

VISTACARE, INC.
Form 8-K
August 11, 2006

Table of Contents

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 8, 2006
VISTACARE, INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|---|---|
| Delaware (State or other jurisdiction of incorporation) | 000-50118 (Commission File Number) | 06-1521534 (IRS Employer Identification No.) |
| 4800 North Scottsdale Road, Suite 5000 Scottsdale, Arizona | | 85251 |
| (Address of principal executive offices) | | (Zip Code) |

Registrant's telephone number, including area code: **(480) 648-4545**

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):

- 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))
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TABLE OF CONTENTS

Item 2.02. Results of Operations and Financial Condition

Item 9.01. Financial Statements and Exhibits

SIGNATURE

EXHIBIT INDEX

Exhibit 99.1

Exhibit 99.2

Exhibit 99.3

Table of Contents**Item 2.02. Results of Operations and Financial Condition.**

On August 8, 2006, VistaCare, Inc. issued a press release announcing its financial results for the quarter ended June 30, 2006. A copy of the press release is furnished as Exhibit 99.1 to this report. On the same date, VistaCare, Inc. issued a press release including unaudited financial information for the quarter ended June 30, 2006. A copy of the press release is furnished as Exhibit 99.2 to this report.

On August 8, 2006, the Company held a conference call discussing its financial results for the quarter ended June 30, 2006. A transcript of the conference call is furnished as Exhibit 99.3 to this report. The transcript includes references to the financial measure EBITDA, which measurement may be deemed a non-GAAP financial measure under rules of the Securities and Exchange Commission, including Regulation G. The Company defines EBITDA as earnings before interest expense, income taxes, depreciation and amortization. For the quarter ended June 30, 2006, the Company calculated EBITDA to be equal to net patient revenue minus patient care expenses minus sales, general and administrative expenses, as follows:

| | Three Months Ended June 30, 2006 (in thousands) |
|--|--|
| Net patient revenue | \$ 59,914 |
| Patient care expenses | (38,215) |
| Sales, general and administrative expenses | (20,623) |
| EBITDA | \$ 1,076 |

In accordance with general instruction B.2 to Form 8-K, information in this Item 2.02 and the exhibits attached hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of such section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.**Exhibits:**

- 99.1 Press release of VistaCare, Inc., dated August 8, 2006.
- 99.2 Press release of VistaCare, Inc., dated August 8, 2006.
- 99.3 Transcript of VistaCare's conference call held on August 8, 2006 discussing its financial results for the quarter ended June 30, 2006.

Table of Contents

SIGNATURE

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.

VISTACARE, INC.

Date: August 11, 2006

By: /s/ Stephen Lewis

Name: Stephen Lewis

Title: Secretary

Table of Contents

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