

Voyager Acquisition LP
Form S-3
November 07, 2013
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As filed with the Securities and Exchange Commission on November 7, 2013

Registration No. 333-

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

Form S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

GENTIVA HEALTH SERVICES, INC.

Subsidiary Guarantors Listed on Schedule A hereto

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

3350 Riverwood Parkway, Suite 1400

36-4335801
(I.R.S. Employer
Identification Number)

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Atlanta, Georgia 30339-3314

(770) 951-6450

For the Co-Registrants, see Schedule A Subsidiary Guarantors on the following page.

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

John N. Camperlengo, Esq.

Senior Vice President, General Counsel and Secretary

Gentiva Health Services, Inc.

3350 Riverwood Parkway, Suite 1400

Atlanta, Georgia 30339-3314

(770) 951-6450

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

David K. Brown

Derek B. Swanson

McKenna Long & Aldridge LLP

303 Peachtree Street, NE Suite 5300

Atlanta, GA 30308

(404) 527-4000

Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement is declared effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. x

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer x
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Unit(1)	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee(2)
Debt securities, guarantees of debt securities(3), preferred stock, common stock, and warrants to purchase debt securities, preferred stock or common stock (4)				
Total	\$300,000,000		\$300,000,000	\$0.00

- (1) Not specified as to each class of securities to be registered pursuant to General Instruction II. D. of Form S-3 under the Securities Act of 1933, as amended (the Securities Act).
- (2) This registration statement includes unsold securities with an aggregate offering price of \$300,000,000 that were previously covered by Registration Statement No. 333-170072. Pursuant to Rule 415(a)(6) under the Securities Act, \$9,210.00 of filing fees (calculated at the rate in effect at the time the prior registration statement was filed) paid in connection with the unsold securities will continue to be applied to such securities, and the offering of such unsold securities under Registration Statement No. 333-170072 will be deemed terminated as of the effectiveness of this registration statement.
- (3) Represents guarantees, if any, of the debt securities by the Co-Registrants. Pursuant to Rule 457(n) under the Securities Act, no separate registration fee will be paid in respect of any such guarantees.
- (4) Includes an indeterminate number of securities that may be issued in primary offerings or upon exercise, conversion or exchange of any securities registered hereunder that provide for exercise, conversion or exchange.

The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the Registration Statement shall become effective on such date as the

Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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Subsidiary*	Jurisdiction of Incorporation/Organization	I.R.S. Employer Identification Number
ABC Hospice, LLC	Texas	20-8716006
Access Home Health of Florida, LLC	Delaware	06-1451363
Alpine Home Health Care, LLC	Colorado	36-4473376
Alpine Home Health II, Inc.	Colorado	20-1987917
Alpine Home Health, Inc.	Mississippi	64-0921774
Alpine Resource Group, Inc.	Colorado	20-1987950
American Homecare Management Corp.	Delaware	11-3306095
American Hospice, Inc.	Texas	75-2486047
Asian American Home Care, Inc.	California	94-3247811
Bethany Hospice, LLC	Delaware	20-2999369
California Hospice, LLC	Texas	30-0711730
Capital Care Resources, LLC	Georgia	58-2411159
Capital Care Resources of South Carolina, LLC	Georgia	56-2102603
Capital Health Management Group, LLC	Georgia	58-2313705
Chaparral Hospice, Inc.	Texas	35-2224605
Chattahoochee Valley Home Care Services, LLC	Georgia	03-0387821
Chattahoochee Valley Home Health, LLC	Georgia	34-1994007
CHMG Acquisition LLC	Georgia	04-3813487
CHMG of Atlanta, LLC	Georgia	54-2089073
CHMG of Griffin, LLC	Georgia	54-2089075
Colorado Hospice, L.L.C.	Colorado	27-2141126
Eastern Carolina Home Health Agency, LLC	North Carolina	56-1590744
Faith Home Health and Hospice, LLC	Kansas	47-0884412
Faith in Home Services, L.L.C.	Kansas	20-1931763
Family Hospice, Ltd.	Texas	75-2588221
FHI GP, Inc.	Texas	75-2588220
FHI Health Systems, Inc.	Delaware	75-2588219
FHI LP, Inc.	Nevada	88-0335145
FHI Management, Ltd.	Texas	75-2588222
First Home Health, Inc.	West Virginia	55-0750157
Gentiva Certified Healthcare Corp.	Delaware	11-2645333
Gentiva Health Services (Certified), Inc.	Delaware	11-3454105
Gentiva Health Services Holding Corp.	Delaware	11-3454104
Gentiva Health Services (USA) LLC	Delaware	11-3414024
Gentiva Rehab Without Walls, LLC	Delaware	06-1725406
Gentiva Services of New York, Inc.	New York	11-2802024
Georgia Hospice, LLC	Texas	27-4251135
Gilbert s Home Health Agency, Inc.	Mississippi	64-0730826
Gilbert s Hospice Care, LLC	Mississippi	20-0566932
Gilbert s Hospice Care of Mississippi, LLC	Mississippi	20-1296854
Girling Health Care Services of Knoxville, Inc.	Tennessee	62-1406895
Girling Health Care, Inc.	Texas	74-2115034
Harden Clinical Services, LLC	Texas	27-1519643
Harden HC Texas Holdco, LLC	Texas	26-1487182
Harden Healthcare Holdings, LLC	Delaware	Applied For
Harden Healthcare Services, LLC	Texas	26-1569071
Harden Healthcare, LLC	Texas	74-3024009

