PharMerica CORP Form SC 13G/A February 14, 2008

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A (Rule 13d-102)

Amendment No. 1

INFORMATION TO BE INCLUDED IN STATEMENTS PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 UNDER

THE SECURITIES EXCHANGE ACT OF 1934

PHARMERICA CORPORATION (Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 (Title of Class of Securities)

71714F104 (CUSIP Number)

December 31, 2007 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[] Rule 13d-1(b)

[X] Rule 13d-1(c)

[] Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Schedule 13G/A CUSIP No. 71714F104

PAGE 2 OF 42

| S.S | . OR I.R. | ORTING PERSO S. IDENTIFI | CATION NO. | OF ABOVE PERSO | N | |
|------------------------|----------------------|-----------------------------|-------------|-------------------------------------|--------------------|--------------|
| (2) CHE | CK THE A | PROPRIATE B | OX IF A MEI | MBER OF A GROUP | | |
| | | | | | (a) [] (b) [X] | |
| (3) SEC | USE ONLY | · ' | | | | |
| ` ' | IZENSHIP York | OR PLACE OF | ORGANIZAT | ION | | |
| | OF | (5) | SOLE VOTING | G POWER | | |
| SHARES BENEFIC OWNED B | | (6) | SHARED VOT | ING POWER 292,710 | | |
| EACH | W.G | (7) | SOLE DISPO | SITIVE POWER | | |
| REPORTI PERSON | | (8) | SHARED DIS | POSITIVE POWER 292,710 | | |
| | (9) | | AMOUNT BE | NEFICIALLY OWNE ERSON 292,710 | D | |
| | (10) | |) EXCLUDES | GREGATE AMOUNT CERTAIN SHARES | | [] |
| | (11) | PERCENT O | | PRESENTED | | |
| | (12) | TYPE OF R | EPORTING P | ERSON PN | | |
| | e 13G/A o. 71714F | 7104 | | | | PAGE 3 OF 42 |
| S.S | . OR I.R. | | CATION NO. | OF ABOVE PERSO |)N | |
| (2) CHE | CK THE A | PROPRIATE B | OX IF A MEI | MBER OF A GROUP | | |
| | | | | | (a) [] (b) [X] | |

| (3) SE | EC USE ONLY | · | |
|--------|-------------------------|--|--------------|
| | TIZENSHIP | OR PLACE OF ORGANIZATION | |
| | | (5) SOLE VOTING POWER 0 | |
| SHARES | | (C) CHARTE MOTING DOUBL | |
| | | (6) SHARED VOTING POWER 531,596 | |
| OWNED | BY | (7) | |
| EACH | TNO | (7) SOLE DISPOSITIVE POWER 0 | |
| REPORT | | (8) SHARED DISPOSITIVE POWER 531,596 | |
| | (9) | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 531,596 | |
| | (10) | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | [] |
| | (11) | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.8% | |
| | (12) | TYPE OF REPORTING PERSON PN | |
| | ale 13G/A No. 71714F | 104 | PAGE 4 OF 42 |
| S. | | PRTING PERSON S. IDENTIFICATION NO. OF ABOVE PERSON On & Co. | |
| (2) CH | HECK THE AP | PROPRIATE BOX IF A MEMBER OF A GROUP | |
| | | (a) [] (b) [X] | |
| (3) SE | C USE ONLY | | |
| | TIZENSHIP w York | OR PLACE OF ORGANIZATION | |

| NUMBER OF | | (5) | SOLE VOTING | | | |
|--|--|--|--|---|--------------------|--------------|
| SHARES | | | | 0 | | |
| BENEFICIALI | LY | (6) | SHARED VOT | | | |
| OWNED BY | | | | 38,583 | | |
| EACH | | (7) | SOLE DISPO | SITIVE POWER | | |
| REPORTING | | | | 0 | | |
| PERSON WITH | Н | (8) | | POSITIVE POWER 38,583 | | |
| (9 | • | | EPORTING P | NEFICIALLY OWNI ERSON 38,583 | ED | |
| (1 | • | | IF THE AG | GREGATE AMOUNT CERTAIN SHARES | | [] |
| (1 | | | F CLASS RE | | | |
| | 12) | TYPE OF R | EPORTING P | | | |
| | | | | PN | | |
| Schedule 13 CUSIP No. 7 | 71714F10 | ING PERSC | | | | PAGE 5 OF 42 |
| Schedule 13 CUSIP No. 7 | 71714F10 | TING PERSC | | OF ABOVE PERSO | DN | PAGE 5 OF 42 |
| Schedule 13 CUSIP No. 7 (1) NAME OF S.S. OF Davidso | 71714F10 F REPORT R I.R.S. on Kempn | TING PERSC IDENTIFI | CATION NO. ational, L | OF ABOVE PERSO | | PAGE 5 OF 42 |
| Schedule 13 CUSIP No. 7 (1) NAME OF S.S. OF Davidso | 71714F10 F REPORT R I.R.S. on Kempn | TING PERSC IDENTIFI | CATION NO. ational, L | OF ABOVE PERSO | | PAGE 5 OF 42 |
| Schedule 13 CUSIP No. 7 (1) NAME OF S.S. OF Davidso | 71714F10 F REPORT R I.R.S. on Kempn THE APPR | TING PERSC IDENTIFI Ner Intern | CATION NO. ational, L | OF ABOVE PERSO | (a) [] | PAGE 5 OF 42 |
| Schedule 13 CUSIP No. 7 (1) NAME OF S.S. OF Davidso (2) CHECK 1 | 71714F10 F REPORT R I.R.S. on Kempn THE APPF E ONLY | TING PERSC IDENTIFI TING PERSC TOTAL TOTAL | CATION NO. ational, Landing of the control of the c | OF ABOVE PERSO td. MBER OF A GROUI | (a) [] (b) [X] | |
| Schedule 13 CUSIP No. 7 (1) NAME OF S.S. OF Davidso (2) CHECK 1 | F REPORT R I.R.S. on Kempn THE APPR E ONLY NSHIP OF | TING PERSC IDENTIFI THE INTERNATE BE ROPRIATE BE ROPRIATE BE ROPRIATE BE ROPRIATE BE ROPRIATE BE | CATION NO. ational, Landing of the control of the c | OF ABOVE PERSO td. | (a) [] (b) [X] | |
| Schedule 13 CUSIP No. 7 (1) NAME OF S.S. OF Davidso (2) CHECK 1 (3) SEC USE (4) CITIZEN British NUMBER OF SHARES | 71714F10 F REPORT R I.R.S. ON Kempn THE APPF E ONLY NSHIP OF | TING PERSC TING PERSC TIDENTIFI THE TINTERN THE TINTER | CATION NO. ational, L | OF ABOVE PERSOLUTION | (a) [] (b) [X] | |
| Schedule 13 CUSIP No. 7 (1) NAME OF S.S. OF Davidso (2) CHECK TO SECURE | 71714F10 F REPORT R I.R.S. ON Kempn THE APPF E ONLY NSHIP OF | TING PERSC TING PERSC TIDENTIFI THE TINTERN THE TINTER | CATION NO. ational, L | OF ABOVE PERSOLD ION POWER O O O O O O O O O O O O O | (a) [] (b) [X] | |

