

AMEDISYS INC
Form SC 13D/A
November 05, 2018

UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934*
(Amendment No. 8)

AMEDISYS, INC.
(Name of Issuer)

Common Stock, par value \$.001 per share
(Title of Class of Securities)

023436108
(CUSIP Number)

David J. Sorkin, Esq.
Kohlberg Kravis Roberts & Co. L.P.
9 West 57th Street, Suite 4200
New York, NY 10019
(212) 750-8300
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 1, 2018
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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 ("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 13D

CUSIP No. 023436108

NAMES OF REPORTING PERSONS

1
KKR Credit Advisors (US) LLC

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (SEE (a)
2 INSTRUCTIONS)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE
4 INSTRUCTIONS)

OO

CHECK IF DISCLOSURE OF LEGAL
PROCEEDING IS REQUIRED
5 PURSUANT TO ITEMS 2(D) OR 2(E)

CITIZENSHIP OR PLACE OF
6 ORGANIZATION

Delaware

SOLE VOTING POWER

7
109,026

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8
0

SOLE DISPOSITIVE POWER

9
109,026

SHARED DISPOSITIVE POWER

10
0

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

109,026

12 CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

0.3%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IA

SCHEDULE 13D

CUSIP No. 023436108

NAMES OF REPORTING PERSONS

1

Kohlberg Kravis Roberts & Co. L.P.

CHECK THE APPROPRIATE BOX IF
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INSTRUCTIONS)

2

(b)

SEC USE ONLY

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SOURCE OF FUNDS (SEE
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PN

SCHEDULE 13D

CUSIP No. 023436108

NAMES OF REPORTING PERSONS

1
KKR Management Holdings L.P.

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SCHEDULE 13D

CUSIP No. 023436108

NAMES OF REPORTING PERSONS

1
KKR Management Holdings Corp.

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(SEE INSTRUCTIONS)

CO

SCHEDULE 13D

CUSIP No. 023436108

NAMES OF REPORTING PERSONS

1
KKR Group Holdings Corp.

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14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO

SCHEDULE 13D

CUSIP No. 023436108

NAMES OF REPORTING PERSONS

1

KKR & Co. Inc.

CHECK THE APPROPRIATE BOX IF
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(b)

SEC USE ONLY

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SOURCE OF FUNDS (SEE
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CITIZENSHIP OR PLACE OF
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Delaware

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0.3%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO

SCHEDULE 13D

CUSIP No. 023436108

NAMES OF REPORTING PERSONS

1
KKR Management LLC

CHECK THE APPROPRIATE BOX IF
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SEC USE ONLY

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0.3%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

OO

SCHEDULE 13D

CUSIP No. 023436108

NAMES OF REPORTING PERSONS

1 Henry R. Kravis

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (SEE (a)
INSTRUCTIONS)

2 (b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

4 OO

CHECK IF DISCLOSURE OF LEGAL
PROCEEDING IS REQUIRED
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5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6 United States

SOLE VOTING POWER

7 0

NUMBER OF
SHARES
BENEFICIALLY
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PERSON WITH

SHARED VOTING POWER

8 109,026

SOLE DISPOSITIVE POWER

9 0

SHARED DISPOSITIVE POWER

10 109,026

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109,026

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INSTRUCTIONS)

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ROW (11)

0.3%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IN

SCHEDULE 13D

CUSIP No. 023436108

NAMES OF REPORTING PERSONS

1

George R. Roberts

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (SEE (a)
INSTRUCTIONS)

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

4

OO

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CITIZENSHIP OR PLACE OF
ORGANIZATION

6

United States

SOLE VOTING POWER

7

0

NUMBER OF
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109,026

SOLE DISPOSITIVE POWER

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(SEE INSTRUCTIONS)