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Subsidiary*	Jurisdiction of Incorporation/Organization	I.R.S. Employer Identification Number
Harden Home Health, LLC	Delaware	65-1299601
Harden Home Option, LLC	Texas	37-1657856
Harden Hospice, LLC	Texas	43-2083818
Hawkeye Health Services, Inc.	Iowa	42-1285486
Healthfield, LLC	Delaware	58-1819650
Healthfield Home Health, LLC	Georgia	58-1947694
Healthfield Hospice Services, LLC	Georgia	58-2284736
Healthfield of Southwest Georgia, LLC	Georgia	27-0131980
Healthfield of Statesboro, LLC	Georgia	68-0593590
Healthfield of Tennessee, LLC	Georgia	01-0831798
Healthfield Operating Group, LLC	Delaware	36-4425473
HomeCare Plus, Inc.	Alabama	63-1214842
Home Health Care Affiliates, Inc.	Mississippi	74-2737989
Home Health Care Affiliates of Central Mississippi, L.L.C.	Mississippi	62-1807084
Home Health Care Affiliates of Mississippi, Inc.	Mississippi	62-1775256
Home Health Care of Carteret County, LLC	North Carolina	56-1556547
Horizon Health Care Services, Inc.	Texas	76-0456316
Horizon Health Network LLC	Alabama	33-1017853
Hospice Care of Kansas and Missouri, L.L.C.	Missouri	none
Hospice Care of Kansas, L.L.C.	Kansas	48-1210207
Hospice Care of the Midwest, L.L.C.	Missouri	none
Iowa Hospice, L.L.C.	Iowa	20-2589495
Isidora s Health Care Inc.	Texas	65-1285069
Lakes Hospice, L.L.C.	Iowa	65-1302887
Lighthouse Hospice Coastal Bend, LLC	Texas	22-3946976
Lighthouse Hospice Metroplex, LLC	Texas	26-3228001
Lighthouse Hospice San Antonio, LLC	Texas	87-0798501
Lighthouse Hospice Management, LLC	Texas	06-1787617
Lighthouse Hospice Partners, LLC	Texas	35-2190648
Mid-South Home Care Services, LLC	Alabama	82-0559231
Mid-South Home Health, LLC	Delaware	63-0772385
Mid-South Home Health Agency, LLC	Alabama	82-0559199
Mid-South Home Health of Gadsden, LLC	Georgia	14-1909499
Missouri Home Care of Rolla, Inc.	Missouri	43-1317147
New York Healthcare Services, Inc.	New York	22-2695367
Nursing Care Home Health Agency, Inc.	West Virginia	55-0633030
Odyssey HealthCare, Inc.	Delaware	43-1723043
Odyssey HealthCare Austin, LLC	Delaware	none
Odyssey HealthCare Detroit, LLC	Delaware	none
Odyssey HealthCare Fort Worth, LLC	Delaware	none
Odyssey HealthCare GP, LLC	Delaware	75-2932676
Odyssey HealthCare Holding Company	Delaware	75-2925311
Odyssey HealthCare LP, LLC	Delaware	74-2998154
Odyssey HealthCare Management, LP	Delaware	75-2923658
Odyssey HealthCare of Augusta, LLC	Delaware	26-0711782
Odyssey HealthCare of Flint, LLC	Delaware	26-3920362
Odyssey HealthCare of Marion County, Inc.	Delaware	75-3238731
Odyssey HealthCare of Savannah, LLC	Delaware	26-0712052
Odyssey HealthCare of St. Louis, LLC	Delaware	26-1174571

