

CAREMARK RX INC  
Form 8-K  
February 26, 2007

---

# 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): February 24, 2007

---

## CAREMARK RX, INC.

(Exact Name of Registrant as Specified in Charter)

---

Delaware

(State or Other Jurisdiction of Incorporation)

**1-14200**  
(Commission File Number)

**63-1151076**  
(IRS Employer Identification No.)

**211 Commerce Street, Suite 800,**  
**Nashville, Tennessee**  
(Address of Principal Executive Offices)

**37201**  
(Zip Code)

Registrant's telephone number, including area code: (615) 743-6600

---

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):

Edgar Filing: CAREMARK RX INC - Form 8-K

- x 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))
-

**Section 8 - Other Events**

**Item 8.01 Other Events**

Attached hereto as Exhibit 99.1 and incorporated herein by reference is a press release issued by Caremark Rx, Inc. ( Caremark or the Registrant ) on February 24, 2007.

Attached hereto as Exhibit 99.2 and incorporated herein by reference is a letter, dated February 26, 2007, sent by Caremark to its stockholders.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

**Exhibit No.**

**99.1** Press release dated February 24, 2007.

**99.2** Letter, dated February 26, 2007, to Caremark stockholders.

**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.

**CAREMARK RX, INC.**

Date: February 26, 2007

By: /s/ Peter J. Clemens IV  
Name: Peter J. Clemens IV  
Title: Executive Vice President

and Chief Financial Officer