

SAFARI HOLDING CORP  
Form 10-12B  
March 26, 2007

As filed with the Securities and Exchange Commission on March 23, 2007

File No.

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10**

**GENERAL FORM FOR REGISTRATION OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR 12(g) OF**

**THE SECURITIES EXCHANGE ACT OF 1934**

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**SAFARI HOLDING CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**87-0792558**  
(I.R.S. Employer  
Identification No.)

**680 South 4<sup>th</sup> Street\***  
**Louisville, Kentucky**  
(Address of principal executive offices)

**40202**  
(Zip Code)

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Registrant's telephone number, including area code

**502-596-7300**

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class<br>to be so registered | Name of each exchange on which<br>each class is to be registered |
|--|--|
| Common Stock, par value \$0.01 per share   | New York Stock Exchange  |

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**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

**(Title of Class)**

\* The registrant is currently named Safari Holding Corporation. Before the closing of the transaction, the registrant will change its name and may change its address.

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**INFORMATION INCLUDED IN PRELIMINARY INFORMATION STATEMENT AND INCORPORATED BY REFERENCE IN  
FORM 10**

**CROSS-REFERENCE SHEET BETWEEN PRELIMINARY INFORMATION STATEMENT  
AND ITEMS OF FORM 10**

This Registration Statement on Form 10 (the "Form 10") incorporates by reference information contained in the preliminary information statement filed as Exhibit 99.1 hereto (the "preliminary information statement"). The cross-reference table below identifies where the items required by Form 10 can be found in the preliminary information statement.

**LOCATION IN THE PRELIMINARY**

**INFORMATION STATEMENT**

ent Regarding Forward-Looking Statements, The Transaction, Management's Discussion and Analysis of Financial Condition and Results of Operations, O

t's Discussion and Analysis of Financial Condition and Results of Operations, Unaudited Pro Forma Condensed Financial Information and Index to Financial

red.



**LOCATION IN THE PRELIMINARY**

**INFORMATION STATEMENT**

Financial Condition and Results of Operations.

Financial Data, Selected Historical Financial Data, Management's Discussion and Analysis of Financial Condition and Results of Operations, Unaudited Pro Forma Financial Statements

The following financial statements and financial statement schedule are included in the preliminary information statement and filed as part of the Registration Statement:

- (1) Report of Independent Registered Public Accounting Firm
  
- (2) Kindred Pharmacy Services, Inc., a wholly-owned subsidiary of Kindred Healthcare, Inc., Consolidated Financial Statements:
  - (A) Consolidated Statements of Operations for the years ended December 31, 2006, 2005 and 2004
  
  - (B) Consolidated Balance Sheets, December 31, 2006 and 2005
  
  - (C) Consolidated Statements of Stockholders' Equity for the years ended December 31, 2006, 2005 and 2004
  
  - (D) Consolidated Statements of Cash Flows for the years ended December 31, 2006, 2005 and 2004
  
  - (E) Notes to Consolidated Financial Statements
  
  - (F) Schedule II - Valuation and Qualifying Accounts for the years ended December 31, 2006, 2005 and 2004
  
- (3) Report of Independent Registered Public Accounting Firm

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- (4) PharmaSTAT, LLC Financial Statements
  - (A) Statements of Operations and Members' Equity for the seven months ended July 31, 2006 and the year ended December 31, 2005
  - (B) Balance Sheets, July 31, 2006 and December 31, 2005
  - (C) Statements of Cash Flows for the seven months ended July 31, 2006 and the year ended December 31, 2005
  - (D) Notes to Financial Statements
- (5) Report of Independent Registered Public Accounting Firm
- (6) PharMerica LTC (a Carved-out Business of PharMerica, Inc., a wholly-owned subsidiary of AmerisourceBergen Corporation) Financial Statements
  - (A) Balance Sheets, September 30, 2006 and 2005
  - (B) Statements of Operations for the years ended September 30, 2006, 2005 and 2004
  - (C) Statements of Parent's Investment for the years ended September 30, 2006, 2005 and 2004