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Subsidiary*	Jurisdiction of Incorporation/Organization	I.R.S. Employer Identification Number
Odyssey HealthCare Operating A, LP	Delaware	75-2752908
Odyssey HealthCare Operating B, LP	Delaware	75-2937832
OHS Service Corp.	Texas	22-3690699
Omega Hospice, LLC	Alabama	20-8667430
PHHC Acquisition Corp.	Delaware	38-3784032
QC-Medi New York, Inc.	New York	11-2750425
Quality Care-USA, Inc.	New York	11-2256479
Saturday Partners, LLC	Colorado	20-1930463
Tar Heel Health Care Services, LLC	North Carolina	56-1456991
The American Heartland Hospice Corp.	Missouri	43-1697602
The Home Option, LLC	Texas	26-2527353
The Home Team of Kansas, LLC	Kansas	74-3052911
Total Care Home Health of Louisburg, LLC	Georgia	68-0593592
Total Care Home Health of North Carolina, LLC	Georgia	20-0091435
Total Care Home Health of South Carolina, LLC	Georgia	20-0091422
Van Winkle Home Health Care, Inc.	Mississippi	62-1669388
Vista Hospice Care, LLC	Delaware	86-0808230
VistaCare, LLC	Delaware	06-1521534
VistaCare of Boston, LLC	Delaware	26-1544595
VistaCare USA, LLC	Delaware	86-0914505
Voyager Acquisition, L.P.	Texas	20-1953497
Voyager Home Health, Inc.	Delaware	26-1501792
Voyager HospiceCare, Inc.	Delaware	20-1173787
We Care Home Health Services, In.	Texas	33-0665550
Wiregrass Hospice LLC	Alabama	82-0559182
Wiregrass Hospice Care, LLC	Georgia	20-0296636
Wiregrass Hospice of South Carolina, LLC	Georgia	34-2053721

* All subsidiary guarantors have the following principal executive office: c/o Gentiva Health Services, Inc., 3350 Riverwood Parkway, Suite 1400, Atlanta, Georgia 30339.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and we are not soliciting offers to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED NOVEMBER 7, 2013

PROSPECTUS

\$300,000,000

Gentiva Health Services, Inc.

Debt Securities

Preferred Stock

Common Stock

Warrants

We may from time to time sell any combination of debt securities, preferred stock, common stock and warrants described in this prospectus in one or more offerings. The aggregate initial offering price of all securities sold under this prospectus will not exceed \$300,000,000.

This prospectus provides a general description of the securities we may offer. We may offer and sell the securities separately, together or as units, in separate classes or series, in amounts, at prices and on terms to be determined at the time of sale and set forth in a supplement to this prospectus. Each time we sell securities we will provide specific terms of the securities offered in a supplement to this prospectus. The prospectus supplement may also add, update or change information contained in this prospectus. You should read this prospectus and the applicable prospectus supplement carefully before you invest in any securities. This prospectus may not be used to consummate a sale of securities unless accompanied by an applicable prospectus supplement.

We may sell these securities directly to our stockholders or to purchasers through agents on our behalf or through underwriters or dealers as designated from time to time. If any agents or underwriters are involved in the sale of any of these securities, the applicable prospectus supplement will provide the names of the agents or underwriters and any applicable fees, commissions or discounts. Our net proceeds from the sale of securities will also be set forth in the applicable prospectus supplement.

Our common stock is traded on The NASDAQ Global Select Market under the symbol **GTIV**.

See **RISK FACTORS** beginning on page 6 for information you should consider before buying these securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2013

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ABOUT THIS PROSPECTUS

This prospectus is part of a shelf registration statement on Form S-3 that we filed with the Securities and Exchange Commission (the SEC). Under this shelf registration statement, we may offer up to \$300,000,000 offering price of any combination of securities described in this prospectus in one or more offerings. This prospectus provides you with a general description of the securities we may offer. Each time we use this prospectus to offer securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering, including the specific amounts, process and terms of the offered securities. The prospectus supplement may also add, update or change the information contained in this prospectus. You should read carefully both this prospectus, any prospectus supplement and any free writing prospectus related to the applicable securities that is prepared by us or on our behalf or that is otherwise authorized by us, together with additional information described under the heading "Where You Can Find More Information" located on page 5.

