

PharMerica CORP  
Form SC TO-C  
August 23, 2011

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): August 23, 2011

**OMNICARE, INC.**

(Exact Name of Registrant as Specified in Charter)

DELAWARE  
(State or Other Jurisdiction  
of Incorporation)

1-8269  
(Commission File Number)

31-1001351  
(IRS Employer  
Identification No.)

100 East RiverCenter Boulevard, Suite 1600

Covington, Kentucky  
(Address of Principal Executive Offices)

41011  
(859) 392-3300

(Zip Code)

(Registrant's telephone number, including area code)

Not Applicable

(Former name or address, if changed since last report)

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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:

- 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 8.01 Other Events.**

On August 23, 2011, Omnicare, Inc. issued a press release announcing its proposal to acquire PharMerica Corporation ( PharMerica ). The press release announcing the proposal, including the full text of the proposal letter delivered to PharMerica s Board of Directors, is attached as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | Press Release of Omnicare, Inc., dated August 23, 2011. |

**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.

**OMNICARE, INC.**

By: /s/ Alexander M. Kayne  
Name: Alexander M. Kayne  
Title: Senior Vice President, General Counsel  
and Secretary

Dated: August 23, 2011

EXHIBIT INDEX

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