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NEIGHBORCARE INC
Form 8-A12G/A
July 11, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR (G)
OF THE SECURITIES EXCHANGE ACT OF 1934

NEIGHBORCARE, INC.
(Exact Name of Registrant as Specified in its Charter)

PENNSYLVANIA
(State of Incorporation or Organization)

06-1132947
(IRS Employer
Identification Number)

601 EAST PRATT STREET
BALTIMORE, MARYLAND
(Address of Principal Executive
Offices)

21202
(Zip Code)

If this form relates to the
registration of a class
of securities pursuant to
Section 12 (b) of the Exchange Act
and is effective pursuant to General
Instruction A.(c),
please check the following box: []

If this form relates to the
registration of a class of
securities pursuant to Section 12 (g)
of the Exchange Act and is effective
pursuant to General Instruction A.(d),
please check the following box: []

Securities Act registration statement file number to which this form relates:
000-33217

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

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

None

None

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

PREFERRED SHARE PURCHASE RIGHTS
(Title of Each Class)

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ITEM 1. DESCRIPTION OF SECURITIES TO BE REGISTERED.

Reference is hereby made to the Registration Statement on Form 8-A (File No. 000-33217) filed by NeighborCare, Inc. ("NeighborCare") with the Securities and Exchange Commission on November 18, 2003 relating to the Rights Agreement between NeighborCare, Inc. (the "Company") and StockTrans, Inc. (the "Rights Agent"), dated as of November 18, 2003 (the "Form 8-A"). The description of the Rights Agreement included in the Form 8-A is hereby incorporated by reference into this Form 8-A/A. A copy of the Rights Agreement is included as Exhibit 4.1 and is incorporated by reference herein.

In connection with the Company's execution of the Merger Agreement (as defined below) the Company entered into Amendment No. 1 (the "Amendment") to the Rights Agreement for the purpose of amending the Rights Agreement to render it inapplicable to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of July 6, 2005, among the Company, Omnicare, Inc., a Delaware corporation and Nectarine Acquisition Corp., a Delaware corporation and wholly owned subsidiary of Omnicare, Inc., the Offer and the other transactions contemplated in the Merger Agreement. The Amendment became effective on July 6, 2005, concurrent with the execution of the Merger Agreement. The foregoing description of the Amendment is qualified in its entirety by reference to the Amendment, a copy of which is included as Exhibit 4.2 hereto and is incorporated by reference herein.

ITEM 2. EXHIBITS.

- 4.1 Rights Agreement, dated as of November 18, 2003, between Genesis Health Ventures, Inc. and StockTrans, Inc., which includes the form of Right Certificate as Exhibit B and the Summary of Rights to Purchase Preferred Shares as Exhibit C (Incorporated herein by reference to the Company's Form 8-A filed on November 18, 2003).
- 4.2 Amendment No. 1 to Rights Agreement, dated as of July 5, 2005, between the Company and StockTrans, Inc., as Rights Agent (Incorporated herein by reference to Exhibit (a) (40) to Amendment No. 19 to the Schedule 14d-9 filed by NeighborCare, Inc. on July 8, 2005).

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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, thereto duly authorized.

Dated: July 11, 2005

NEIGHBORCARE, INC.

By: /s/ John Gaither

Name: John Gaither
Title: Senior Vice President, General
Counsel, and Secretary

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EXHIBIT LIST

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