| EACH | (7) SOLE DISPOSITIVE POWER |
|---|--|
| REPORTING | |
| PERSON WITH | (8) SHARED DISPOSITIVE POWER 981,343 |
| (9) | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 981,343 |
| (10) | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] |
| (11) | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.2% |
| (12) | TYPE OF REPORTING PERSON CO |
| Schedule 13G/A CUSIP No. 71714F1 (1) NAME OF REPORT S.S. OR I.R.S. Serena Limite | IING PERSON IDENTIFICATION NO. OF ABOVE PERSON |
| (2) CHECK THE APE | ROPRIATE BOX IF A MEMBER OF A GROUP |
| | (a) [] (b) [X] |
| (3) SEC USE ONLY | |
| (4) CITIZENSHIP (| R PLACE OF ORGANIZATION |
| NUMBER OF | (5) SOLE VOTING POWER 0 |
| BENEFICIALLY | (6) SHARED VOTING POWER 17,813 |
| OWNED BY EACH | (7) SOLE DISPOSITIVE POWER 0 |
| REPORTING PERSON WITH | (8) SHARED DISPOSITIVE POWER |

| (9) | | ATE AMOUNT BENEFICIALLY OWNED H REPORTING PERSON 17,813 | |
|------------------------------------|----------------------|---|-------------|
| (10) | | BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES | [] |
| (11) | | T OF CLASS REPRESENTED UNT IN ROW (9) 0.1% | |
| (12) | TYPE O | F REPORTING PERSON CO | |
| | | | |
| Schedule 13G/A CUSIP No. 71714F | 104 | | PAGE 7 OF 4 |
| Davidson Kem | S. IDENT pner Eve | RSON IFICATION NO. OF ABOVE PERSON nt Driven Equities Fund LP E BOX IF A MEMBER OF A GROUP (a) [| |
| | | (d) [2 | = |
| (3) SEC USE ONLY | | | |
| (4) CITIZENSHIP Delaware | OR PLACE | OF ORGANIZATION | |
| NUMBER OF | (5) | SOLE VOTING POWER 0 | |
| BENEFICIALLY | (6) | SHARED VOTING POWER 97,914 | |
| CACH | (7) | SOLE DISPOSITIVE POWER | |
| REPORTING | | | |
| PERSON WITH | (8) | SHARED DISPOSITIVE POWER 97,914 | |
| (9) | | ATE AMOUNT BENEFICIALLY OWNED H REPORTING PERSON 97,914 | |
| (10) | CHECK | BOX IF THE AGGREGATE AMOUNT | |

| | IN ROW | (9) EXCLUDI | ES CERTAIN SHAF | RES | [] | |
|-----------------------------------|-------------|-------------|-------------------------------------|--------------------|------|---------|
| (11) | | OF CLASS I | REPRESENTED (9) 0.3% | | | |
| (12) | TYPE OF | REPORTING | PERSON PN | | | |
| | | | | | | |
| Schedule 13G/A CUSIP No. 71714 | 4F104 | | | | PAGE | 8 OF 42 |
| | R.S. IDENTI | FICATION NO | O. OF ABOVE PER | | | |
| (2) CHECK THE A | APPROPRIATE | BOX IF A | MEMBER OF A GRO | DUP | | |
| | | | | (a) [] (b) [X] | | |
| (3) SEC USE ON | LY | | | | | |
| (4) CITIZENSHII Cayman Isla | | OF ORGANIZ | ATION | | | |
| NUMBER OF | (5) | SOLE VOT | ING POWER | | | |
| BENEFICIALLY OWNED BY | (6) | SHARED V | OTING POWER 40,041 | | | |
| EACH REPORTING | (7) | SOLE DIS | POSITIVE POWER 0 | | | |
| PERSON WITH | (8) | SHARED D | ISPOSITIVE POWE | IR | | |
| (9) | | TE AMOUNT I | BENEFICIALLY OV PERSON 40,041 | VNED | | |
| (10) | | | AGGREGATE AMOUN | | [] | |
| (11) | PERCENT | | REPRESENTED | | | |
| (12) | TYPE OF | REPORTING | PERSON | | | |

CO

Schedule 13G/A CUSIP No. 71714F104 PAGE 9 OF 42 (1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON MHD Management Co. (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION New York ______ NUMBER OF (5) SOLE VOTING POWER SHARES (6) SHARED VOTING POWER BENEFICIALLY 292,710 OWNED BY (7) SOLE DISPOSITIVE POWER EACH REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER 292,710 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 292**,**710 (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.0% (12) TYPE OF REPORTING PERSON

