

NEIGHBORCARE INC

Form 3

July 28, 2005

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

OMNICARE INC

(Last)

(First)

(Middle)

1600 RIVERCENTER II, 100
EAST RIVER CENTER BLVD

(Street)

COVINGTON, KY 41011

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

07/28/2005

3. Issuer Name and Ticker or Trading Symbol
NEIGHBORCARE INC [NCRX]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, par value \$0.02 per share

0 ⁽¹⁾

I

By Nectarine Acquisition Corp., a
wholly owned subsidiary of the
reporting person ⁽¹⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OMNICARE INC 1600 RIVERCENTER II 100 EAST RIVER CENTER BLVD COVINGTON, KY 41011		X		

Signatures

/s/ Cheryl D. Hodges, Senior Vice President and Secretary

07/28/2005

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) See General Remarks.

Remarks:

(1) On July 27, 2005, the previously announced offer to purchase (the "Offer") all of the issued and outstanding shares of common stock, par value \$0.02 per share ("Shares") of NeighborCare, Inc. ("NeighborCare") for \$34.75 per Share in cash by Nectarine Acquisition Corp. ("Purchaser"), a wholly owned subsidiary of Omnicare, Inc. ("Omnicare"), expired. On July 28, 2005, pursuant to the Offer, Purchaser accepted for Payment 42,897,600 Shares, which constituted approximately 97.2% of the issued and outstanding Shares. On July 28, 2005, Purchaser was merged with and into NeighborCare, Inc. (the "Merger"), pursuant to which each outstanding Share (other than Shares held by Omnicare, Purchaser or any other subsidiary of Omnicare, Shares held by any subsidiary of NeighborCare and Shares held by any shareholder who has perfected his appraisal rights pursuant to Subchapter 15D and Section 1930 of the Pennsylvania Business Corporation Law of 1988, as amended) was converted into the right to receive \$34.75 per Share in cash and each outstanding Share held by a

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Omnicare, Purchaser or any other subsidiary of Omnicare was cancelled and no payment made with respect thereto. Also, pursuant to the Merger, each issued and outstanding share of common stock of Purchaser, no par value per share, was converted into one share of common stock of the surviving corporation, par value \$0.02 per share. As a result of the Merger, NeighborCare became a direct wholly owned subsidiary of Omnicare, and Purchaser ceased to exist. NeighborCare has filed Form 15 to terminate registration of the Shares under the Securities Exchange Act of 1934.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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