confirmation of book-entry transfer of your outstanding notes into the account of the exchange agent at DTC if you are effecting delivery of book-entry transfer, or if necessary, the documents required for compliance with the guaranteed delivery procedures.
Special Procedures for Beneficial Owners	If you are the beneficial owner of book-entry interests and your name does not appear on a security position listing of DTC as the holder of the book-entry interests or if you are a beneficial owner of outstanding notes that are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender the book-entry interest or outstanding notes in the exchange offer, you should contact the person in whose name your book-entry interests or outstanding notes are registered promptly and instruct that person to tender on your behalf.
Withdrawal Rights	You may withdraw the tender of your outstanding notes at any time prior to 5:00 p.m., New York City time, on September 2, 2004.
Federal Income Tax Considerations	The exchange of outstanding notes should not be a taxable event for United States federal income tax purposes.
Use of Proceeds	We will not receive any proceeds from the issuance of exchange notes pursuant to the exchange offer. We will pay all of our expenses incident to the exchange offer.
Exchange Agent	Wells Fargo Bank, National Association is serving as the exchange agent in connection with the exchange offer.

SUMMARY OF TERMS OF THE EXCHANGE NOTES

The form and terms of the exchange notes are the same as the form and terms of the outstanding notes, except that the exchange notes will be registered under the Securities Act of 1933. As a result, the exchange notes will not bear legends restricting their transfer and will not contain the registration rights and liquidated damage provisions contained in the outstanding notes. The exchange notes represent the same debt as the outstanding notes. Both the outstanding notes and the exchange notes are governed by the same indenture. Unless the context otherwise requires, we use the term notes in this prospectus to collectively refer to the outstanding notes and the exchange notes.

Issuer	Curative Health Services, Inc.
Notes offered	\$185,000,000 aggregate principal amount of 10 ³ / ₄ % Senior Notes due 2011, series B.
Interest	The exchange notes will accrue interest from the date of their issuance at the rate of 10 ³ / ₄ % per year. Interest on the exchange notes will be payable semi-annually in arrears on each May 1 and November 1, starting on November 1, 2004.
Maturity date	May 1, 2011.
Optional redemption	We may redeem the exchange notes, in whole or in part, at any time and from time to time on or after May 1, 2008 at a redemption price equal to 100% of the principal amount plus a premium declining ratably to par, plus accrued and unpaid interest. At any time and from time to time prior to May 1, 2007, we may redeem up to 35% of the aggregate principal amount of the exchange notes issued under the indenture with the proceeds of qualified equity offerings at a redemption price equal to 110.75% of the principal amount, plus accrued and unpaid interest; provided that: at least 65% of the aggregate principal amount of the exchange notes issued under the indenture remains outstanding immediately after each such redemption; and each such redemption occurs within 90 days of the date of the consummation of the relevant qualified equity offering.
Change of control	If we experience a change of control, we may be required to offer to purchase the exchange notes at a purchase price equal to 101% of the principal amount, plus accrued and unpaid interest. We might not be able to pay you the required price for exchange notes you present us at the time of a change of control because we might not have enough funds at that time.
Ranking; guarantees	The exchange notes will be unsecured and will rank equally with all of our existing and future unsecured and unsubordinated obligations. All of our existing and future restricted subsidiaries will guarantee the exchange notes. These guarantees will be unsecured and will rank equally with all of the existing and future unsecured and unsubordinated obligations of the guarantors.

	<p>The exchange notes and the guarantees will be effectively subordinated to our and the guarantors' secured obligations, including our revolving credit facility, to the extent of the value of the assets securing such obligations.</p>
	<p>The exchange notes and the guarantees will be senior in right of payment to any of our and the guarantors' existing and future obligations that are, by their terms, expressly subordinated in right of payment to the exchange notes and the guarantees.</p>
<p>Certain covenants</p>	<p>As of March 31, 2004, on a pro forma basis, we and the guarantors would have had approximately \$207.6 million of total indebtedness, \$12.2 million of which would have been secured (including \$0.5 million of CCS capital leases), and we would have up to \$28.3 million of borrowing capacity under our revolving credit facility.</p>
	<p>The indenture governing the exchange notes contains covenants that will limit our ability and the ability of our restricted subsidiaries to, among other things:</p> <ul style="list-style-type: none"> incur additional indebtedness; pay dividends or make other distributions or repurchase or redeem our stock; make investments; sell assets; incur certain liens; enter into agreements restricting our subsidiaries' ability to pay dividends; enter into transactions with affiliates; and consolidate, merge or sell all or substantially all of our assets.
	<p>These covenants are subject to important exceptions and qualifications, which are described under the heading "Description of notes" in this prospectus.</p>
<p>Absence of a public market</p>	<p>The exchange notes are a new issue of securities and there is currently no established market for them. Accordingly, there can be no assurance as to the development or liquidity of any market for the exchange notes. The initial purchaser has advised us that it currently intends to make a market for the exchange notes as permitted by applicable laws and regulations. However, it is not obligated to do so and may discontinue any such market making activities at any time without notice. We expect that the exchange notes will be eligible for trading in The PORTAL Market.</p>
<p>Risk factors</p>	<p>See "Risk factors" beginning on page 19 for discussion of factors you should carefully consider before deciding to participate in the exchange offer.</p>

For a more complete description of the terms of the exchange notes, see "Description of notes."