Schedule 13G/A CUSIP No. 71714F104

PAGE 10 OF 42

| S.S. OR I.R.S | NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Davidson Kempner Advisers Inc. | | | | | | |
|-----------------------|---|--|--|--|--|--|--|
| (2) CHECK THE APP | ROPRIATE BOX IF A MEMBER OF A GROUP | | | | | | |
| | (a) [] (b) [X] | | | | | | |
| (3) SEC USE ONLY | | | | | | | |
| (4) CITIZENSHIP C | R PLACE OF ORGANIZATION | | | | | | |
| NUMBER OF | (5) SOLE VOTING POWER 0 | | | | | | |
| BENEFICIALLY OWNED BY | (6) SHARED VOTING POWER 531,596 | | | | | | |
| EACH REPORTING | (7) SOLE DISPOSITIVE POWER 0 | | | | | | |
| | (8) SHARED DISPOSITIVE POWER 531,596 | | | | | | |
| (9) | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 531,596 | | | | | | |
| (10) | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] | | | | | | |
| (11) | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.8% | | | | | | |
| (12) | TYPE OF REPORTING PERSON IA | | | | | | |

Schedule 13G/A CUSIP No. 71714F104

PAGE 11 OF 42

| (2) CHE | CK THE A | PPROPRIATE BOX IF A MEMBER OF A GROUP | |
|----------------------|----------------------|--|------------|
| | | (a) [] (b) [X] | |
| (3) SEC | USE ONLY | · · | |
| | IZENSHIP aware | OR PLACE OF ORGANIZATION | |
| NUMBER (| DF | (5) SOLE VOTING POWER 0 | |
| BENEFIC | | (6) SHARED VOTING POWER 999,156 | |
| EACH REPORTIN | NG | (7) SOLE DISPOSITIVE POWER 0 | |
| PERSON V | NITH | (8) SHARED DISPOSITIVE POWER 999,156 | |
| | (9) | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 999,156 | |
| | (10) | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] | |
| | (11) | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.3% | |
| | (12) | TYPE OF REPORTING PERSON OO | |
| Schedule CUSIP No | e 13G/A o. 71714E | °104 PAGI | E 12 OF 42 |
| ` ' | | ORTING PERSON S. IDENTIFICATION NO. OF ABOVE PERSON | |

(a) []

10

(b) [X]

| (3) | SEC USE ONLY | | | |
|--------------|-----------------------------------|----------------------|---|---------------|
| | CITIZENSHIP (| OR PLACE | E OF ORGANIZATION | |
| NUME SHAF | | (5) | SOLE VOTING POWER 0 | |
| | CFICIALLY | (6) | SHARED VOTING POWER 97,914 | |
| EACH | I DRTING | (7) | SOLE DISPOSITIVE POWER 0 | |
| | | (8) | SHARED DISPOSITIVE POWER 97,914 | |
| | (9) | | GATE AMOUNT BENEFICIALLY OWNED CH REPORTING PERSON 97,914 | |
| | (10) | | BOX IF THE AGGREGATE AMOUNT V (9) EXCLUDES CERTAIN SHARES | [] |
| | (11) | | NT OF CLASS REPRESENTED DUNT IN ROW (9) 0.3% | |
| | (12) | TYPE (| OF REPORTING PERSON OO | |
| | edule 13G/A | | | |
| CUSI | P No. 71714F | 104 | | PAGE 13 OF 42 |
| (1) | NAME OF REPORENCE OF S.S. OR I.R. | S. IDENT t Partne | FIFICATION NO. OF ABOVE PERSON ers LP | |
| (2) | CHECK THE API | PROPRIAT | TE BOX IF A MEMBER OF A GROUP | |
| | | | (a) [] (b) [X] | |
| (3) | SEC USE ONLY | | | |
| (4) | CITIZENSHIP (Delaware | OR PLACE | E OF ORGANIZATION | |

| NUMBER OF | | (5) | SOLE VOI | TING POWER | | | | |
|----------------------------|---------------|---------|-----------------------|-----------------------------------|--------|------------|------|---------|
| SHARES | | | | | | | | |
| BENEFICIALL | Ϋ́ | (6) | SHARED V | OTING POWER 40,041 | | | | |
| OWNED BY | | | | | | | | |
| EACH | | (7) | SOLE DIS | SPOSITIVE PO | WER | | | |
| REPORTING | | | | | | | | |
| PERSON WITH | I | (8) | SHARED D | OISPOSITIVE 40,041 | POWER | | | |
| (9 | | BY EACH | REPORTING | BENEFICIALI F PERSON 40,041 | | | | |
| (1 | .0) | | OX IF THE | AGGREGATE A DES CERTAIN | MOUNT | | | |
| (1 | | | OF CLASS NT IN ROW | REPRESENTED (9) 0.1% |) | | | |
| (1 | .2) | TYPE OF | REPORTING | FPERSON PN | | | | |
| Schedule 13 CUSIP No. 7 | | 4 | | | | | PAGE | 14 OF 4 |
| | | IDENTI | | IO. OF ABOVE | PERSON | | | |
| (2) CHECK T | HE APPR | OPRIATE | BOX IF A | MEMBER OF A | GROUP | | | |
| | | | | | | [] [X] | | |
| (3) SEC USE | ONLY | | | | | | | |
| (4) CITIZEN Delawar | ISHIP OR e | PLACE | OF ORGANIZ | ATION | | | | |
| NUMBER OF | | (5) | SOLE VOT | CING POWER | | | | |
| | .Y | (6) | SHARED W | OTING POWER | | | | |

40,041 OWNED BY EACH (7) SOLE DISPOSITIVE POWER Ω REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER 40,041 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 40,041 (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ______ (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.1% (12) TYPE OF REPORTING PERSON 00 Schedule 13G/A PAGE 15 OF 42 CUSIP No. 71714F104 (1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Thomas L. Kempner, Jr. (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION United States NUMBER OF (5) SOLE VOTING POWER SHARES BENEFICIALLY (6) SHARED VOTING POWER 2,000,000 OWNED BY (7) SOLE DISPOSITIVE POWER EACH REPORTING

