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CARECENTRIC INC  
Form DEFA14A  
May 09, 2003

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant  [X]  
Filed by a Party other than the Registrant

Check the appropriate box:

- [ ] Preliminary Proxy Statement
- [ ] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- [ ] Definitive Proxy Statement
- [ ] Definitive Additional Materials
- [X] Soliciting Material Pursuant to Rule 14a-12

CARECENTRIC, INC.

-----  
(Name of Registrant as Specified In Its Charter)  
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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[X] No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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[ ] Fee paid previously with preliminary materials.

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

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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INVESTOR NOTICE

If CareCentric proceeds with a proposed merger described previously, then it will file with the SEC a proxy statement and other relevant documents concerning the merger. Investors of CareCentric are urged to read the proxy statement when and if filed and any other relevant documents filed with the SEC because they will contain important information. You will be able to obtain the documents free of charge at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). In addition, you may obtain documents filed with the SEC by CareCentric free of charge by requesting them in writing from Ana McGary at CareCentric, Inc., 2625 Cumberland Parkway, Suite 310, Atlanta, GA 30339 or by telephone at (678) 264-4400.

CareCentric, its directors and executive officers and certain of their employees and the investor group described previously may be deemed to be participants in the solicitation of proxies from the stockholders of CareCentric in connection with the merger, if consummated. These participants may have interests in the merger, if consummated, including interests resulting from holding options or shares of CareCentric common stock. Information about the interests of directors and executive officers of CareCentric, the investor group, and their ownership of securities of CareCentric will be set forth in the proxy statement, when and if filed.

Investors should read the proxy statement carefully when and if it becomes available before making any voting or investment decisions.

NEWS RELEASE

FOR IMMEDIATE RELEASE

CONTACT: John R. Festa  
President and CEO  
(678) 264-4400

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### CARECENTRIC REPORTS 1ST QUARTER 2003 FINANCIAL RESULTS

ATLANTA, GA (MAY 9, 2003) - CARECENTRIC, INC. (OTC BULLETIN BOARD: CURA), a leading provider of management information systems to the home health care community, reports today its financial results for the calendar quarter ended March 31, 2003. CareCentric reported a 4.3% increase in revenues for the three months ended March 31, 2003 to \$5.5 million against revenues of \$5.3 million for the three months ended March 31, 2002. The Net Cash provided from Operating Activities during the three months ended March 31, 2003 of \$0.6 million represented a \$1.8 million improvement when compared against the Use of Net Cash in Operating Activities of \$1.2 million reported for the 1st quarter of 2002. Net Income for the three months ended March 31, 2003 was \$0.4 million, which represented an increase of \$1.0 million over the Net Loss of \$0.6 million reported for the three months ended March 31, 2002.

"Our first quarter results for 2003 when compared to the first quarter of 2002 confirms the level of operating stability the Company has achieved over the course of the last year," stated John R. Festa, President and CEO of CareCentric. "Our increase in revenues in the first quarter was generated largely by our maintenance service offerings while our new system sales ran more slowly than expected. New system sales trends have been slow to improve as our customers remain involved in managing implementation of HIPAA regulations, cost reduction efforts in response to the 15% reduction in reimbursement rates and general economic sluggishness."

Mr. Festa added, "While our comparative quarter results are good, our objectives going forward remain clear. We must excel in all areas of customer satisfaction and aggressively work towards the extension of our product enhancement

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activities and development efforts for the new product platform. We continue to solicit our customers' input towards those objectives through the use of customer service satisfaction surveys and customer advisory boards. Additionally, we are focused on greater marketing efforts and the addition of more service offerings to our customers to improve their satisfaction and capabilities in the use of our products. "

"The Board remains pleased with the financial performance and the actions taken by the Company," said John Reed, Chairman of the Board of Directors. "The Company continues to push its objectives to new levels and despite the sales softness is continuing to meet its financial goals."

