

DAVITA INC  
Form 8-K  
June 02, 2009

**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): May 27, 2009

**DAVITA INC.**

(Exact name of registrant as specified in its charter)

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

**1-14106**  
(Commission  
File Number)

**No. 51-0354549**  
(IRS Employer

Identification No.)

**601 Hawaii Street**

**El Segundo, California 90245**

(Address of principal executive offices including Zip Code)

**(310) 536-2400**

(Registrant's telephone number, including area code)

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**Not applicable**

**(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 registrant under any of the following provisions:

- .. 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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On May 27, 2009, the Board of Directors (the Board) of DaVita Inc. (the Company) elected Pamela M. Arway, as a member of the Board. The Board has not yet determined the committees of the Board to which Ms. Arway may be appointed. A copy of the press release announcing the election of Ms. Arway is attached hereto as Exhibit 99.1.

Pursuant to the Company's Non-Management Director Compensation Philosophy and Plan (the Plan), Ms. Arway will receive an initial grant of stock-settled stock appreciation rights on a base number of 15,000 shares of the common stock of the Company in connection with her election to the Board. Ms. Arway will receive the standard compensation amounts payable to non-management directors of the Company as set forth in the Plan. The foregoing description of the Plan is qualified in its entirety by reference to the Plan filed on May 8, 2008 as an exhibit to the Company's Quarterly Report on Form 10-Q for the first quarter ended March 31, 2008.

No arrangement or understanding exists between Ms. Arway and any other person or persons pursuant to which she was selected as a director. The Company has not been a participant in any transaction since the beginning of its last fiscal year, and is not a participant in any currently proposed transaction, in which Ms. Arway, or any member of her immediate family, has a direct or indirect material interest.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit<br/>Number</b> | <b>Description</b>                              |
|---------------------------|---|
| 99.1                      | Press Release of DaVita Inc. dated May 28, 2009 |

**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.

Date: June 2, 2009

DAVITA INC.

/s/ Jeffrey L. Miller  
Jeffrey L. Miller

Vice President, Deputy General Counsel and Secretary

**EXHIBIT INDEX**

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