| (9) (10) (11) (12) Schedule 13G/A CUSIP No. 71714 (1) NAME OF REP S.S. OR I.R Marvin H. D | AGGREG BY EAC CHECK IN ROW PERCEN BY AMC TYPE C | GATE AMOUNT CH REPORTING BOX IF THE W (9) EXCLUIT OF CLASS DUNT IN ROW OF REPORTING CERSON CIFICATION N | 2,000,000 AGGREGATE AMOUNT DES CERTAIN SHARE: REPRESENTED (9) 6.6% | S | [] PAGE | 16 OF 42 |
|--|--|--|---|--------------------|----------|----------|
| (10) (11) (12) Schedule 13G/A CUSIP No. 71714 (1) NAME OF REP S.S. OR I.R Marvin H. D | BY EAC CHECK IN ROW PERCEN BY AMO TYPE C TYPE C CHECK IN ROW PERCEN BY AMO TYPE C TYPE C TYPE C TYPE C TYPE C TYPE C | CH REPORTING BOX IF THE V (9) EXCLUIT TOF CLASS OUNT IN ROW OF REPORTING | BENEFICIALLY OWNIG PERSON 2,000,000 AGGREGATE AMOUNT DES CERTAIN SHARE: REPRESENTED (9) 6.6% G PERSON IN | S | | 16 OF 42 |
| (11) Schedule 13G/A CUSIP No. 71714 (1) NAME OF REP S.S. OR I.R Marvin H. D | IN ROW PERCEN BY AMC TYPE C TYPE C ORTING PE S. IDENT avidson | W (9) EXCLUITED TO THE CONTROL OF CLASS DUNT IN ROW DEFENDED TO THE CONTROL OF REPORTING THE CONTROL OF THE CATION IN THE CATION | REPRESENTED (9) 6.6% G PERSON IN | DN | | 16 OF 42 |
| (12) Schedule 13G/A CUSIP No. 71714 (1) NAME OF REP S.S. OR I.R Marvin H. D | BY AMC TYPE C F104 ORTING PE .S. IDENT avidson | OUNT IN ROW OF REPORTING CRSON CIFICATION N | (9) 6.6% G PERSON IN NO. OF ABOVE PERSO | | PAGE | 16 OF 42 |
| Schedule 13G/A CUSIP No. 71714 (1) NAME OF REP S.S. OR I.R Marvin H. D | F104 ORTING PE .S. IDENT avidson | ERSON CIFICATION N | IN | | PAGE | 16 OF 42 |
| CUSIP No. 71714 (1) NAME OF REP S.S. OR I.R Marvin H. D | ORTING PE .S. IDENT avidson | CIFICATION N | | | PAGE | 16 OF 42 |
| (2) CHECK THE A | PPROPRIAT | TE BOX IF A | MEMBER OF A GROU | | | |
| (2) CHECK INE A | PPROPRIAI | L DUA IF A | MEMBER OF A GROUP | | | |
| | | | | | | |
| | | | | (a) [] (b) [X] | | |
| (3) SEC USE ONL | Ү | | | | | |
| (4) CITIZENSHIP United Stat | | OF ORGANIZ | ZATION | | | |
| NUMBER OF | (5) | SOLE VOI | TING POWER | | | |
| BENEFICIALLY | (6) | SHARED V | OTING POWER 2,000,000 | | | |
| OWNED BY | | | | | | |
| EACH | (7) | SOLE DIS | SPOSITIVE POWER 0 | | | |
| REPORTING | | | | | | |
| PERSON WITH | (8) | SHARED D | DISPOSITIVE POWER 2,000,000 | | | |
| | | | | | | |

| | (10) | | BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES | [] |
|----------------------|----------------------|----------|--|---------------|
| | (11) | | OF CLASS REPRESENTED JNT IN ROW (9) 6.6% | |
| | (12) | TYPE O | REPORTING PERSON IN | |
| | | | | |
| | 100/2 | | | |
| Schedule CUSIP No | : 13G/A). 71714F | 104 | | PAGE 17 OF 42 |
| S.S. | OF REPO OR I.R. | S. IDENT | RSON IFICATION NO. OF ABOVE PERSON | |
| (2) CHEC | K THE AP | PROPRIAT | E BOX IF A MEMBER OF A GROUP | |
| | | | |) [X] |
| (3) SEC | USE ONLY | | | |
| ` ' | ZENSHIP ed State | | OF ORGANIZATION | |
| NUMBER O | Ρ | (5) | SOLE VOTING POWER 0 | |
| BENEFICI | | (6) | SHARED VOTING POWER 2,000,000 | |
| EACH REPORTIN | IG. | (7) | SOLE DISPOSITIVE POWER 0 | |
| | | (8) | SHARED DISPOSITIVE POWER 2,000,000 | |
| | (9) | | ATE AMOUNT BENEFICIALLY OWNED REPORTING PERSON 2,000,000 | |
| | (10) | | BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES | [] |
| | (11) | | OF CLASS REPRESENTED JNT IN ROW (9) | |

6.6%

| (12) | TYPE OF REPORTING PERSON IN | |
|--|---|---------------|
| Schedule 13G/A CUSIP No. 71714F10 | 4 | PAGE 18 OF 42 |
| (1) NAME OF REPORT S.S. OR I.R.S. Scott E. David | IDENTIFICATION NO. OF ABOVE PERSON | |
| (2) CHECK THE APPR | OPRIATE BOX IF A MEMBER OF A GROUP | |
| | (a) [] (b) [X] | |
| (3) SEC USE ONLY | | |
| (4) CITIZENSHIP OF United States | PLACE OF ORGANIZATION | |
| NUMBER OF | (5) SOLE VOTING POWER 0 | |
| BENEFICIALLY OWNED BY | (6) SHARED VOTING POWER 2,000,000 | |
| EACH REPORTING | (7) SOLE DISPOSITIVE POWER 0 | |
| PERSON WITH | (8) SHARED DISPOSITIVE POWER 2,000,000 | |
| (9) | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,000,000 | |
| (10) | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | [] |
| (11) | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.6% | |
| (12) | TYPE OF REPORTING PERSON IN | |

Schedule 13G/A CUSIP No. 71714F104 PAGE 19 OF 42 (1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Michael J. Leffell (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION United States (5) SOLE VOTING POWER NUMBER OF 0 SHARES BENEFICIALLY (6) SHARED VOTING POWER 2,000,000 OWNED BY (7) SOLE DISPOSITIVE POWER EACH 0 REPORTING (8) SHARED DISPOSITIVE POWER PERSON WITH 2,000,000 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,000,000 (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.6% (12) TYPE OF REPORTING PERSON

