

OPTION CARE INC/DE

Form 8-K

July 25, 2007

**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): July 24, 2007  
OPTION CARE, INC.**

**(Exact Name of Registrant as Specified in Charter)**

<b>Delaware</b>	<b>0-19878</b>	<b>36-3791193</b>
<b>(State or Other Jurisdiction of Incorporation)</b>	<b>(Commission File Number)</b>	<b>(IRS Employer Identification No.)</b>
<b>485 Half Day Road, Suite 300, Buffalo Grove, Illinois</b>		<b>60089</b>

**(Address of Principal Executive Offices)** **(Zip Code)**  
Registrant's telephone number, including area code : **(847) 465-2100**

N/A

**(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 (*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))
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**Item 8.01. Other Events.**

On July 24, 2007, Option Care, Inc. (the Company ) issued a press release announcing that its 2.25% Convertible Senior Notes due 2024 (the Convertible Notes ) are convertible as a result of the anticipated acquisition of over 50% of the Company s outstanding shares of common stock pursuant to a tender offer for all of the Company s outstanding shares by a wholly owned subsidiary of Walgreen Co., the anticipated second-step cash merger that will follow completion of the tender offer, and the anticipated termination of trading in the Company s common shares after the completion of both of the aforementioned events. The press release also announces that holders of the Convertible Notes will be entitled to a Make-Whole Premium (as defined in the indenture) if the aforementioned events occur. A copy of the press release described above is attached here as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits**

The following exhibits are filed as part of this report.

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release dated July 24, 2007 of Option Care, Inc.

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**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.

**OPTION CARE, INC.**

By: /s/ Joseph Bonaccorsi  
Name: Joseph Bonaccorsi  
Title: Secretary

Date: July 25, 2007

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**INDEX TO EXHIBITS**

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