CareCentric provides information technology systems and services to over 1,500 customers. CareCentric provides freestanding, hospital-based and multi-office home health care providers (including skilled nursing, private duty, home medical equipment and supplies, IV pharmacy and hospice) complete information solutions that enable these home care operations to generate and utilize comprehensive and integrated financial, operational and clinical information. With offices nationwide, CareCentric is headquartered in Atlanta, Georgia.

Note regarding Private Securities Litigation Reform Act: Statements made in this press release which are not historical facts, including projections, statements of plans, objectives, expectations, or future economic performance, are forward looking statements that involve risks and uncertainties and are subject to the safe harbor created by the Private Securities Litigation Reform Act of 1995. CareCentric's future financial performance could differ significantly from that set forth herein, and from the expectations of management. Important factors that could cause CareCentric's financial performance to differ materially from

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past results and from those expressed in any forward looking statements include, without limitation, the inability to obtain additional capital resources, variability in quarterly operating results, customer concentration, product performance and acceptance, long sales cycles, long and varying delivery cycles, CareCentric's dependence on business partners, emerging technological standards, risks associated with acquisitions and the risk factors detailed in CareCentric's Registration Statement on Form S-4 (File No. 333-96529) and from time to time in CareCentric's periodic reports filed with the Securities and Exchange Commission. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates.

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CARECENTRIC, INC.  
CONSOLIDATED BALANCE SHEETS

|  | MARCH 31,<br>2003    | DECEMBER 31,<br>2002 |
|--|----------------------|----------------------|
|  | -----<br>(unaudited) | -----<br>(audited)   |
| ASSETS   |                      |                      |
| Current assets:  |                      |                      |
| Cash and cash equivalents  | \$ 1,183             |                      |
| Accounts receivable, net of allowance for doubtful<br>accounts of \$1,087 and \$1,307 respectively | 4,318                |                      |
| Prepaid expenses and other current assets  | 813                  |                      |
| Notes receivable   | 180                  |                      |
|  | -----                | -----                |
| Total current assets   | 6,494                |                      |
| Purchased software, furniture and equipment, net   | 931                  |                      |
| Intangible assets, net   | 4,026                |                      |
| Long term notes receivable   | 313                  |                      |
|  | -----                | -----                |
| Total assets   | \$ 11,764            |                      |
|  | =====                | =====                |
| LIABILITIES AND SHAREHOLDERS' DEFICIT  |                      |                      |
| Current liabilities:   |                      |                      |
| Line of credit   | \$ 4,125             |                      |
| Accounts payable   | 1,489                |                      |
| Accrued compensation expense   | 480                  |                      |
| Accrued liabilities  | 6,125                |                      |
| Customer deposits  | 1,380                |                      |
| Unearned revenues  | 4,560                |                      |
|  | -----                | -----                |
| Total current liabilities  | 18,159               |                      |
| Accrued liabilities, less current portion  | -                    |                      |
| Note payable long-term   | 8,647                |                      |
| Commitments and contingencies  |                      |                      |
| Shareholders' deficit  |                      |                      |

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|   |           |
|---|-----------|
| Preferred Stock: 10 shares authorized                           |           |
| Series B Preferred, \$.001 par value;                           |           |
| 5,600 issued and outstanding; liquidation value \$1.37          | 6         |
| Series D Preferred, \$.001 par value;                           |           |
| 398 issued and outstanding; liquidation value \$3.14            | -         |
| Series E Preferred, \$.001 par value;                           |           |
| 210 issued and outstanding; liquidation value \$1.04            | -         |
| Common stock, \$.001 par value; 20 shares authorized; 4,371,350 |           |
| shares issued and outstanding at March 31, 2003 and             |           |
| December 31, 2002   | 4         |
| Unearned compensation   | (117)     |
| Additional paid-in capital                                      | 20,430    |
| Stock warrants  | 1         |
| Accumulated deficit   | (36,365)  |
|   | -----     |
| Total shareholders' deficit                                     | (15,042)  |
|   | -----     |
|   |           |
| Total liabilities and shareholders' deficit                     | \$ 11,764 |
|   | =====     |