IN

This Amendment No. 8 supplements and amends the Schedule 13D filed on August 8, 2013 by the Reporting Persons (as defined below) and certain of their affiliates with respect to the shares of Common Stock, par value \$0.001 per share, of Amedisys, Inc. (the “Issuer”) beneficially owned by them, as amended by Amendment No. 1 to the Schedule 13D filed on October 11, 2013, Amendment No. 2 to the Schedule 13D filed on October 23, 2013, Amendment No. 3 to the Schedule 13D filed on November 14, 2013, Amendment No. 4 to the Schedule 13D filed on November 21, 2013, Amendment No. 5 to the Schedule 13D filed on February 3, 2014, Amendment No. 6 to the Schedule 13D filed on March 27, 2014, and Amendment No. 7 to the Schedule 13D filed on June 6, 2018 (as so amended, this “Schedule 13D”). This Amendment reflects, among other things, the conversion of KKR & Co. L.P., a Delaware limited partnership, into a Delaware corporation named KKR & Co. Inc., which became effective on July 1, 2018, pursuant to which KKR & Co. L.P. contributed all of its interests in two wholly-owned subsidiaries, KKR Group Holdings L.P. and KKR Group Limited, to a newly formed and wholly-owned subsidiary, KKR Group Holdings Corp., and KKR Group Holdings L.P. and KKR Group Limited were liquidated (the “KKR Reorganization”). The KKR Reorganization did not involve any purchase or sale of securities of the Issuer. Except as otherwise specified in this Amendment No. 8, all previous Items are unchanged. Unless otherwise indicated herein, capitalized terms used but not defined in this Amendment No. 8 shall have the same meanings herein as are ascribed to such terms in the Schedule 13D.

Item 2. Identity and Background

Item 2 is hereby amended and restated in its entirety as follows:

(a), (f) This statement on Schedule 13D is being filed pursuant to Rule 13d-1(a) under the Securities Exchange Act of 1934, as amended, by:

- (i) KKR Credit Advisors (US) LLC, a Delaware limited liability company (“KKR Credit”, formerly known as KKR Asset Management LLC, a Delaware limited liability company (“KAM”));
- (ii) Kohlberg Kravis Roberts & Co. L.P., a Delaware limited partnership (“Kohlberg Kravis Roberts & Co.”);
- (iii) KKR Management Holdings L.P., a Delaware limited partnership (“KKR Management Holdings”);
- (iv) KKR Management Holdings Corp., a Delaware corporation (“KKR Management Holdings Corp.”);
- (v) KKR Group Holdings Corp., a Delaware corporation (“KKR Group Holdings”);
- (vi) KKR & Co. Inc., a Delaware corporation (“KKR & Co.”);
- (vii) KKR Management LLC, a Delaware limited liability company (“KKR Management”);
- (viii) Henry R. Kravis, a United States citizen; and
- (ix) George R. Roberts, a United States citizen (the entities and persons listed in items (i) through (ix) are collectively referred to herein as the “Reporting Persons”).

KKR Credit is the sole owner of an entity which is the investment advisor to funds holding securities of the Issuer.

Kohlberg Kravis Roberts & Co. is the holder of all of the outstanding equity interests in KKR Credit. KKR Management Holdings is the general partner of Kohlberg Kravis Roberts & Co. and KKR Management Holdings Corp. is the general partner of KKR Management Holdings. KKR Group Holdings is the sole shareholder of KKR Management Holdings Corp. KKR & Co. is the sole shareholder of KKR Group Holdings. KKR Management is the controlling shareholder of KKR & Co. Messrs. Kravis and Roberts are the designated members of KKR Management.

The executive officers of KKR Credit are Nathaniel Zilkha, Christopher Sheldon, Todd Builione, Edward Brandman, Jeffrey B. Van Horn, and Annette O’Donnell-Butner. Each of Messrs. Scott C. Nuttall, Joseph Y. Bae, William J. Janetschek and David J. Sorkin is a director of KKR Management Holdings Corp. and KKR Group Holdings. The executive officers of KKR Management Holdings Corp., KKR Group Holdings and KKR & Co. are Messrs. Kravis, Roberts, Nuttall, Bae, Janetschek and Sorkin. The directors of KKR & Co. (the “KKR Directors”) are listed on Annex A attached hereto.

Each of Messrs. Nuttall, Bae, Janetschek, Sorkin, Zilkha, Sheldon, Builione, Brandman, and Van Horn and Ms. O'Donnell-Butner is a United States citizen.

The Reporting Persons have entered into a joint filing agreement, a copy of which is attached hereto as Exhibit A.

(b) The address of the business office of Kohlberg Kravis Roberts & Co., KKR Management Holdings, KKR Management Holdings Corp., KKR Group Holdings, KKR & Co., KKR Management and Messrs. Kravis, Nuttall, Bae, Janetschek, Sorkin, Zilkha, Builione, and Brandman and the KKR Directors is:

c/o Kohlberg Kravis Roberts & Co. L.P.
9 West 57th Street, Suite 4200
New York, NY 10019

The address of the principal business office of Mr. Roberts is:

c/o Kohlberg Kravis Roberts & Co. L.P.
2800 Sand Hill Road, Suite 200
Menlo Park, CA 94025

The address of the principal business office of KKR Credit, Messrs. Sheldon, and Van Horn and Ms. O'Donnell-Butner:

c/o KKR Credit Advisors (US) LLC
555 California Street, 50th Floor
San Francisco, CA 94104

(c) Each of Kohlberg, Kravis, Roberts & Co., KKR Management Holdings, KKR Management Holdings Corp., KKR Group Holdings, KKR & Co. and KKR Management is principally engaged as a holding company for subsidiaries engaged in the investment management business.