Schedule 13G/A CUSIP No. 71714F104

PAGE 20 OF 42

| (1) NAME OF REPOR S.S. OR I.R.S Timothy I. Le | . IDENTI | RSON IFICATION NO. OF ABOVE PERSON | | |
|---|----------|--|------------------|--|
| (2) CHECK THE APP | ROPRIATE | E BOX IF A MEMBER OF A GROUP | | |
| | | | a) [] b) [X] | |
| (3) SEC USE ONLY | | | | |
| (4) CITIZENSHIP O United Kingdo | | | | |
| NUMBER OF | (5) | SOLE VOTING POWER | | |
| SHARES BENEFICIALLY | (6) | SHARED VOTING POWER | | |
| OWNED BY | | 2,000,000 | | |
| EACH | (7) | SOLE DISPOSITIVE POWER | | |
| REPORTING | | | | |
| PERSON WITH | (8) | SHARED DISPOSITIVE POWER 2,000,000 | | |
| (9) | | ATE AMOUNT BENEFICIALLY OWNED H REPORTING PERSON 2,000,000 | | |
| (10) | | BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES | [] | |
| (11) | | F OF CLASS REPRESENTED JNT IN ROW (9) 6.6% | | |
| (12) | TYPE OF | F REPORTING PERSON IN | | |
| | | | | |

Schedule 13G/A CUSIP No. 71714F104

PAGE 21 OF 42

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Robert J. Brivio, Jr.

| | | | (a) (b) | | |
|---|--------------------------|--|------------|-----|--------------|
| (3) SEC USE ON | LY | | | | |
| (4) CITIZENSHI United Sta | | OF ORGANIZATION | | | |
| NUMBER OF | (5) | SOLE VOTING POWER | | | |
| SHARES | | | | | |
| BENEFICIALLY | (6) | SHARED VOTING POWER 2,000,000 | ı | | |
| OWNED BY | | | | | |
| EACH | (7) | SOLE DISPOSITIVE POW | IER | | |
| REPORTING | | · | | | |
| PERSON WITH | (8) | SHARED DISPOSITIVE F | | | |
| (9) | | ATE AMOUNT BENEFICIALLY H REPORTING PERSON 2,000,000 | | | |
| (10) | | BOX IF THE AGGREGATE AN | | | [] |
| (11) | | T OF CLASS REPRESENTED JNT IN ROW (9) 6.6% | | | |
| (12) | TYPE OF | F REPORTING PERSON IN | | | |
| Schedule 13G/A CUSIP No. 7171 (1) NAME OF RE | 4F104 PORTING PER | | DEDCON | | PAGE 22 OF 4 |
| S.S. OR I. Eric P. Ep | | FICATION NO. OF ABOVE | | | |
| (2) CHECK THE | APPROPRIATE | E BOX IF A MEMBER OF A | GROUP | | |
| | | | (a) | [] | |

| Uni | ted State | | E OF ORGANIZATION | |
|---------------------------------|-------------------------------------|---------------------------------------|--|--------------|
| NUMBER SHARES | OF | (5) | SOLE VOTING POWER 0 | |
| BENEFIC | | (6) | SHARED VOTING POWER 2,000,000 | |
| EACH REPORTI | NG | (7) | SOLE DISPOSITIVE POWER 0 | |
| PERSON | WITH | (8) | SHARED DISPOSITIVE POWER 2,000,000 | |
| | (9) | BY EAC | GATE AMOUNT BENEFICIALLY OWNED CH REPORTING PERSON 2,000,000 | |
| | (10) | CHECK | BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES | [] |
| | (11) | | NT OF CLASS REPRESENTED DUNT IN ROW (9) 6.6% | |
| | (12) | TYPE O | OF REPORTING PERSON IN | |
| Schedul | e 13G/A o. 71714E | 7104 | | PAGE 23 OF 4 |
| | | | | |
| CUSIP N (1) NAM S.S Ant | E OF REPO . OR I.R. hony A. Y | ORTING PE .S. IDENT Yoseloff | ERSON FIFICATION NO. OF ABOVE PERSON | |
| CUSIP N (1) NAM S.S Ant | E OF REPO OR I.R. hony A. Y | DRTING PE S. IDENT Oseloff | ERSON FIFICATION NO. OF ABOVE PERSON | |
| CUSIP N (1) NAM S.S Ant | E OF REPO OR I.R. hony A. Y | DRTING PE S. IDENT Oseloff | ERSON FIFICATION NO. OF ABOVE PERSON | |
| CUSIP N (1) NAM S.S Ant(2) CHE | OF REPORT OF THE AF | ORTING PE S. IDENT Coseloff PPROPRIAT | ERSON FIFICATION NO. OF ABOVE PERSON FIFICATION NO. OF ABOVE P | |

0 SHARES BENEFICIALLY (6) SHARED VOTING POWER 2,000,000 OWNED BY (7) SOLE DISPOSITIVE POWER REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER 2,000,000 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,000,000 (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.6% _____ (12) TYPE OF REPORTING PERSON ______ Schedule 13G/A CUSIP No. 71714F104 PAGE 24 OF 42 (1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Avram Z. Friedman (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION United States NUMBER OF (5) SOLE VOTING POWER 0 SHARES BENEFICIALLY (6) SHARED VOTING POWER 2,000,000

