AMERIPATH INC
Form 10-K/A
October 19, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A
Amendment No. 2

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE YEAR ENDED DECEMBER 31, 2000

OR

[_] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM _____ TO _____.

AMERIPATH, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware	65-0642485
(State or Other Jurisdiction Incorporation or Organization)	(I.R.S. Employer Identification No.)

7289 Garden Road, Suite 200, Riviera Beach, Florida 33404
(Address of Principal Executive Offices)

Registrant's Telephone Number, Including Area Code: (561) 845-1850

Securities Registered Pursuant to Section 12(B) of the Act:

Securities Registered Pursuant to Section 12(G) of the Act:

Common Stock (Par Value $.01 Per Share)
(Title of Class)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [_]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [_]

The aggregate market value of voting stock held by non-affiliates of the Registrant as of March 16, 2001 was approximately $430.4 million based on the $17.44 closing sale price for the Common Stock on the NASDAQ National Market System on such date. For purposes of this computation, all executive officers and directors of the Registrant have been deemed to be affiliates. Such determination should not be deemed to be an admission that such directors and officers are, in fact, affiliates of the Registrant.

The number of shares of Common Stock of the Registrant outstanding as of March 16, 2001 was 24,941,749.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's definitive Proxy Statement relating to the Registrant's 2001 Annual Meeting of Shareholders to be filed with the Securities and Exchange Commission no later than 120 days after the end of the year covered by this Report are incorporated by reference into Part III of this Report.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

(a) 1. Financial Statements:

Reference is made to the index set forth on page F-1 of this Annual Report on Form 10-K, as previously filed.

2. Financial Statement Schedules:

Reference is made to the index set forth on page F-1 of this Annual Report on Form 10-K, as previously filed.

3. Exhibits:

Exhibit No.	Description
2.1	Asset Purchase Agreement, dated February 13, 1998, by and among AmeriPath, Inc., Anatomic Pathology Associates, LLP, Robert P. Hooker, M.D., Ralph F. Winkler, M.D., Steven A. Clark, M.D., Edward R. Wills, M.D. Robin A. Helmuth, M.D., Garry A. Bolinger, M.D., T. Max Warner II, M.D., F. Donald McGovern Jr., M.D., Richard O. McClure, M.D., Ann Moriarty, M.D., Janis K. Fitzharris, M.D., Ph. D., James E. McDermott III, M.D., Robert A. Quirey, M.D., Isabelle A. Buehl, M.D.(1)
2.2	Agreement and Plan of Merger by and among Ameripath, Inc. AMP Merger Corp., and Pathology Consultants of America, Inc. (D/B/A Inform DX), dated as of November 7, 2000 (11)
3.1	AmeriPath's Amended and Restated Bylaws (2)
3.2	Certificate of Designations of Series A Junior Participating Preferred Stock (8)
3.3	AmeriPath's Certificate of Amendment to the Amended and Restated Certificate of Incorporation (2)
4.1	Rights Agreement, dated as of April 8, 1999, between the Registrant and American Stock Transfer & Trust Company, as Rights Agent including the form of Certificate of Designations of Series A Junior Participating Preferred Stock, the form of Rights Certificate, and the form of Summary of Rights (8)
10.1	Amended and Restated 1996 Stock Option Plan (5)
10.2	Employment Agreement, dated as of October 24, 1995, between AmeriPath and James C. New (2)

