

CAREMARK RX INC  
Form 425  
January 19, 2007

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**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**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): January 19, 2007

**CVS CORPORATION**

(Exact Name of Registrant  
as Specified in Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**001-01011**

(Commission File Number)

**050494040**

(IRS Employer Identification No.)

**One CVS Drive**

**Woonsocket, Rhode Island**

(Address of Principal Executive Offices)

**02895**

(Zip Code)

Registrant's telephone number, including area code: **(401) 765-1500**

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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)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 8 - Other Events**

**Item 8.01 Other Events**

This Current Report on form 8-K is filed to file the opinion of Davis Polk & Wardwell and the opinion of King & Spalding LLP, in each case, as an exhibit to the Registration Statement (No. 333-139470) on Form S-4 relating to the proposed merger of Caremark Rx, Inc. with and into Twain MergerSub L.L.C., a Delaware limited liability corporation and wholly owned subsidiary of CVS Corporation.

**Section 9 - Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits**

| <b>Exhibit No.</b> | <b>Document</b>   |
|--------------------|---|
| Exhibit 8.1        | Opinion of Davis Polk & Wardwell regarding material federal income tax consequences relating to the merger, as described in the Joint Proxy Statement/Prospectus included in Registration Statement (No. 333-139470) on Form S-4. |
| Exhibit 8.2        | Opinion of King & Spalding LLP regarding material federal income tax consequences relating to the merger, as described in the Joint Proxy Statement/Prospectus included in Registration Statement (No. 333-139470) on Form S-4.   |

**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.

**CVS CORPORATION**

Date: January 19, 2007  
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By: /s/ Douglas A. Sgarro  
\_\_\_\_\_

Name: Douglas A. Sgarro  
Title: Executive Vice President and  
Chief Legal Officer

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**EXHIBIT INDEX**

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