OWNED BY

(7) SOLE DISPOSITIVE POWER

EACH

| EACH | (/) | O O | |
|----------------------------|----------|--|-----------------------|
| REPORTING | | U | |
| PERSON WITH | (8) | SHARED DISPOSITIVE POWER 2,000,000 | |
| | BY EACH | TE AMOUNT BENEFICIALLY OWNED REPORTING PERSON 2,000,000 | |
| | CHECK BO | X IF THE AGGREGATE AMOUNT | [] |
| (11) | | OF CLASS REPRESENTED IT IN ROW (9) 6.6% | |
| (12) | TYPE OF | REPORTING PERSON IN | |
| | | | |
| | | | |
| Schedule 13G, CUSIP No. 71 | | | PAGE 25 OF 42 |
| | | | |
| ITEM 1(a). | NAME OF | ISSUER: | |
| | PharMeri | ca Corporation (the "Company") | |
| ITEM 1(b). | ADDRESS | OF ISSUER'S PRINCIPAL EXECUTIVE | OFFICES: |
| | | npus Place le, KY 40299 | |
| ITEM 2(a). | NAME OF | PERSON FILING: | |
| | | s filed by each of the entities as er are referred to herein as the | |
| | (i) | Davidson Kempner Partners, a Nepartnership ("DKP"); | w York limited |
| | (ii) | Davidson Kempner Institutional Delaware limited partnership (" | |
| | (iii) | M. H. Davidson & Co., a New Yor ("CO"); | k limited partnership |
| | (iv) | Davidson Kempner International, Virgin Islands corporation ("DK | |
| | (V) | Serena Limited, a Cayman Island | s corporation |
| | | | |

("Serena");

- (vi) Davidson Kempner Event Driven Equities Fund LP, a
 Delaware limited partnership ("EDEF");
- (vii) Davidson Kempner Event Driven Equities International Ltd., a Cayman Islands corporation ("EDEI");

- (x) Davidson Kempner International Advisors, L.L.C., a
 Delaware limited liability company and the manager of
 DKIL and Serena ("DKIA");

Schedule 13G/A CUSIP No. 71714F104

PAGE 26 OF 42

- (xii) DK Management Partners LP, a Delaware limited
 partnership and the investment manager of EDEI
 ("DKMP");
- (xiii) DK Stillwater GP LLC, a Delaware limited liability company and the general partner of DKMP ("DKS"); and
- (xiv) Messrs. Thomas L. Kempner, Jr., Marvin H. Davidson, Stephen M. Dowicz, Scott E. Davidson, Michael J. Leffell, Timothy I. Levart, Robert J. Brivio, Jr., Anthony A. Yoseloff, Eric P. Epstein and Avram Z. Friedman (collectively, the "Principals"), who are the general partners of CO and MHD, the sole managing members of DKIA and DKG and the sole stockholders of DKAI. Messrs. Thomas L. Kempner, Jr. and Timothy I. Levart are Executive Managing Member and Deputy Executive Managing Member, respectively, of DKS. Each of Messrs. Kempner and Levart, together with Messrs. Marvin H. Davidson, Stephen M. Dowicz, Scott E. Davidson, Michael J. Leffell, Robert J. Brivio, Jr., Anthony A. Yoseloff, Eric P. Epstein and Avram Z. Friedman are limited partners of DKMP.

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE:

The address of the principal business office of each of the Reporting Persons is c/o Davidson Kempner Partners, 65 East 55th Street, 19th Floor, New York, New York 10022.

ITEM 2(c). CITIZENSHIP:

(i) DKP - a New York limited partnership

- (ii) DKIP a Delaware limited partnership
- (iii) CO a New York limited partnership
- (iv) DKIL a British Virgin Islands corporation
- (v) Serena a Cayman Islands corporation
- (vi) EDEF a Delaware limited partnership
- (vii) EDEI a Cayman Islands corporation
- (viii) MHD a New York limited partnership
- (ix) DKAI a New York corporation
- (x) DKIA a Delaware limited liability company
- (xi) DKG a Delaware limited liability company
- (xii) DKMP a Delaware limited partnership
- (xiii) DKS a Delaware limited liability company

Schedule 13G/A CUSIP No. 71714F104

PAGE 27 OF 42

- (xiv) Thomas L. Kempner, Jr. United States
- (xv) Marvin H. Davidson United States
- (xvi) Stephen M. Dowicz United States
- (xvii) Scott E. Davidson -United States
- (xviii) Michael J. Leffell United States
- (xix) Timothy I. Levart United Kingdom & United States
- (xx) Robert J. Brivio, Jr. United States
- (xxi) Eric P. Epstein United States
- (xxii) Anthony A. Yoseloff United States
- (xxiii) Avram Z. Friedman United States

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

COMMON STOCK, PAR VALUE \$0.01

ITEM 2(e). CUSIP NUMBER:

71714F104

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

(a) [] Broker or dealer registered under Section 15 of the Act; (b) [] Bank as defined in Section 3(a)(6) of the (c) [] Insurance Company as defined in Section 3(a)(19) of the Act; (d) [] Investment Company registered under Section 8 of the Investment Company Act of 1940; (e) [] Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940: see Rule 13d-1(b)(1)(ii)(E); (f) [] Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F); (g) [] Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(G);

Schedule 13G/A CUSIP No. 71714F104

PAGE 28 OF 42

(i) [] Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;

(h) [] Savings Associations as defined in Section

3(b) of the Federal Deposit Insurance Act;

(j) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP.

The Principals may be deemed to beneficially own an aggregate of 2,000,000 shares as a result of their voting and dispositive power over the 2,000,000 shares beneficially owned by DKP, DKIP, DKIL, Serena, CO, EDEF and EDEI.

DKIA may be deemed to beneficially own the 981,343 shares beneficially owned by DKIL and the 17,813 shares beneficially owned by Serena as a result of its voting and dispositive power over those shares. DKAI may be deemed to beneficially own the 531,596 shares beneficially owned by DKIP as a result of its voting and dispositive power over those shares. MHD may be deemed to beneficially own the 292,710 shares beneficially owned by DKP as a result of its voting and dispositive power over those shares. DKG may be deemed to beneficially own the 97,914 shares beneficially owned by EDEF as a result of its voting and dispositive power over those shares. DKMP and DKS may be deemed to beneficially own the 40,041 shares beneficially owned by EDEI as a result of their voting and dispositive power over those shares.

