

VISTACARE, INC.
Form SC TO-T/A
February 28, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE TO
AMENDMENT NO. 5
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
VISTACARE, INC.**

(Name of Subject Company (Issuer))

OHC INVESTMENT, INC.

a wholly-owned subsidiary of

ODYSSEY HEALTHCARE HOLDING COMPANY

a wholly-owned subsidiary of

ODYSSEY HEALTHCARE, INC.

(Name of Filing Person (Offeror))

Class A Common Stock, par value \$0.01 per share

(Title of Class of Securities)

92839Y109

(CUSIP Number of Class of Securities)

W. Bradley Bickham

Odyssey HealthCare, Inc.

717 North Harwood, Suite 1500

Dallas, Texas 75201

(214) 922-9711

(Name, Address and Telephone Numbers of Person

Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copy to:

P. Gregory Hidalgo

Vinson & Elkins L.L.P.

3700 Trammell Crow Center

2001 Ross Avenue

Dallas, Texas 75201-2975

(214) 220-7700

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee*
\$158,243,019	\$6,218.95

*The amount of the filing fee, in accordance with Rule 0-11 of the Securities Exchange Act of 1934, is calculated by multiplying the transaction valuation by \$.0000393. For purposes of calculating the filing fee only, the transaction valuation was determined by multiplying the purchase price of \$8.60 per share by the sum of (i) the 16,885,958 shares of class A common stock, par value \$0.01 per share, of VistaCare, Inc. (the Shares), issued and outstanding as of January 14, 2008; and (ii) the 1,514,393 Shares that are issuable on or prior to the expiration of this offer under outstanding stock options.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) of the Exchange Act and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$6,218.95	Filing Party:	OHC Investment, Inc., Odyssey HealthCare Holding Company and Odyssey HealthCare, Inc.
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Form or Registration No.:	Schedule TO	Date Filed:	January 30, 2008
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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer:

Check the appropriate boxes below to designate any transactions to which the statement relates.

- Third-party tender offer subject to Rule 14d-1.
- Issuer tender offer subject to Rule 13e-4.
- Going-private transaction subject to Rule 13e-3.
- Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

SCHEDULE TO

This Amendment No. 5 (this Amendment) to the Tender Offer Statement on Schedule TO is filed by (i) OHC Investment, Inc. (Purchaser), a Delaware corporation and wholly owned subsidiary of Odyssey HealthCare Holding Company, a Delaware corporation (Parent), which is a wholly-owned subsidiary of Odyssey HealthCare, Inc., a Delaware corporation (Odyssey), (ii) Parent and (iii) Odyssey. This Amendment amends and supplements the Tender Offer Statement on Schedule TO initially filed with the Securities and Exchange Commission on January 30, 2008, as amended by Amendment No. 1 thereto filed on January 30, 2008, Amendment No. 2 thereto filed on February 5, 2008, Amendment No. 3 thereto filed on February 8, 2008 and Amendment No. 4 thereto filed on February 27, 2008 (as amended, the Schedule TO), which relates to the offer by Purchaser to purchase all outstanding shares of class A common stock, par value \$0.01 per share (including the associated Series A Junior Participating Preferred Stock purchase rights issued pursuant to the Rights Agreement, dated as of August 18, 2004, as amended as of the date hereof, between VistaCare, Inc., a Delaware corporation (VistaCare), and Computershare Trust Company, N.A., formerly known as Equiserve Trust Company, N.A., the Shares), of VistaCare, at a price of \$8.60 per Share, net to the seller in cash (subject to applicable withholding taxes), without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase dated January 30, 2008 (the Offer to Purchase) and in the related Letter of Transmittal (which, together with any supplements or amendments, collectively constitute the Offer). Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Schedule TO.

Items 1 through 11.

Items 1, 4, 8 and 11 of the Schedule TO, which incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented by adding the following text thereto:

The Offer expired at 12:00 midnight, New York City time, on February 27, 2008. Upon expiration of the Offer, Purchaser accepted for payment in accordance with the terms of the Offer all Shares that were validly tendered and not properly withdrawn prior to expiration of the Offer, and payment for such Shares will be made promptly, in accordance with the terms of the Offer. The Depository for the Offer has advised Parent and Purchaser that, as of the expiration of the Offer, a total of approximately 14,212,491 Shares were validly tendered to Purchaser and not properly withdrawn (including approximately 609,813 Shares delivered through notices of guaranteed delivery), representing approximately 84% of the Shares outstanding.

On February 28, 2008, Odyssey issued a press release announcing that Purchaser has commenced a subsequent offering period for all remaining untendered Shares. The subsequent offering period will expire at 5:00 p.m., New York City time, on March 4, 2008, unless extended. Any such extension will be followed by a public announcement no later than 9:00 a.m., New York City time, on the next business day after the subsequent offering period is scheduled to expire.

The same \$8.60 per share price offered in the prior offering period will be paid during the subsequent offering period. Purchaser will immediately accept for payment all Shares validly tendered during this subsequent offering period, and payment will be made promptly after acceptance, in accordance with the terms of the Offer. Procedures for tendering Shares during the subsequent offering period are the same as during the initial offering period with two exceptions: (1) Shares cannot be delivered by the guaranteed delivery procedure, and (2) pursuant to Rule 14d-7(a)(2) promulgated under the Securities Exchange Act of 1934, as amended, Shares tendered during the subsequent offering period may not be withdrawn. The full text of the press release issued by Odyssey is set forth as Exhibit (a)(1)(Q) hereto and is incorporated by reference herein.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

(a)(1)(Q) Press release issued by Odyssey dated February 28, 2008.

SIGNATURE

After due inquiry and to the best of their knowledge and belief, the undersigned hereby certify as of February 28, 2008 that the information set forth in this statement is true, complete and correct.

OHC INVESTMENT, INC.

By: /s/ R. Dirk Allison
R. Dirk Allison
Senior Vice President and Chief
Financial Officer

ODYSSEY HEALTHCARE HOLDING
COMPANY

By: /s/ R. Dirk Allison
R. Dirk Allison
Senior Vice President and Chief
Financial Officer

ODYSSEY HEALTHCARE, INC.

By: /s/ R. Dirk Allison
R. Dirk Allison
Senior Vice President and Chief
Financial Officer

**EXHIBIT
NO.**

DESCRIPTION

(a)(1)(Q) Press release issued by Odyssey dated February 28, 2008.