SUMMARY PRO FORMA CONDENSED CONSOLIDATED FINANCIAL AND OTHER DATA

The following tables present the summary unaudited pro forma condensed consolidated financial data at March 31, 2004 and the consolidated financial data for the three months ended March 31, 2004 and the fiscal year ended December 31, 2003.

The unaudited pro forma condensed consolidated financial data at March 31, 2004 give effect to (i) the offering of the outstanding notes and the application of the proceeds of the offering as described under the heading "Use of proceeds" in this prospectus; (ii) the refinancing of our revolving credit facility and (iii) the acquisition of CCS and resulting pro forma adjustments related to liabilities recorded under EITF 95-3 as if they occurred on March 31, 2004. The unaudited pro forma consolidated financial data for the fiscal year ended December 31, 2003 and the three months ended March 31, 2004 give effect to: (i) the offering of the outstanding notes and the application of the proceeds of the offering as described under the heading "Use of proceeds" in this prospectus; (ii) the refinancing of our revolving credit facility and (iii) the acquisition of CCS as if they occurred on January 1, 2003. The total purchase price for CCS will be allocated to the net assets of CCS based upon estimates of fair value. The pro forma adjustments were based on a preliminary assessment of the value of CCS's tangible and intangible assets. The final valuation analysis may include an adjustment to the amounts recorded for the value of property and equipment, identifiable intangible assets and goodwill, as well as changes in cash consideration based on changes in cash, indebtedness and working capital on the closing date. The final valuation will be determined within one year after the completion of the acquisition. Curative does not expect any material changes to its initial valuation. The summary pro forma consolidated financial and other data do not purport to represent what the results of operations, balance sheet data or financial information of Curative and CCS would have been if the above listed transactions had occurred as of the dates indicated, nor are they indicative of results for any future periods.

The summary pro forma consolidated financial and other data should be read in conjunction with the sections titled "Unaudited pro forma consolidated financial data" and the notes thereto, "Selected historical consolidated financial data of Curative," "Selected historical consolidated financial data of CCS," "Management's discussion and analysis of financial condition and results of operations of Curative," "Management's discussion and analysis of financial condition and results of operations of CCS," and the audited and unaudited financial statements of both Curative and CCS and the accompanying notes thereto appearing elsewhere in this prospectus.

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	Pro Forma	Pro Forma
	Three Months Ended March 31, 2004 ⁽²⁾	Twelve Months Ended December 31, 2003 ⁽¹⁾
	(dollars in thousands)	
	(unaudited)	(unaudited)
Statement of Income Data		
Revenues:		
Products	\$ 85,245	\$ 292,913
Services	6,473	28,898
Total revenues	91,718	321,811
Costs and operating expenses:		
Costs of product sales	67,406	216,074
Costs of services	2,927	13,224
Selling, general and administrative	14,414	60,362
Total costs and operating expenses	84,747	289,660
Income from operations	6,971	32,151
Interest income	36	100
Other (expense) income	(16)	2,290
Interest expense	(4,974)	(20,164)
Income before income taxes	2,017	14,377
Income tax provision	793	5,650
Income from continuing operations	1,224	8,727
Loss from discontinued operations, net	(6)	(324)
Net income	\$ 1,218	\$ 8,403
Other Financial Data		
EBITDA ⁽³⁾	\$ 8,509	\$ 37,261
Capital expenditures ⁽⁴⁾	998	8,987
Balance Sheet Data as of March 31, 2004		
Cash and cash equivalents	\$ 1,506	
Accounts receivable, net	84,898	
Inventories	12,665	
Total assets	410,593	
Total debt ⁽⁵⁾	207,612	
Total stockholders' equity	147,545	

(1)

The pro forma results for the twelve months ended December 31, 2003 include the combination of: (i) the results of operations of Curative for the year ended December 31, 2003; (ii) the results of operations of CCS for the year ended December 31, 2003; (iii) approximately \$1.8 million of cost savings related to the acquisition of CCS; (iv) approximately \$17.2 million of additional pro forma interest expense on the outstanding notes or the exchange notes at an interest rate of 10.75% after giving effect to a \$90 million

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swap from a fixed to floating rate at a swap rate of 7.78% and \$0.7 million of pro forma interest expense on the GE revolving credit facility at an assumed rate of 4.8%; (v) approximately \$1.4 million in amortization of identifiable intangibles related to a preliminary purchase price allocation of CCS; (vi) approximately \$1.5 million of financing fee amortization related to the outstanding notes and the new revolving credit facility; (vii) 2003 expense adjustments of approximately \$0.8 million representing fees and write off of capitalized costs related to termination of Curative's previous credit facilities; (viii) 2003 interest expense and deferred financing cost expense of approximately \$2.5 million related to the credit facilities of Curative and CCS; (ix) approximately \$1.6 million of additional compensation expense,

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including \$1.2 million in retention incentives for Paul McConnell, associated with the acquisition of CCS; and (x) pro forma tax adjustments.