A. DKP

(a) Amount beneficially owned: 292,710 (b) Percent of class: 1.0% (c) Number of shares as to which such person has: sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 292,710 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 292,710 B. DKIP (a) Amount beneficially owned: 531,596 (b) Percent of class: 1.8% (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 531,596 Schedule 13G/A CUSIP No. 71714F104 PAGE 29 OF 42 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 531,596 C. CO (a) Amount beneficially owned: 38,583 (b) Percent of class: 0.1% (c) Number of shares as to which such person has: sole power to vote or to direct the vote: 0 (i) (ii) shared power to vote or to direct the vote: 38,583 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 38,583 D. DKIL (a) Amount beneficially owned: 981,343 (b) Percent of class: 3.2% (c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 981,343 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 981,343 E. Serena (a) Amount beneficially owned: 17,813 (b) Percent of class: 0.1% (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 17,813 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 17,813 Schedule 13G/A CUSIP No. 71714F104 PAGE 30 OF 42 F. EDEF (a) Amount beneficially owned: 97,914 (b) Percent of class: 0.3% (c) Number of shares as to which such person has: sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 97,914 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 97,914 G. EDEI (a) Amount beneficially owned: 40,041 (b) Percent of class: 0.1% (c) Number of shares as to which such person has: sole power to vote or to direct the vote: 0 (i) (ii) shared power to vote or to direct the vote: 40,041 (iii) sole power to dispose or to direct the disposition: 0

| | | (iv) | shared power to dispose or to direct the disposition | 1: 40,041 |
|-------|-----|---------------|--|---------------|
| н. мн | D | | | |
| | (a) | Amount | beneficially owned: 292,710 | |
| | (b) | Perce | nt of class: 1.0% | |
| | (c) | Number | r of shares as to which such person has: | |
| | | (i) | sole power to vote or to direct the vote: 0 | |
| | | (ii) | shared power to vote or to direct the vote: 292,710 | |
| | | (iii) | sole power to dispose or to direct the disposition: | 0 |
| | | (iv) | shared power to dispose or to direct the disposition | n: 292,710 |
| | | | | |
| | | | | |
| | | 13G/A 7171 | 4F104 | PAGE 31 OF 42 |
| | | | | |
| I. DK | AI | | | |
| | (a) | Amount | beneficially owned: 531,596 | |
| | (b) | Perce | nt of class: 1.8% | |
| | (c) | Number | r of shares as to which such person has: | |
| | | (i) | sole power to vote or to direct the vote: 0 | |
| | | (ii) | shared power to vote or to direct the vote: 531,596 | |
| | | (iii) | sole power to dispose or to direct the disposition: | 0 |
| | | (iv) | shared power to dispose or to direct the disposition | n: 531,596 |
| J. DK | IA | | | |
| | (a) | Amount | beneficially owned: 999,156 | |
| | (b) | Perce | nt of class: 3.3% | |
| | (c) | Number | r of shares as to which such person has: | |
| | | (i) | sole power to vote or to direct the vote: 0 | |
| | | (ii) | shared power to vote or to direct the vote: 999,156 | |
| | | (iii) | sole power to dispose or to direct the disposition: | 0 |
| | | (iv) | shared power to dispose or to direct the disposition | n: 999,156 |
| K. DK | G | | | |

(a) Amount beneficially owned: 97,914 (b) Percent of class: 0.3% (c) Number of shares as to which such person has: sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 97,914 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 97,914 Schedule 13G/A CUSIP No. 71714F104 PAGE 32 OF 42 L. DKMP (a) Amount beneficially owned: 40,041 (b) Percent of class: 0.1% (c) Number of shares as to which such person has: sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 40,041 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 40,041 M. DKS (a) Amount beneficially owned: 40,041 (b) Percent of class: 0.1% (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 40,041 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 40,041 N. Thomas L. Kempner, Jr. (a) Amount beneficially owned: 2,000,000 (b) Percent of class: 6.6% (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 2,000,000

(iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 2,000,000 Schedule 13G/A CUSIP No. 71714F104 PAGE 33 OF 42 O. Marvin H. Davidson (a) Amount beneficially owned: 2,000,000 (b) Percent of class: 6.6% (c) Number of shares as to which such person has: sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 2,000,000 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 2,000,000 P. Stephen M. Dowicz (a) Amount beneficially owned: 2,000,000 (b) Percent of class: 6.6% (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 2,000,000 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 2,000,000 Q. Scott E. Davidson (a) Amount beneficially owned: 2,000,000 (b) Percent of class: 6.6% (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 2,000,000 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 2,000,000

Schedule 13G/A CUSIP No. 71714F104

PAGE 34 OF 42

R. Michael J. Leffell

- (a) Amount beneficially owned. 2,000,000
- (b) Percent of class: 6.6%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 2,000,000
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 2,000,000

S. Timothy I. Levart

- (a) Amount beneficially owned: 2,000,000
- (b) Percent of class: 6.6%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 2,000,000
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 2,000,000

T. Robert J. Brivio, Jr.

- (a) Amount beneficially owned: 2,000,000
- (b) Percent of class: 6.6%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 2,000,000
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 2,000,000

Schedule 13G/A CUSIP No. 71714F104

PAGE 35 OF 42

U. Eric P. Epstein (a) Amount beneficially owned: 2,000,000 (b) Percent of class: 6.6% (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 2,000,000 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 2,000,000 V. Anthony A. Yoseloff (a) Amount beneficially owned: 2,000,000 (b) Percent of class: 6.6% (c) Number of shares as to which such person has: sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 2,000,000 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 2,000,000 W. Avram Z. Friedman (a) Amount beneficially owned: 2,000,000 (b) Percent of class: 6.6% (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 2,000,000 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 2,000,000

Schedule 13G/A CUSIP No. 71714F104

PAGE 36 OF 42

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

The partners, members or stockholders of each of the Reporting Persons, including the Principals, have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities held for the account of such Reporting Person in accordance with their ownership interests in such Reporting Person. The Reporting Persons disclaim all beneficial ownership as affiliates of a registered investment adviser, and, in any case, disclaim beneficial ownership except as to the extent of their pecuniary interest in the shares. The Reporting Persons have elected to file Schedule 13G although such filing may not be required under the Act.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

See Item 4.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION. (if filing pursuant to Rule 13d-1(c))

Each of the Reporting Persons hereby makes the following certification:

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Schedule 13G/A CUSIP No. 71714F104

PAGE 37 OF 42

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2008

DAVIDSON KEMPNER PARTNERS By: MHD Management Co., its General Partner

/s/ Thomas L. Kempner, Jr.
Name: Thomas L. Kempner, Jr.