(D) Statements of Cash Flows for the years ended September 30, 2006, 2005 and 2004

(E) Notes to Financial Statements

(7) PharMerica LTC (a Carved-out Business of PharMerica, Inc., a wholly-owned subsidiary of AmerisourceBergen Corporation) Unaudited Financial Statements

(A) Balance Sheets, December 31, 2006 and September 30, 2006

(B) Statements of Operations for the three months ended December 31, 2006 and 2005

(C) Statements of Cash Flows for the three months ended December 31, 2006 and 2005

(D) Notes to Unaudited Financial Statements

(b) Exhibits

The following exhibits are filed herewith unless otherwise indicated:

| Exhibit Number | Description  |
|----------------|--|
| 2.1            | Master Transaction Agreement, dated as of October 25, 2006, by and among AmerisourceBergen Corporation, PharMerica, Inc., Kindred Healthcare, Inc., Kindred Pharmacy Services, Inc., Kindred Healthcare Operating, Inc., Safari Holding Corporation, Hippo Merger Corporation and Rhino Merger Corporation |
| 3.1            | Certificate of Incorporation of the registrant   |
| 3.2            | Bylaws of the registrant   |
| 4.1*           | Specimen common stock certificate of the registrant  |
| 10.1*          | Form of Transition Services Agreement between Kindred Healthcare, Inc. and Safari Holding Corporation  |
| 10.2*          | Form of Transition Services Agreement between AmerisourceBergen Corporation and Safari Holding Corporation   |
| 10.3           | Tax Matters Agreement, dated as of October 25, 2006, by and among AmerisourceBergen Corporation, PharMerica, Inc., Kindred Healthcare, Inc., Kindred Pharmacy Services, Inc. and Safari Holding Corporation  |
| 10.4*          | Form of Information Services Agreement between Kindred Healthcare, Inc. and Safari Holding Corporation   |
| 10.5#          | Form of Prime Vendor Agreement between AmerisourceBergen Drug Corporation and Safari Holding Corporation   |
| 10.6#          | Pharmacy Services Agreement dated as of July 1, 2006 between PharMerica Inc. and Ceres Strategies, Inc.  |
| 10.7#          | Master Pharmacy Provider Agreement dated as of July 1, 2004 by and among Kindred Healthcare Operating, Inc., Kindred Hospitals East L.L.C., Kindred Hospitals West, L.L.C., Kindred Hospitals Limited Partnership, THC Seattle, Inc., THC Chicago, Inc., and Kindred Pharmacy Services, Inc.               |
| 10.8           | Employment Agreement dated January 14, 2007 between Gregory S. Weishar, AmerisourceBergen Corporation, Kindred Healthcare, Inc. and Safari Holding Corporation   |
| 10.9*          | Corporate Integrity Agreement dated as of March 29, 2005 between PharMerica, Inc., PharMerica Drug Systems, Inc., their subsidiaries and the Office of Inspector General of the United States Department of Health and Human Services  |
| 10.10*         | Safari Holding Corporation Omnibus Incentive Plan  |
| 10.11*         | Credit Agreement among NewCo and the lenders from time to time party thereto   |
| 21.1*          | Subsidiaries of the registrant   |
| 99.1           | Preliminary information statement dated March 23, 2007   |

# Application has been made to the Securities and Exchange Commission to seek confidential treatment of certain provisions. Omitted material for which confidential treatment has been requested has been filed separately with the Securities and Exchange Commission.

\* To be filed by amendment.





**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

SAFARI HOLDING CORPORATION

Date: March 23, 2007

By: /s/ GREGORY S. WEISHAR  
Name: **Gregory S. Weishar**  
Title: **Chief Executive Officer**

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**EXHIBIT INDEX**

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