KKR Credit is principally engaged in the investment management business.

The present principal occupation or employment of each of Messrs. Kravis, Roberts, Nuttall, Bae, Janetschek, Sorkin, Zilkha, Sheldon, Builione, Brandman, and Van Horn and Ms. O'Donnell-Butner is as an executive of Kohlberg Kravis Roberts & Co. L.P. and/or one or more of its affiliates. The present principal occupation of each of the KKR Directors is listed on Annex A.

(d) During the last five years, none of the Reporting Persons or, to the best knowledge of the Reporting Persons, any of the KKR Directors or other persons named in this Item 2, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Reporting Persons or, to the best knowledge of the Reporting Persons, any of the KKR Directors or other persons named in this Item 2, has been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding were or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 4. Purpose of Transaction.

Item 4 is hereby amended as follows:

The information set forth in amended Item 5(c) below is incorporated by reference herein.

Item 5. Interest in Securities of the Issuer.

Paragraphs (a), (b), (c) and (e) of Item 5 are hereby amended and restated in their entirety to read as follows:

(a)-(b) As an investment advisor to a number of client accounts, KKR Credit may be deemed to have the power to vote or direct the vote of (and the power to dispose or direct the disposition of) 109,026 shares of Common Stock, which represents 0.3% of the Common Stock outstanding, based on 31,888,599 shares of Common Stock outstanding as of October 26, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on October 30, 2018.

Each of Kohlberg Kravis Roberts & Co. (as the holder of all of the outstanding equity interests in KKR Credit), KKR Management Holdings (as the general partner of Kohlberg Kravis Roberts & Co.), KKR Management Holdings Corp. (as the general partner of KKR Management Holdings), KKR Group Holdings (as the sole shareholder of KKR Management Holdings Corp.), KKR & Co. (as the sole shareholder of KKR Group Holdings), KKR Management (as the controlling shareholder of KKR & Co.) and Messrs. Kravis and Roberts (as the designated members of KKR Management) may also be deemed to beneficially own some or all of the shares of Common Stock reported herein. To the best knowledge of the Reporting Persons, none of the other persons named in Item 2 beneficially owns any shares of Common Stock. Any beneficial ownership of Common Stock by the KKR Directors is listed on Annex A. The filing of this Schedule 13D shall not be construed as an admission that any person listed in Item 2 or this Item 5 is the beneficial owner of any securities covered by this statement.

(c) On November 1, 2018, funds and accounts managed by KKR Credit sold an aggregate of 2,309,278 shares of Common Stock in a block trade at a price of \$109.26 per share.

(e) Following the sale reported herein, the Reporting Persons ceased to beneficially own, in the aggregate, more than 5% of the outstanding Common Stock.

Item 7. Material to be filed as Exhibits.

Item 7 is hereby amended and restated as follows:

Exhibit A Joint Filing Agreement

Exhibit B Powers of Attorney (incorporated herein by reference to Exhibit B to Amendment No. 7 to the Schedule 13D filed by the Reporting Persons on June 6, 2018)

Exhibit C Share Repurchase Agreement, dated as of June 4, 2018, among Amedisys, Inc. and the selling stockholders set forth on Schedule I attached thereto (incorporated by reference to Exhibit 2.1 to Amedisys, Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 4, 2018 (Commission File No. 000-24260)).

SIGNATURES

After reasonable inquiry and to the best of its or his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 5, 2018

KKR CREDIT ADVISORS (US) LLC

By: /s/ Jeffrey M. Smith
Name: Jeffrey M. Smith
Title: Authorized Signatory

KOHLBERG KRAVIS ROBERTS & CO. L.P.

By: /s/ Terence P. Gallagher
Name: Terence P. Gallagher
Title: Attorney-in-fact for William Janetschek, Chief Financial Officer

KKR MANAGEMENT HOLDINGS L.P.

By: KKR Management Holdings Corp., its general partner

By: /s/ Terence P. Gallagher
Name: Terence P. Gallagher
Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer

KKR MANAGEMENT HOLDINGS CORP.

