

AMEDISYS INC
Form 8-K
April 10, 2012

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): April 10, 2012 (April 5, 2012)

Commission File Number: 0-24260

Amedisys, Inc.

(Exact Name of Registrant as specified in its Charter)

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Delaware
(State or other jurisdiction of

11-3131700
(I.R.S. Employer

incorporation or organization)

Identification No.)

5959 S. Sherwood Forest Blvd., Baton Rouge, LA 70816

(Address of principal executive offices, including zip code)

(225) 292-2031 or (800) 467-2662

(Registrant's telephone number, including area code)

(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:

- ☐ 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))

Section 5 Corporate Governance and Management

Item 5.02(e). Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective as of April 5, 2012, Amedisys, Inc. (the "Company") and Amedisys Holding, L.L.C. entered into a Retention Bonus Agreement (the "Agreement") with each of William F. Borne, the Company's Chief Executive Officer, Jeffrey D. Jeter, the Company's Chief Compliance Officer, Michael O. Fleming, the Company's Chief Medical Officer, and David R. Bucey, the Company's General Counsel and Corporate Secretary. Pursuant to the terms of the Agreements, the Company has agreed to pay retention bonuses to each of the officers, as follows: Mr. Borne (\$187,500), Mr. Jeter (\$31,250), Dr. Fleming (\$35,625) and Mr. Bucey (\$32,500). The bonus payments, less applicable withholdings, will be paid contemporaneously with each officer's next regularly-scheduled payroll payment after April 1, 2012.

The bonuses paid to Messrs. Jeter and Bucey and Dr. Fleming were upon the recommendation of Mr. Borne, and each of the four executive officer bonus payments were approved by the Company's Board of Directors (the "Board") upon the recommendation and approval of the Compensation Committee of the Board. Our President and Chief Financial Officer, Ronald A. LaBorde, was not awarded a retention bonus since he recently joined the Company as an employee in November 2011. The retention bonuses were paid in recognition of the value that each executive officer brings to Amedisys and in encouragement of their continued service to the Company.

Each of the Agreements contains a recoupment provision, requiring the executive officer to pay back to the Company, within five business days of written demand therefor:

100% of the retention bonus if he is terminated for Cause (as such term is defined in his Employment Agreement with the Company) or voluntarily resigns without Good Reason (as such term is defined in his Employment Agreement with the Company) before April 1, 2013;

66.67% of the retention bonus if he is terminated for Cause or voluntarily resigns without Good Reason on or after April 1, 2013 but before April 1, 2014; and

33.33% of the retention bonus if he is terminated for Cause or voluntarily resigns without Good Reason on or after April 1, 2014 but on or before April 1, 2015.

He/his estate would have no obligation to repay the retention bonus if he is terminated due to Disability (as such term is defined in his Employment Agreement with the Company) or upon Retirement (as such term is defined in his Employment Agreement with the Company) or death.

Copies of the Retention Bonus Agreements for Mr. Borne, Mr. Jeter, Dr. Fleming and Mr. Bucey are filed as Exhibit 10.1, Exhibit 10.2, Exhibit 10.3 and Exhibit 10.4, respectively, to this Current Report on Form 8-K, and the description of the Agreements appearing above is qualified in its entirety by the provisions of the actual Agreements.

Section 9 Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

- 10.1 Retention Bonus Agreement dated April 5, 2012 by and among Amedisys, Inc., Amedisys Holding, L.L.C. and William F. Borne

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- 10.2 Retention Bonus Agreement dated April 5, 2012 by and among Amedisys, Inc., Amedisys Holding, L.L.C. and Jeffrey D. Jeter

- 10.3 Retention Bonus Agreement dated April 5, 2012 by and among Amedisys, Inc., Amedisys Holding, L.L.C. and Michael O. Fleming
- 10.4 Retention Bonus Agreement dated April 5, 2012 by and among Amedisys, Inc., Amedisys Holding, L.L.C. and David R. Bucey

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMEDISYS, INC.

By: /s/ Ronald A. LaBorde
Ronald A. LaBorde
President and Chief Financial Officer and Duly Authorized Officer

DATE: April 10, 2012

Exhibit Index

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