

OPTION CARE INC/DE

Form 8-K

July 25, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): July 24, 2007
OPTION CARE, INC.**

(Exact Name of Registrant as Specified in Charter)

| | | |
|--|-------------------------------------|--|
| Delaware | 0-19878 | 36-3791193 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |
| 485 Half Day Road, Suite 300, Buffalo Grove, Illinois | | 60089 |

(Address of Principal Executive Offices) **(Zip Code)**
Registrant's telephone number, including area code : **(847) 465-2100**

N/A

(Former Name or Former Address, if Changed Since Last Report)

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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Item 8.01. Other Events.

On July 24, 2007, Option Care, Inc. (the Company) issued a press release announcing that its 2.25% Convertible Senior Notes due 2024 (the Convertible Notes) are convertible as a result of the anticipated acquisition of over 50% of the Company s outstanding shares of common stock pursuant to a tender offer for all of the Company s outstanding shares by a wholly owned subsidiary of Walgreen Co., the anticipated second-step cash merger that will follow completion of the tender offer, and the anticipated termination of trading in the Company s common shares after the completion of both of the aforementioned events. The press release also announces that holders of the Convertible Notes will be entitled to a Make-Whole Premium (as defined in the indenture) if the aforementioned events occur. A copy of the press release described above is attached here as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

The following exhibits are filed as part of this report.

| <u>Exhibit</u> | <u>Description</u> |
|----------------|--|
| 99.1 | Press Release dated July 24, 2007 of Option Care, Inc. |

SIGNATURES

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.

OPTION CARE, INC.

By: /s/ Joseph Bonaccorsi
Name: Joseph Bonaccorsi
Title: Secretary

Date: July 25, 2007

INDEX TO EXHIBITS

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|---------------------------|---|
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