By: /s/ Terence P. Gallagher
Name: Terence P. Gallagher
Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer

KKR GROUP HOLDINGS CORP.

By: /s/ Terence P. Gallagher
Name: Terence P. Gallagher
Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer

CUSIP No. 023436108

KKR & CO. INC.

By: /s/ Terence P. Gallagher
Name: Terence P. Gallagher
Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer

KKR MANAGEMENT LLC

By: /s/ Terence P. Gallagher
Name: Terence P. Gallagher
Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer

HENRY R. KRAVIS

By: /s/ Terence P. Gallagher
Name: Terence P. Gallagher
Title: Attorney-in-fact

GEORGE R. ROBERTS

By: /s/ Terence P. Gallagher
Name: Terence P. Gallagher
Title: Attorney-in-fact

Annex A

Directors of KKR & Co. Inc.

The following sets forth the name and principal occupation of each of the directors of KKR & Co. Inc. Each of such persons is a citizen of the United States other than Xavier Niel, who is a citizen of France

| Name | Principal Occupation |
|---------------------|--|
| Henry R. Kravis | Co-Chief Executive Officer, Co-Chairman of KKR & Co. Inc. |
| George R. Roberts | Co-Chief Executive Officer, Co-Chairman of KKR & Co. Inc. |
| Joseph Y. Bae | Co-President, Co-Chief Operating Officer of KKR & Co. Inc. |
| Scott C. Nuttall | Co-President, Co-Chief Operating Officer of KKR & Co. Inc. |
| Mary N. Dillon | Chief Executive Officer of Ulta Beauty, Inc. |
| David C. Drummond | Senior Vice President, Corporate Development, Chief Legal Officer and Secretary of Alphabet Inc. |
| Joseph A. Grundfest | William A. Franke Professor of Law and Business of Stanford Law School |
| John B. Hess | Chief Executive Officer of Hess Corporation |
| Xavier Niel | Founder, Deputy Chairman of the Board and Chief Strategy Officer of Iliad SA |
| Patricia F. Russo | Former Chief Executive Officer of Alcatel-Lucent |
| Thomas M. Schoewe | Former Executive Vice President and Chief Financial Officer of Wal-Mart Stores, Inc. |
| Robert W. Scully | Former Member, Office of the Chairman of Morgan Stanley |

To the best knowledge of the Reporting Persons, none of the persons listed above beneficially owns any Common Stock of the Issuer.

EXHIBIT LIST

Exhibit A Joint Filing Agreement

Exhibit B Powers of Attorney (incorporated herein by reference to Exhibit B to Amendment No. 7 to the Schedule 13D filed by the Reporting Persons on June 6, 2018)

Exhibit C Share Repurchase Agreement, dated as of June 4, 2018, among Amedisys, Inc. and the selling stockholders set forth on Schedule I attached thereto (incorporated by reference to Exhibit 2.1 to Amedisys, Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 4, 2018 (Commission File No. 000-24260)).

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13D filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the shares of common stock, par value \$0.001 per share of Amedisys, Inc., is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below that is named as a reporting person in such filing in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: November 5, 2018

KKR CREDIT ADVISORS (US) LLC

By: /s/ Jeffrey M. Smith
Name: Jeffrey M. Smith
Title: Authorized Signatory

KOHLBERG KRAVIS ROBERTS & CO. L.P.

By: /s/ Terence P. Gallagher
Name: Terence P. Gallagher
Title: Attorney-in-fact for William Janetschek, Chief Financial Officer

KKR MANAGEMENT HOLDINGS L.P.

By: KKR Management Holdings Corp., its general partner

By: /s/ Terence P. Gallagher
Name: Terence P. Gallagher
Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer

KKR MANAGEMENT HOLDINGS CORP.

By: /s/ Terence P. Gallagher
Name: Terence P. Gallagher
Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer

KKR GROUP HOLDINGS CORP.

By: /s/ Terence P. Gallagher
Name: Terence P. Gallagher
Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer

KKR & CO. INC.

By: /s/ Terence P. Gallagher
Name: Terence P. Gallagher
Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer

KKR MANAGEMENT LLC

By: /s/ Terence P. Gallagher
Name: Terence P. Gallagher
Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer

HENRY R. KRAVIS

By: /s/ Terence P. Gallagher
Name: Terence P. Gallagher
Title: Attorney-in-fact

GEORGE R. ROBERTS

By: /s/ Terence P. Gallagher
Name: Terence P. Gallagher
Title: Attorney-in-fact