(2)

The pro forma results for the three months ended March 31, 2004 include the combination of: (i) the results of operations of Curative for the three months ended March 31, 2004; (ii) the results of operations of CCS for the three months ended March 31, 2004; (iii) approximately \$0.8 million of cost savings related to the acquisition of CCS; (iv) approximately \$4.3 million of additional pro forma interest expense on the outstanding notes or the exchange notes at an interest rate of 10.75% after giving effect to a \$90 million swap from a fixed to floating rate at a swap rate of 7.78% and \$0.2 million of pro forma interest expense on the GE revolving credit facility at an assumed rate of 4.7%; (v) approximately \$0.4 million in amortization of identifiable intangibles related to a preliminary purchase price allocation of CCS; (vi) approximately \$0.4 million of financing fee amortization related to the outstanding notes and the new revolving credit facility; (vii) expense adjustments of approximately \$0.06 million representing amortization of deferred financing fees on debt that was refinanced; (viii) the elimination of interest expense and deferred financing cost expense of approximately \$0.6 million related to the credit facilities of Curative and CCS; (ix) approximately \$0.4 million of additional compensation expense, including \$0.3 million in retention incentives for Paul McConnell, associated with the acquisition of CCS; and (x) pro forma tax adjustments.

(3)

EBITDA is defined as income before taxes, interest expense, interest income, other (expense) income, discontinued operations, and depreciation and amortization. EBITDA is not a measure more appropriate or meaningful than amounts determined in accordance with US generally accepted accounting principles ("GAAP") such as operating income as a measure of performance or cash flows from operations as a measure of liquidity. EBITDA is presented because we believe it is a useful measure of a company's ability to incur and repay indebtedness. We believe EBITDA provides analysts and investors with useful information for analysis of a company's performance and ability to incur and repay debt and for comparison with other companies in our industry. EBITDA is not calculated in a similar manner by all companies and, therefore, EBITDA as presented herein may not be comparable to that of other companies. Additionally, the presentation of EBITDA herein may not comply with SEC regulations and therefore may differ from the information contained in the exchange offer prospectus. The following table provides a reconciliation of net income (a GAAP measure) to EBITDA:

	Pro Forma		Pro Forma
	Three Months Ended March 31, 2004		Twelve Months Ended December 31, 2003
(dollars in thousands)			
Net income	\$ 1,218	\$	8,403
Income taxes	793		5,650
Interest expense	4,974		20,164
Other expense (income)	16		(2,290)
Interest income	(36)		(100)
Discontinued operations	6		324
Depreciation and amortization	1,538		5,110
	8,509		37,261
EBITDA	\$ 8,509	\$	37,261

(4)

Capital expenditures for Curative includes expenditures of approximately \$0.5 million and \$6.7 million for the three months ended March 31, 2004 and for the year ended December 31, 2003, respectively. Capital expenditures for CCS includes expenditures of approximately \$0.5 million and \$2.3 million for the three months ended March 31, 2004 and for the year ended December 31, 2003, respectively.

(5)

Pro forma total debt includes the \$185 million outstanding notes or exchange notes, debt under the revolving credit facility of approximately \$11.7 million, \$3.5 million in an obligation to the Department of Justice, \$6.9 million in convertible and other promissory notes issued in connection with acquisitions and \$0.5 million in capital lease and other obligations.

SUMMARY HISTORICAL CONSOLIDATED FINANCIAL DATA OF CURATIVE

In the following tables, we provide you with summary historical consolidated financial data of Curative. We have prepared this information using the condensed consolidated financial statements of Curative for the three months ended March 31, 2004 and 2003 and the consolidated financial statements for the three years ended December 31, 2003. The summary consolidated financial data for Curative should be read together with the audited and unaudited consolidated financial statements of Curative and related notes and the section titled "Management's discussion and analysis of financial condition and results of operations of Curative" included elsewhere in this prospectus.

	Three Months Ended March 31		Fiscal Year Ended December 31		
	2004	2003	2003 ⁽¹⁾	2002 ⁽²⁾	2001 ⁽³⁾
			(dollars in thousands)		
	(unaudited)	(unaudited)			
Statement of Operations Data					
Revenues:					
Products	\$ 59,085	\$ 50,450	\$ 185,843	\$ 104,550	\$ 36,776
Services	6,473	7,570	28,898	34,679	44,862
Total revenues	65,558	58,020	214,741	139,229	81,638
Costs and operating expenses:					
Cost of product sales	46,824	37,387	135,449	74,405	29,779
Cost of services	2,927	3,478	13,224	14,892	25,887
Selling, general and administrative	10,018	11,058	44,544	26,401	51,466
Total costs and operating expenses	59,769	51,923	193,217	115,698	107,132