You should rely only on the information contained or incorporated by reference in this prospectus, any prospectus supplement and any free writing prospectus related to the applicable securities that is prepared by us or on our behalf or that is otherwise authorized by us. We have not authorized any other person to provide you with different information. You must not rely upon any information or representation not contained or incorporated by reference in this prospectus, any accompanying prospectus supplement or any free writing prospectus that is prepared by us or on our behalf or that is otherwise authorized by us. This prospectus and any accompanying supplement to this prospectus do not constitute an offer to sell or the solicitation of an offer to buy any securities other than the registered securities to which they relate, nor do this prospectus and any accompanying supplement constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction. You should not assume that the information contained in this prospectus and any accompanying prospectus supplement is accurate on any date subsequent to the date set forth on the front of the document and such accompanying prospectus supplement or that any information we have incorporated by reference is correct on any date subsequent to the date of the document incorporated by reference, even though this prospectus and any accompanying prospectus supplement are delivered, or securities sold, on a later date.

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FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 based on our current expectations, assumptions and estimates about us and our industry. These forward-looking statements involve risks and uncertainties. Words such as believe, anticipate, estimate, expect, intend, plan, will, may and other similar expressions identify forward-looking statements. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements. All statements other than statements of historical facts, including, among others, statements regarding our future financial position, business strategy, projected levels of growth, projected costs and projected financing needs, are forward-looking statements. These forward-looking statements are based on our current expectations, are not guarantees of future performance, are subject to a number of risks, uncertainties, assumptions and other factors, some of which are beyond our control, are difficult to predict and could cause actual results to differ materially from those anticipated in such forward-looking statements. Important factors that could cause actual results to differ materially from those forward-looking statements include, but are not limited to, the following:

general economic and business conditions;

demographic changes;

changes in, or failure to comply with, existing governmental laws and regulations;

impact on Gentiva of healthcare reform legislation and its implementation through government regulations;

legislative proposals for healthcare reform;

changes in Medicare, Medicaid and commercial payer reimbursement levels;

the outcome of any inquiries into our operations and business practices by governmental authorities;

compliance with any corporate integrity agreement affecting our operations;

effects of competition in the markets in which we operate;

liability and other claims asserted against us;

ability to attract and retain qualified personnel;

availability and terms of capital;

loss of significant contracts or reduction in revenues associated with major payer sources;

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ability of customers to pay for services;

business disruption due to natural disasters, pandemic outbreaks, terrorist acts or cyber attacks;

availability, effectiveness, stability and security of our information technology systems;

ability to successfully integrate the operations of Harden Healthcare Holdings, Inc. and other acquisitions we may make and achieve synergies and operational efficiencies within expected timeframes;

ability to maintain compliance with financial covenants under the Company's credit agreement;

effect on liquidity of our debt service requirements;

changes in estimates and judgments associated with critical accounting policies and estimates;

the other factors referenced in this prospectus, including, without limitation, under "Risk Factors"; and

other risks detailed from time to time in the reports filed by us with the SEC.

We believe these forward-looking statements are reasonable; however, you should not place undue reliance on any forward-looking statements, which are based on current expectations. If any of the foregoing risks or uncertainties materialize, or if any of our underlying assumptions are incorrect, our actual results may differ significantly from the results that we express or imply by any of our forward-looking statements. The forward-looking statements made in this prospectus relate only to events as of the date on which the statements are made. Since forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified, you should not rely upon forward-looking statements as predictions of future events. Except as required by applicable laws, including the securities laws of the United States and the rules and regulations of the SEC, we do not plan and assume no obligation to publicly update or revise any forward-looking statements contained herein after the date of this prospectus, whether as a result of any new information, future events or otherwise.

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ABOUT GENTIVA

This summary highlights selected information and does not contain all the information that is important to you. You should carefully read this prospectus, any applicable prospectus supplement and the documents to which we have referred in Information Incorporated by Reference on page 5 of this prospectus for information about us and our financial statements. All references to Gentiva, Company, we, our and us refer to Gentiva Health Services, Inc. and its consolidated subsidiaries unless otherwise indicated.

Our Company

Following the acquisition of Harden Healthcare Holdings, Inc. (Harden), on October 18, 2013, we became a leading provider of home health, hospice and community care services, serving patients through approximately 584 locations in 40 states. We provide a single source for skilled nursing; physical, occupational, speech and neurorehabilitation services; hospice services; social work; nutrition; disease management education; help with daily living activities; and other therapies and services. Our revenues are generated from federal and state government programs, commerci