

AMERIPATH INC
Form 8-K
February 15, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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): **February 12, 2007**

AMERIPATH, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-22313
(Commission
File Number)

65-0642485
(IRS Employer
Identification No.)

7111 Fairway Drive

Suite 400

Palm Beach Gardens, FL 33418

(Address of Principal Executive Offices) (Zip Code)

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

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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SIGNATURE

ITEM 1.01. Entry into a Material Definitive Agreement

On February 12, 2007, the credit agreement among, AmeriPath, Inc., AmeriPath Holdings, Inc., the lenders party thereto and Wachovia Bank, National Association, as Administrative Agent, governing AmeriPath, Inc.'s senior secured credit facility was amended to, among other things, permit AmeriPath Intermediate Holdings, Inc. to issue its senior unsecured floating rate PIK toggle notes in an initial principal amount of \$125.0 million, and to use the net proceeds from such issuance to repay outstanding loans under AmeriPath's revolving loan facility, for general corporate purposes, including consummating various contemplated acquisitions, and to pay related fees and expenses. A copy of the amendment is attached hereto as Exhibit 10.1. The forgoing description of the amendment does not purport to be complete and is qualified in its entirety by the provisions of such document attached hereto.

Item 8.01. Other Events

On February 14, 2007, AmeriPath, Inc. issued a press release announcing that its direct parent company, AmeriPath Intermediate Holdings, Inc., consummated an offering under Rule 144A and Regulation S of \$125.0 million in senior unsecured floating rate PIK toggle notes due 2014. A copy of the press release is furnished as Exhibit 99.1 to this Current Report.

Item 9.01. Financial Statements and Exhibits

(d) *Exhibits.*

- 10.1 Amendment #2 to Credit Agreement dated as of February 12, 2007 among AmeriPath, Inc., AmeriPath Holdings, Inc. the Lenders party thereto, and Wachovia Bank, National Association, as Administrative Agent.
- 99.1 Press Release, dated February 14, 2007

SIGNATURE

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.

AMERIPATH, INC.

Dated: February 14, 2007

By:

/s/ DONALD E. STEEN
Donald E Steen
Chairman and Chief Executive Officer

INDEX TO EXHIBITS

Exhibit No.	Description
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99.1	Press Release, dated February 14, 2007.