10.5	Employment Agreement, dated June 30, 1996, between AmeriPath and Alan Levin, M.D. (2)
10.6	Employment Agreement, dated as of September 30, 1996, between AmeriPath Florida and Alan Levin, M.D., as amended (2)
10.7	Employment Agreement, dated as of June 30, 1996, between AmeriPath Florida and Timothy Kilpatrick, M.D. (2)
10.8	Employment Agreement, dated as of June 30, 1996, between AmeriPath Florida and Les Rosen, M.D. (2)
10.9	Credit Agreement originally dated as of May 29, 1996 and amended and restated as of June 27, 1997, among AmeriPath, Inc., the subsidiaries of AmeriPath, Inc. from time to time party thereto, the lenders from time to time party thereto and Bank of Boston, N.A. (2)
10.11	Management Agreement by and between AmeriPath APA, L.L.C. and AmeriPath Indiana, Inc., dated February 1, 1998 (1)
10.12	Stock Purchase Agreement, dated as of May 23, 1996, among AmeriPath, Inc., Derrick & Associates and the shareholders of Derrick & Associates (2)
10.13	Stock Purchase Agreement, dated as of September 30, 1996, by and among AmeriPath, Inc., David R. Barron, M.D., Inc., Ruth S. Kleier, M.D. and David R. Barron, M.D. (2)
10.14	Stock Purchase Agreement, dated as of October 31, 1996 among AmeriPath, Inc., Gulf Coast Pathology Associates, Inc., Richard Fernandez, M.D., and George Kalemeris, M.D. (2)
10.15	Form of Stock Rights Surrender & Restricted Stock Grant Agreement. (2)
10.16	1996 Director Stock Option Plan (2)
10.17	American Laboratory Associates, Inc. Series A Preferred Stock, Common Stock and Junior Subordinated Note Purchase Agreement, dated as of January 1, 1994 (2)
10.18	Letter Agreement, dated September 18, 1996, between Acquisition Management Services, Inc. and AmeriPath, Inc. (2)
10.19	AmeriPath Management Agreement by and between AmeriPath Cincinnati, Inc. and AmeriPath Ohio, Inc., dated September 30, 1996 (2)
10.20	Management Agreement by and between Beno Michel, M.D., Inc. and AmeriPath, Inc., dated October 15, 1996 (2)
10.21	Management Agreement by and between Clay J. Cockerell, M.D., P.A. and AmeriPath Texas, Inc., dated September 30, 1996, as amended January 16, 1997 (2)
10.22	Agreement for Professional Pathology Services between SmithKline Beecham Clinical Laboratories, Inc. and Derrick and Associates Pathology, P.A., dated April 1, 1992 (2)
10.23	Agreement for Medical Directorship between SmithKline Beecham

	Clinical Laboratories, Inc. and Derrick and Associates Pathology, P.A., dated April 1, 1992 (2)
10.24	Agreement for Professional Pathology Services between SmithKline Beecham Clinical Laboratories, Inc. and AmeriPath Florida, Inc., dated November 1, 1996 (2)
10.25	Share Exchange Agreement, dated as of February 15, 1996, by and among American Laboratory Associates, Inc., AmeriPath, Inc. and the holders of common and convertible preferred stock of American Laboratory Associates, Inc. (2)
10.26	Trust Agreement, dated as of October 15, 1996, between AmeriPath, Inc. and Beno Michel, as trustee (2)
10.27	Trust Agreement, dated as of September 30, 1996, between AmeriPath, Inc. and David R. Barron, M.D. as trustee (2)
10.28	Form of Nonqualified Stock Option Agreement (2)
10.29	Stock Purchase Agreement, dated as of October 15, 1996, by and among AmeriPath, Inc., Beno Michel, M.D., Inc. and Beno Michel, M.D. (2)
10.30	Stock Purchase Agreement, dated as of October 10, 1996, by and among AmeriPath, Inc., Drs. Seidenstein, Levine and Associates, Inc., Seidenstein, Levine Real Estate Partnership, Lawrence Seidenstein, M.D., Steven E. Levine, M.D. and David M. Reardon, M.D. (2)
10.31	Stock Issuance Agreement, dated as of June 26, 1996, among AmeriPath, Inc., The First National Bank of Boston, FSC Corp., NationsBank, N.A. (South) and Atlantic Equity Corporation (2)
10.32	Stock Issuance Agreement, dated as of August 29, 1996, among AmeriPath, Inc., The First National Bank of Boston, FSC Corp., NationsBank, N.A. (South) and Atlantic Equity Corporation (2)
10.33	Stock Issuance Agreement, dated as of November 4, 1996, among AmeriPath, Inc., The First National Bank of Boston and FSC Corp. (2)
10.34	Stock Purchase Agreement, dated August 21, 1997, by and among AmeriPath, Inc., J. Sloan Leonard, M.D., Joseph A. Sonnier, M.D., Van Q. Telford, M.D., William C. Burton, M.D., James Scot Milvenan, M.D., Leslie L. Walters, M.D., Thomas M. James, M.D., Stephen W. Aldred, M.D., John E. McDonald, M.D. and Barbara A. Shinn, M.D. (2)
10.35	Stock Purchase Agreement, dated August 15, 1997, by and among AmeriPath, Inc., Colab Incorporated Professional Corporation, Anatomical Pathology Services, P.C., Microdiagnostics, P.C. and the sellers set forth therein (2)
10.36	Lease effective June 1, 1995 by and between Dallas Pathology Leasing and Unipath, Ltd. (2)
10.37	Trust Agreement, dated August 29, 1997, between AmeriPath, Inc. and Jeffery A. Mossler, M.D. (2)
10.38	Management Agreement, by and between Colab, Inc. and AmeriPath

