

CAREMARK RX INC  
Form 425  
December 21, 2006

Filed by CVS Corporation  
pursuant to Rule 425 under the  
Securities Act of 1933 and deemed  
filed pursuant to Rule 14a-12 of  
the Securities Exchange Act of 1934

Subject Company: Caremark Rx, Inc.  
Commission File No.: 001-14200

Investor Contact: Nancy Christal  
Vice President  
Investor Relations  
(914) 722-4704

Media Contact: Eileen Howard Dunn  
Vice President  
Corporate Communications  
(401) 770-4561

**For Immediate Release**  
**CVS CORPORATION ANNOUNCES EXPIRATION OF HART-SCOTT-RODINO  
WAITING  
PERIOD FOR MERGER BETWEEN CVS AND CAREMARK RX, INC.**

**CVS/Caremark Deal Passes Significant Regulatory Hurdle**

**WOONSOCKET, RHODE ISLAND, December 20, 2006** -- In connection with the previously announced merger of CVS Corporation (NYSE: CVS) and Caremark Rx, Inc. (NYSE: CMX), CVS today announced that the initial waiting period required under the Hart-Scott-Rodino Act expired without a request for additional information from the U.S. Federal Trade Commission. This represents removal of a primary regulatory hurdle and a significant step forward towards completion of the transaction.

The transaction remains subject to approval by shareholders of both companies. Yesterday, CVS and Caremark made a filing of their joint merger proxy and offering prospectus with the Securities and Exchange Commission, representing another significant milestone towards completing this transaction. As a result, CVS now anticipates that a shareholder meeting to approve the transaction and closing of the merger may occur as early as the first quarter of 2007.

"With this step, we are much closer to creating the largest and best positioned integrated pharmacy services provider, offering expanded choice and better healthcare outcomes for consumers and more effective cost management and innovative programs for payers," said Tom Ryan, Chairman, President and Chief Executive Officer of CVS Corporation.

CVS is America's largest retail pharmacy, operating approximately 6,200 retail and specialty pharmacy stores in 43 states and the District of Columbia. With more than 40 years of dynamic growth in the retail pharmacy industry, CVS is committed to being the easiest pharmacy retailer for customers to use. CVS innovatively serves the healthcare needs of all customers through its CVS/pharmacy stores; its online pharmacy, CVS.com; its retail-based health clinic subsidiary, MinuteClinic; and its pharmacy benefit management, mail order and specialty pharmacy subsidiary, PharmaCare. General information about CVS is available through the Investor Relations portion of the Company's website, at <http://investor.cvs.com>, as well as through the pressroom portion of the Company's website, at [www.cvs.com/pressroom](http://www.cvs.com/pressroom).

**Cautionary Statement Regarding Forward-Looking Statements**

## Edgar Filing: CAREMARK RX INC - Form 425

This document contains certain forward-looking statements about CVS and Caremark. When used in this document, the words "anticipates", "may", "can", "believes", "expects", "projects", "intends", "likely", "will", "to be" and expressions and any other statements that are not historical facts, in each case as they relate to CVS or Caremark, the management of either such company or the transaction are intended to identify those assertions as forward-looking statements. In making any of those statements, the person making them believes that its expectations are based on reasonable assumptions. However, any such statement may be influenced by factors that could cause actual outcomes and results to be materially different from those projected or anticipated. These forward-looking statements are subject to numerous risks and uncertainties. There are various important factors that could cause actual results to differ materially from those in any such forward-looking statements, many of which are beyond the control of CVS and Caremark, including macroeconomic

---

condition and general industry conditions such as the competitive environment for retail pharmacy and pharmacy benefit management companies, regulatory and litigation matters and risks, legislative developments, changes in tax and other laws and the effect of changes in general economic conditions, the risk that a condition to closing of the transaction may not be satisfied, the risk that a regulatory approval that may be required for the transaction is not obtained or is obtained subject to conditions that are not anticipated and other risks to consummation of the transaction. The actual results or performance by CVS or Caremark, and issues relating to the transaction, could differ materially from those expressed in, or implied by, any forward-looking statements relating to those matters. Accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what impact they will have on the results of operations or financial condition of CVS or Caremark, the combined company or the transaction.

### **Important Information for Investors and Stockholders**

CVS and Caremark filed a preliminary joint proxy statement/prospectus with the SEC in connection with the proposed merger on December 19, 2006. CVS and Caremark urge investors and stockholders to read the joint proxy statement/prospectus when it becomes available and any other relevant documents filed by either party with the SEC because they will contain important information.

Investors and stockholders will be able to obtain the joint proxy statement/prospectus and other documents filed with the SEC free of charge at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). In addition, documents filed with the SEC by CVS will be available free of charge on the investor relations portion of the CVS website at <http://investor.cvs.com>. Documents filed with the SEC by Caremark will be available free of charge on the investor relations portion of the Caremark website at [www.caremark.com](http://www.caremark.com).

CVS and certain of its directors and executive officers are participants in the solicitation of proxies from the stockholders of CVS in connection with the merger. A description of the interests of CVS's directors and executive officers in CVS is set forth in the proxy statement for CVS's 2006 annual meeting of stockholders, which was filed with the SEC on March 24, 2006 and in the preliminary joint proxy statement/prospectus referred to above. Caremark, and certain of its directors and executive officers may be deemed to be participants in the solicitation of proxies from its stockholders in connection with the merger. A description of the interests of Caremark's directors and executive officers in Caremark is set forth in the proxy statement for Caremark's 2006 annual meeting of stockholders, which was filed with the SEC on April 7, 2006 and in the preliminary joint proxy statement/prospectus referred to above.

---