

MERGE HEALTHCARE INC  
Form 8-K  
April 03, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549-1004

**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 2, 2013**

**Merge Healthcare Incorporated**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of incorporation)

**001 33006**  
(Commission

**39-1600938**  
(I.R.S Employer

File Number)  
**200 E. Randolph Street, 24th Floor**

Identification No.)

**Chicago, Illinois 60601-6436**

(Address of principal executive offices, including zip code)

**(312) 565-6868**

(Registrant's telephone number, including area code)

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))

**ITEM 8.01 OTHER EVENTS**

On April 2, 2013, Merge Healthcare Incorporated (the Company ) issued a press release announcing the commencement of a cash tender offer (the Tender Offer ) for any and all of its \$252,000,000 outstanding aggregate principal amount of 11.75% Senior Secured Notes due 2015 (the Notes ). In connection with the Tender Offer, the Company is also soliciting consents (the Consent Solicitation ) to effect certain proposed amendments to the Notes and the indenture governing the Notes (the Indenture ) that would eliminate substantially all of the restrictive covenants and certain events of default contained therein, would release all of the collateral securing the Notes, would shorten the minimum redemption notice period required for Merge to redeem Notes from thirty days to three business days prior to the redemption date, and would modify certain other related provisions contained in the Indenture.

A copy of the press release announcing the Tender Offer and Consent Solicitation is filed as Exhibit 99.1 with this current report and incorporated by reference herein.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits.

Exhibit 99.1 Press Release of the Company announcing the Tender Offer and Consent Solicitation dated April 2, 2013.

**SIGNATURE**

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.

MERGE HEALTHCARE INCORPORATED  
(Registrant)

Date: April 2, 2013

By: /s/ Ann G. Mayberry-French  
Name: Ann G. Mayberry-French  
Title: General Counsel and Corporate Secretary

**EXHIBIT INDEX**

**Exhibit**

**Number**

**Description**

99.1 Press Release of the Company announcing the Tender Offer and Consent Solicitation dated April 2, 2013.