

VCA INC  
Form 3  
August 11, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |          |   |  |  |
|---|---------|----------|---|--|--|
| 1. Name and Address of Reporting Person * |         |          | 2. Date of Event Requiring Statement  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â GLENVIEW CAPITAL MANAGEMENT, LLC        |         |          | (Month/Day/Year)  | VCA INC [WOOF]                                     |  |
| (Last)                                    | (First) | (Middle) | 08/08/2014  |  |  |
| 767 FIFTH AVENUE,Â 44TH FLOOR             |         |          | 4. Relationship of Reporting Person(s) to Issuer  |  |  |
| (Street)                                  |         |          | (Check all applicable)  |  |  |
| NEW YORK,Â NYÂ 10153                      |         |          | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)                   |  |  |
| (City)                                    | (State) | (Zip)    | 5. If Amendment, Date Original Filed(Month/Day/Year)  |  |  |
|   |         |          | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, \$0.001 par value    | 8,686,170 <u>(3)</u>                                     | I <u>(1)</u> <u>(2)</u>   | See Footnotes <u>(1)</u> <u>(2)</u>                      |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|                            | Date Exercisable | Expiration Date | Title                           | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |                                     |
|----------------------------|------------------|-----------------|---------------------------------|----------------------------|----------|---------------------------------------|-------------------------------------|
| Call Option (Right to Buy) | 10/20/2014       | 10/20/2014      | Common Stock, \$0.001 par value | 4,114,200                  | \$ 0     | I <u>(1)</u> <u>(2)</u>               | See Footnotes <u>(1)</u> <u>(2)</u> |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| GLENVIEW CAPITAL MANAGEMENT, LLC<br>767 FIFTH AVENUE<br>44TH FLOOR<br>NEW YORK, NY 10153 | Â             | Â X       | Â       | Â     |
| ROBBINS LAWRENCE M<br>767 FIFTH AVENUE<br>44TH FLOOR<br>NEW YORK, NY 10153               | Â             | Â X       | Â       | Â     |

## Signatures

/s/ Mark J. Horowitz, President of Glenview Capital Management, LLC and attorney-in-fact for Lawrence M. Robbins

08/11/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These shares of the Issuer's Common Stock, \$0.001 par value (the "Shares") and these call options that represent the right to buy Shares, as applicable, are held for the accounts of Glenview Capital Partners, L.P., Glenview Capital Master Fund, Ltd., Glenview Institutional Partners, L.P., Glenview Offshore Opportunity Master Fund, Ltd. and Glenview Capital Opportunity Fund, L.P. Glenview Capital Management, LLC serves as investment manager to each of Glenview Capital Partners, L.P., Glenview Capital Master Fund, Ltd., Glenview Institutional Partners, L.P., Glenview Offshore Opportunity Master Fund, Ltd. and Glenview Capital Opportunity Fund, L.P. Mr. Robbins is the Chief Executive Officer of Glenview Capital Management, LLC.

(2) Each Reporting Person disclaims beneficial ownership of the Shares except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(3) The Reporting Persons are filing this Form 3 as a result of Issuer reporting in its quarterly report on Form 10-Q, filed August 8, 2014, an updated figure of 86,214,083 Shares outstanding.

Â

### Remarks:

Exhibit List: The Power of Attorney filed as Exhibit B to the Schedule 13G filed by the Reporting Person

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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