

ALLSCRIPTS HEALTHCARE SOLUTIONS INC

Form 8-K

September 16, 2008

**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): September 15, 2008

**ALLSCRIPTS HEALTHCARE SOLUTIONS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**000-32085**  
(Commission File Number)

**36-4392754**  
(IRS Employer Identification No.)

**222 Merchandise Mart Plaza, Suite 2024, Chicago, Illinois 60654**

(Address of Principal Executive Offices) (Zip Code)

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**Registrant's Telephone Number, Including Area Code: (312) 506-1200**

**(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))

**Item 8.01. Other Events.**

As previously announced, Allscripts Healthcare Solutions, Inc. ( Allscripts ) entered into an Agreement and Plan of Merger dated as of March 17, 2008 (the Merger Agreement ) with Misys plc ( Misys ), Misys Healthcare Systems, LLC ( MHS ), an indirect wholly-owned subsidiary of Misys, and Patriot Merger Company, LLC, pursuant to which, among other things, and subject to the satisfaction or, where permissible, waiver of the conditions set forth therein, MHS will become a wholly-owned subsidiary of Allscripts.

Misys Financing with Lehman Brothers

On September 16, 2008 Misys and Allscripts each issued a press release regarding the impact of recent events at Lehman Brothers. In connection with the proposed transactions contemplated by the Merger Agreement, Lehman Brothers committed to a \$305 million term and revolving credit facility agreement dated March 19, 2008 (as amended and restated on July 22, 2008) with Misys in order to fund a portion of the \$330 million payment by Misys to Allscripts contemplated by the Merger Agreement.

Misys has stated that it has been unable to confirm whether Lehman Brothers will be able to fulfill its role under this facility and has therefore commenced the process of identifying other funding alternatives and is in discussions with several other debt providers. The consummation of the transactions contemplated by the Merger Agreement is not subject to a financing condition.

Given the circumstances, Allscripts intends to adjourn its 2008 annual meeting of stockholders, scheduled for Monday September 22, 2008 to October 6, 2008, the same date to which Misys has determined to adjourn its extraordinary general meeting.

Copies of the above referenced press releases of Misys and Allscripts are attached hereto as Exhibits 99.1 and 99.2, respectively, and are incorporated by reference herein.

### Convertible Debenture Complaint

Also on September 15, 2008, Allscripts received notice that LaSalle Bank N.A., solely in its capacity as indenture trustee ( LaSalle ), filed a complaint in the Supreme Court of the State of New York, County of New York, on behalf of the holders of Allscripts 3.50% Convertible Senior Debentures Due 2024 (the Debentures ) seeking payment of the Additional Shares (as defined in the Indenture dated as of July 6, 2004 between LaSalle and Allscripts (the Indenture )) in connection with the transactions contemplated by the Merger Agreement. Allscripts believes that the complaint is without merit and will vigorously contest the claims set forth in the complaint.

Allscripts does not expect the complaint to affect its ability to complete the transactions contemplated by the Merger Agreement or the timing thereof.

### **Important Additional Information and Where to Find It**

This communication is being made in respect of the proposed business combination involving a subsidiary of Allscripts and MHS, a wholly owned subsidiary of Misys. In connection with this proposed transaction, Allscripts has filed with the Securities and Exchange Commission (the SEC ) a definitive proxy statement. **BEFORE MAKING ANY DECISION WITH RESPECT TO THE PROPOSED TRANSACTION, INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT AND OTHER RELEVANT MATERIALS WHEN THEY BECOME AVAILABLE, BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT ALLSCRIPTS AND THE PROPOSED TRANSACTION.** Investors and security holders can obtain copies of Allscripts materials (and all other offer documents filed with the SEC) when available, at no charge on the SEC s website: [www.sec.gov](http://www.sec.gov). Copies can also be obtained at no charge by directing a request for such materials to Allscripts at 222 Merchandise Mart Plaza, Suite 2024, Chicago, Illinois 60654, Attention: Lee Shapiro, Secretary. Investors and security holders may also read and copy any reports, statements and other information filed by Allscripts with the SEC, at the SEC public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 or visit the SEC s website for further information on its public reference room. Allscripts directors, executive officers and other members of management and employees may, under the rules of the SEC, be deemed to be participants in the solicitation of proxies from the stockholders of Allscripts in favor of the proposed transaction. Information about Allscripts, its directors and its executive officers, and their ownership of Allscripts securities, is set forth in its definitive proxy statement for the 2008 Annual Meeting of Stockholders, which was filed with the SEC on August 21, 2008.

### **Forward-Looking Statements**

This communication contains forward-looking statements. Those forward-looking statements include all statements other than those made solely with respect to historical fact. Forward-looking statements may be identified by words such as believes , expects , anticipates , estimates , projects , intends , should , seeks , future , continue , or the negative of such terms, or other comparable terminology. Such forward-looking statements are subject to numerous risks, uncertainties, assumptions and other factors that are difficult to predict and that could cause actual results to vary materially from those expressed in or indicated by them. Such factors may include, but are not limited to: (1) the occurrence of any event, development, change or other circumstances that could give rise to the termination of the merger agreement; (2) the outcome of any legal proceedings that have been or may be instituted against Allscripts, Misys or MHS and others following announcement of entering into the merger agreement; (3) the inability to complete the proposed transaction due to the failure to obtain stockholder or shareholder approval or the failure of any party to satisfy other conditions to completion of the proposed transaction; (4) risks that the proposed transaction disrupts current plans and operations and potential difficulties in employee retention as a result of the merger; (5) the ability to recognize the benefits of the merger; (6) legislative, regulatory and economic developments; and (7) other factors described in filings with the

SEC. Many of the factors that will determine the outcome of the subject matter of this communication are beyond Allscripts, Misys and MHS ability to control or predict. Allscripts can give no assurance that any of the transactions related to the merger will be completed or that the conditions to the merger will be satisfied. Allscripts undertakes no obligation to revise or update any forward-looking statement, or to make any other forward-looking statements, whether as a result of new information, future events or otherwise. Allscripts is not responsible for updating the information contained in this communication beyond the published date, or for changes made to this communication by wire services or Internet service providers.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

| <b>Exhibit No.</b> |  |
|--------------------|--|
| Exhibit 99.1       | Misys plc Press Release dated September 16, 2008                             |
| Exhibit 99.2       | Allscripts Healthcare Solutions, Inc. Press Release dated September 16, 2008 |

SIGNATURE

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.

ALLSCRIPTS HEALTHCARE SOLUTIONS, INC.

Date: September 16, 2008

By: /s/ William J. Davis  
William J. Davis  
Chief Financial Officer

**EXHIBIT INDEX**

**Exhibit No.**

Exhibit 99.1 Misys plc Press Release dated September 16, 2008

Exhibit 99.2 Allscripts Healthcare Solutions, Inc. Press Release dated September 16, 2008