	Indianapolis, L.L.C., effective September 1, 1997 (2)
10.39	Management Agreement by and between AmeriPath Texas, Inc. and DFW 5.01, effective September 1, 1997 (2)
10.40	Form of Executive Retention Agreement dated August 12, 1999, between AmeriPath and each of James C. New, Alan Levin, M.D. and Robert P. Wynn. (6)
10.41	Letter Agreement dated November 1, 1999 between AmeriPath, Inc. and James C. New. (7)
10.42	Consulting and Non-competition Agreement dated November 1, 1999 between AmeriPath, Inc. and James C. New. (7)
10.43	Amended and Restated Credit Agreement dated as of December 16,1999, among AmeriPath, Inc., certain of its subsidiaries, BankBoston N.A. and certain other lenders (9)
10.44	Amendment No. 1, dated July 21, 2000, to the Amended and Restated Credit Agreement dated as of December 16, 1999, among AmeriPath, Inc., certain of its subsidiaries, Fleet National Bank (formerly BankBoston N.A.) and certain other lenders (10)
10.45	Amendment No. 2, dated November 29, 2000, to the Amended and Restated Credit Agreement dated as of December 16, 1999, among AmeriPath, Inc., certain of its subsidiaries, Fleet National Bank (formerly BankBoston N.A.) and certain other lenders (11)
10.46	Registration Rights Agreement, dated November 30, 2000, among the Company and PCA's Shareholders and Warrant Holders (11)
10.46.1	Employment Agreement, dated as of December 1, 1997, between AmeriPath Florida, Inc. and Dennis M. Smith, Jr., M.D. (3)
21.1	Subsidiaries of AmeriPath (3)
23.1	Independent Auditors' Consent of Deloitte & Touche LLP (11)
23.2	Independent Auditors' Consent of Ernst & Young LLP (11)

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(1) Incorporated by reference and filed with the AmeriPath Form 8-K, dated February 13, 1998.

(2) Incorporated by reference to the exhibit referenced and filed with the AmeriPath Form S-1 (File No. 333-34265), effective October 21, 1997, and the AmeriPath Form 8-A (File No. 000-22313), filed September 8, 1997.

(3) Filed herewith.

(4) Incorporated by reference to the exhibit referenced and filed with AmeriPath Form 10-Q for the quarter ended June 30, 1998 dated August 14, 1998.

(5) Incorporated by reference to the Company's Proxy Statement for its 1999 Annual Meeting of Shareholders.

(6) Incorporated by reference to the exhibit referenced and filed with

AmeriPath Form 10-Q for the quarter ended June 30, 1999 dated August 16, 1999.

(7) Incorporated by reference to the exhibit referenced and filed with AmeriPath Form 10-Q for the quarter ended September 30, 1999 dated November 15, 1999.

(8) Incorporated by reference to the exhibit referenced and filed with AmeriPath Form 8-K, dated April 8, 1999.

(9) Incorporated by reference to the exhibit referenced and filed with AmeriPath Annual Report on Form 10-K for the year ended December 31, 1999, dated March 27, 2000.

(10) Incorporated by reference to the exhibit referenced and filed with AmeriPath Form 8-K, dated July 21, 2000, filed on August 2, 2000.

(11) Previously Filed.

(b) Reports on Form 8-K

A Current Report on Form 8-K, dated November 30, 2000, was filed by the Company with the Securities and Exchange Commission on December 8, 2000, reporting that on November 30, 2000, the Company completed and consummated the previously announced acquisition of Inform DX. In connection with the acquisition, the Company issued approximately 2.6 million shares of common stock in exchange for all the outstanding common stock of Inform DX. In addition, the Company assumed certain obligations to issue shares of common stock pursuant to outstanding Inform DX stock option plans. This transaction will be accounted for as a pooling of interests.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this amended Report to be signed on its behalf by the undersigned, thereunto duly authorized, in Riviera Beach, Florida, on October 19, 2001.

AMERIPATH, INC.

/s/ Gregory A. Marsh

Gregory A. Marsh,
Vice President, Chief Financial Officer and Secretary