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CARECENTRIC, INC.  
CONSOLIDATED STATEMENTS OF OPERATIONS

|                                     | THREE MONTHS ENDED MARCH 31, |             |
|-------------------------------------|------------------------------|-------------|
|                                     | 2003                         | 2002        |
|                                     | (unaudited)                  | (unaudited) |
| Net revenues                        | \$ 5,478                     | \$ 5,253    |
| Costs and expenses:                 |                              |             |
| Cost of revenues                    | 1,823                        | 1,676       |
| Selling, general and administrative | 2,217                        | 2,699       |
| Research and development            | 835                          | 947         |
| Amortization and depreciation       | 394                          | 425         |
|                                     | -----                        | -----       |
| Total costs and expenses            | 5,269                        | 5,747       |
|                                     | -----                        | -----       |
| Income (loss) from operations       | 209                          | (494)       |
| Other income (expense):             |                              |             |
| Interest expense                    | (174)                        | (168)       |
| Interest and other income           | 343                          | (2)         |
|                                     | -----                        | -----       |
| Income (loss) before taxes          | 378                          | (664)       |
|                                     | -----                        | -----       |
| Income tax benefit (expense)        | (23)                         | -           |
| Net Income (loss)                   | 355                          | (664)       |

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|  |         |           |
|--|---------|-----------|
| Cumulative Preferred Dividends   | (155)   | (180)     |
| Net Income (loss) available to common shareholders                               | \$ 200  | \$ (844)  |
| Net Income (loss) per share - basic and diluted                                  | \$ 0.08 | \$ (0.15) |
| Net Income (loss) per share - basic and diluted available to common shareholders | \$ 0.05 | \$ (0.19) |
| Weighted average common shares - basic and diluted                               | 4,371   | 4,371     |

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CARECENTRIC, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOW

|  | Three Months ended March 31, |             |
|--|------------------------------|-------------|
|  | 2003                         | 2002        |
|  | (unaudited)                  | (unaudited) |
| CASH FLOWS FROM OPERATING ACTIVITIES:  |                              |             |
| Net Income (loss)  | \$ 200                       | \$ (844)    |
| ADJUSTMENTS TO RECONCILE NET INCOME (LOSS) TO NET CASH (USED IN) PROVIDED BY OPERATING ACTIVITIES: |                              |             |
| Provision for doubtful accounts  | -                            | 157         |
| Amortization and depreciation  | 394                          | 425         |
| Stock based compensation charge to earnings  | 17                           | 23          |
| CHANGES IN ASSETS AND LIABILITIES:   |                              |             |
| Accounts receivable  | 314                          | (1,406)     |
| Prepaid expenses and other current assets  | (117)                        | 19          |
| Notes receivable   | (120)                        | 37          |
| Accounts payable   | (95)                         | 447         |
| Accrued compensation   | (76)                         | (50)        |
| Accrued liabilities  | (138)                        | (167)       |
| Customer deposits  | (115)                        | 26          |
| Unearned revenues  | 337                          | 126         |
| Net cash provided by / (used in) operating activities  | 601                          | (1,207)     |

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CASH FLOWS FROM INVESTING ACTIVITIES:

|   |       |       |
|---|-------|-------|
| Purchase of software, furniture and equipment         | (6)   | (19)  |
|   | ----- | ----- |
| Net cash provided by / (used in) investing activities | (6)   | (19)  |
|   | ----- | ----- |

CASH FLOWS FROM FINANCING ACTIVITIES:

|   |          |        |
|---|----------|--------|
| Proceeds from notes payable                           | 127      | 1      |
| Increase (decrease) in line of credit                 | (400)    | 395    |
| Payments on capital lease obligation                  | -        | (9)    |
| Proceeds from Consulting note receivable              | 35       | 96     |
|   | -----    | -----  |
| Net cash provided by / (used in) financing activities | (238)    | 1,482  |
| Net change in cash and cash equivalents               | 357      | 256    |
| Cash and cash equivalents, beginning of period        | 826      | 201    |
|   | -----    | -----  |
| Cash and cash equivalents, end of period              | \$ 1,183 | \$ 457 |
|   | =====    | =====  |
| Cash paid during period for interest                  | \$ 63    | \$ 81  |