Title: Managing Partner

DAVIDSON KEMPNER INSTITUTIONAL

PARTNERS, L.P.

By: Davidson Kempner Advisers Inc.,

its General Partner

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: President

M.H. DAVIDSON & CO.

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: Managing Partner

DAVIDSON KEMPNER INTERNATIONAL, LTD.

By: Davidson Kempner International

Advisors, L.L.C.,

its Investment Manager

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr. Title: Executive Managing Member

SERENA LIMITED

By: Davidson Kempner International

Advisors, L.L.C.,

its Investment Manager

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr. Title: Executive Managing Member

Schedule 13G/A CUSIP No. 71714F104

PAGE 38 OF 42

DAVIDSON KEMPNER EVENT DRIVEN EQUITIES

FUND LP

By: DK Group LLC,

its General Partner

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

DAVIDSON KEMPNER EVENT DRIVEN EQUITIES

INTERNATIONAL LTD.

By: DK Management Partners LP,

its Investment Manager

By: DK Stillwater GP LLC,

its general partner

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

MHD MANAGEMENT CO.

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: Managing Partner

DAVIDSON KEMPNER ADVISERS INC.

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: President

DAVIDSON KEMPNER INTERNATIONAL ADVISORS, L.L.C.

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr. Title: Executive Managing Member

DK GROUP LLC

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr. Title: Executive Managing Member

Schedule 13G/A CUSIP No. 71714F104

PAGE 39 OF 42

DK MANAGEMENT PARTNERS LP By: DK Stillwater GP LLC,

its general partner

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr. Title: Executive Managing Member

DK STILLWATER GP LLC

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

/s/ Thomas L. Kempner, Jr.

Thomas L. Kempner, Jr.

/s/ Marvin H. Davidson

Marvin H. Davidson

/s/ Stephen M. Dowicz

Stephen M. Dowicz

/s/ Scott E. Davidson

Scott E. Davidson

/s/ Michael J. Leffell

Michael J. Leffell

/s/ Timothy I. Levart

Timothy I. Levart

/s/ Robert J. Brivio, Jr.

Robert J. Brivio, Jr.

/s/ Eric P. Epstein

Eric P. Epstein

/s/ Anthony A. Yoselof

Anthony A. Yoseloff

/s/ Avram Z. Friedman

Avram Z. Friedman

Schedule 13G/A CUSIP No. 71714F104

PAGE 40 OF 42

EXHIBIT 1

JOINT ACQUISITION STATEMENT

PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G, shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: February 14, 2008 DAVIDSON KEMPNER PARTNERS By: MHD Management Co., its General Partner /s/ Thomas L. Kempner, Jr. ______ Name: Thomas L. Kempner, Jr. Title: Managing Partner DAVIDSON KEMPNER INSTITUTIONAL PARTNERS, L.P. By: Davidson Kempner Advisers Inc., its General Partner /s/ Thomas L. Kempner, Jr. _____ Name: Thomas L. Kempner, Jr. Title: President M.H. DAVIDSON & CO. /s/ Thomas L. Kempner, Jr. Name: Thomas L. Kempner, Jr. Title: Managing Partner DAVIDSON KEMPNER INTERNATIONAL, LTD. By: Davidson Kempner International Advisors, L.L.C., its Investment Manager /s/ Thomas L. Kempner, Jr. _____ Name: Thomas L. Kempner, Jr. Title: Executive Managing Member Schedule 13G/A CUSIP No. 71714F104 PAGE 41 OF 42 SERENA LIMITED By: Davidson Kempner International Advisors, L.L.C., its Investment Manager /s/ Thomas L. Kempner, Jr. Name: Thomas L. Kempner, Jr. Title: Executive Managing Member DAVIDSON KEMPNER EVENT DRIVEN EQUITIES By: DK Group LLC, its General Partner /s/ Thomas L. Kempner, Jr. Name: Thomas L. Kempner, Jr. Title: Executive Managing Member

DAVIDSON KEMPNER EVENT DRIVEN EQUITIES

Schedule 13G/A CUSIP No. 71714F104 INTERNATIONAL LTD. By: DK Management Partners LP, its Investment Manager By: DK Stillwater GP LLC, its general partner /s/ Thomas L. Kempner, Jr. Name: Thomas L. Kempner, Jr. Title: Executive Managing Member MHD MANAGEMENT CO. /s/ Thomas L. Kempner, Jr. Name: Thomas L. Kempner, Jr. Title: Managing Partner DAVIDSON KEMPNER ADVISERS INC. /s/ Thomas L. Kempner, Jr. Name: Thomas L. Kempner, Jr. Title: President DAVIDSON KEMPNER INTERNATIONAL ADVISORS, L.L.C. /s/ Thomas L. Kempner, Jr. _____ Name: Thomas L. Kempner, Jr. Title: Executive Managing Member PAGE 42 OF 42 DK GROUP LLC /s/ Thomas L. Kempner, Jr. Name: Thomas L. Kempner, Jr. Title: Executive Managing Member DK MANAGEMENT PARTNERS LP By: DK Stillwater GP LLC, its general partner /s/ Thomas L. Kempner, Jr. Name: Thomas L. Kempner, Jr. Title: Executive Managing Member DK STILLWATER GP LLC /s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr. Title: Executive Managing Member

/s/ Thomas L. Kempner, Jr.

38

| Thomas L. Kempner, Jr. |
|---------------------------|
| /s/ Marvin H. Davidson |
| Marvin H. Davidson |
| /s/ Stephen M. Dowicz |
| Stephen M. Dowicz |
| /s/ Scott E. Davidson |
| Scott E. Davidson |
| /s/ Michael J. Leffell |
| Michael J. Leffell |
| /s/ Timothy I. Levart |
| Timothy I. Levart |
| /s/ Robert J. Brivio, Jr. |
| Robert J. Brivio, Jr. |
| /s/ ERIC P. EPSTEIN |
| Eric P. Epstein |
| /s/ Anthony A. Yoseloff |
| Anthony A. Yoseloff |
| /s/ Avram Z. Friedman |
| Avram Z. Friedman |