

CVS/CAREMARK CORP  
Form SC TO-C  
March 23, 2007

---

---

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

**Schedule TO**

*Tender Offer Statement under Section  
14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934*

**CVS/CAREMARK CORPORATION  
(Name of Issuer)**

**CVS/CAREMARK CORPORATION (Issuer)  
(Name of Filing Person (Identifying Status as Offeror, Issuer or Other Person))**

**Common Stock, \$0.01 Par Value  
(Title of Class of Securities)**

**126650  
(CUSIP Number of Class of Securities)**

**Douglas A. Sgarro, Esq.  
Executive Vice President-Strategy and Chief Legal Officer  
CVS/Caremark Corporation  
One CVS Drive  
Woonsocket, RI 02895  
(401) 765-1500**

**(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications on Behalf of Filing Persons)**

*Copy to:*  
**Louis Goldberg, Esq.  
John D. Amorosi, Esq  
Davis Polk & Wardwell  
450 Lexington Avenue  
New York, New York 10017  
Telephone: (212) 450-4000**

**CALCULATION OF FILING FEE**

**Transaction Valuation**

**Amount of**

**Not Applicable**

**Filing Fee  
Not Applicable**

“ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:           N/A          

Filing Party:           N/A          

Form of Registration No.:           N/A          

Date Filed:           N/A          

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

“  third-party tender offer subject to Rule 14d-1

issuer tender offer subject to Rule 13e-4

“  going-private transaction subject to Rule 13e-3

“  amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer: “

---

---

---

**SCHEDULE TO**

This Tender Offer Statement on Schedule TO relates to pre-commencement communications in connection with the planned tender offer by CVS/Caremark Corporation, a Delaware corporation (“CVS”), to purchase 150,000,000 shares of its common stock, \$0.01 par value per share (the “Shares”), or such lesser number of Shares as is properly tendered and not properly withdrawn, at a price of \$35.00 per Share, without interest. This Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(1) of the Securities Exchange Act of 1934, as amended.

**Item 12. Exhibits.**

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| (a)(5)                    | Press Release, ("CVS/Caremark Corporation Merger Closes, Creating the Nation's Leading Pharmacy Services Company") dated March 22, 2007, of CVS/Caremark Corporation (incorporated by reference to Exhibit 99.1 to the CVS/Caremark Corporation Current Report on Form 8-K filed on March 23, 2007). |

---

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| (a)(5)                    | Press Release, ("CVS/Caremark Corporation Merger Closes, Creating the Nation's Leading Pharmacy Services Company") dated March 22, 2007, of CVS/Caremark Corporation (incorporated by reference to Exhibit 99.1 to the CVS/Caremark Corporation Current Report on Form 8-K Filed on March 23, 2007). |