

Emergency Medical Services L.P.
Form 8-K
November 20, 2009

**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): **November 19, 2009**

EMERGENCY MEDICAL SERVICES CORPORATION

EMERGENCY MEDICAL SERVICES L.P.

(Exact name of each registrant as specified in its charter)

Edgar Filing: Emergency Medical Services L.P. - Form 8-K

001-32701

20-3738384

Delaware
(State or other jurisdiction
of incorporation)

333-127115
(Commission
File Numbers)

20-2076535
(IRS Employer
Identification Nos.)

6200 S. Syracuse Way, Suite 200, Greenwood Village, Colorado

80111

(Address of principal executive offices)

(Zip Code)

(303) 495-1200

(Registrants 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 registrants 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))
-

Section 1 - Registrant's Business and Operations

Item 1.01 Entry into a Material Definitive Agreement

On November 19, 2009, Emergency Medical Services Corporation (the Company) entered into an Underwriting Agreement among the Company, the selling stockholders signatory thereto, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman Sachs & Co. and J.P. Morgan Securities Inc. regarding a secondary offering of the Company's class A common stock (the Common Stock) by certain selling stockholders. The Common Stock is being offered and sold pursuant to the Company's shelf registration statement on Form S-3 (File No. 333-163153) filed with the Securities and Exchange Commission on November 17, 2009 and related prospectus supplement, to be filed on November 20, 2009.

Section 7 Regulation FD

Item 7.01 Regulation FD Disclosure

On November 19, 2009, the Company issued a press release announcing the pricing of a secondary offering of its class A common stock by certain selling stockholders. A copy of the press release is furnished as Exhibit 99.1 to this report.

The information in this report under Item 7.01, including the press release furnished as Exhibit 99.1, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities under that Section, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

| Exhibit Number | Description of Exhibit |
|-----------------------|---|
| 1.1 | Underwriting Agreement, dated November 19, 2009. |
| 99.1 | Press Release of Emergency Medical Services Corporation, dated November 19, 2009. |

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.

EMERGENCY MEDICAL SERVICES CORPORATION

(Registrant)

November 20, 2009

By:

/s/ Todd G. Zimmerman
Todd G. Zimmerman
Executive Vice President and General Counsel

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.

EMERGENCY MEDICAL SERVICES, L.P.
(Registrant)

By: **Emergency Medical Services Corporation,
its General Partner**

November 20, 2009

By: */s/ Todd G. Zimmerman*
Todd G. Zimmerman
Executive Vice President and General Counsel

Exhibit Index

| Exhibit Number | Description of Exhibit |
|-----------------------|---|
| 1.1 | Underwriting Agreement, dated November 19, 2009. |
| 99.1 | Press Release of Emergency Medical Services Corporation, dated November 19, 2009. |