

Filed by Option Care Health, Inc.  
Pursuant to Rule 425 of the Securities Act of 1933  
and deemed filed pursuant to Rule 14a-12  
of the Securities Exchange Act of 1934  
Subject Company: Amedisys, Inc.  
Commission File No.: 000-24260

**Explanatory Note: The following are screenshots of a website hosted at [www.optioncarehealthamedisys.com](http://www.optioncarehealthamedisys.com) in connection with the proposed merger of Option Care Health, Inc. and Amedisys, Inc.**

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# Option Care Health and Amedisys to Combine

Creating a Leading, Independent Platform for Home and Alternate Site Care

Unlocking Significant Benefits for Patients, Providers, Payers, and Care Teams

## Creates a Comprehensive Care Platform Serving Chronic, Acute, and Post-Acute Patient Populations Across a Broad Continuum from Preventative Care through End of Life Care

Amedisys' strong presence in hospital at home, home health, hospice, post-acute, and high-acuity care services and Option Care Health's leading home and alternate site provider network will create a leader in ambulatory home-based health solutions.



## Positioned to Deliver Significant Benefits to Patients by Broadening Relationships with Health Systems and Payers with Innovative Programs

Following the closing of the transaction, Option Care Health expects to be well positioned to serve as a single provider to health systems with its offerings across the alternate site care spectrum. Together, the companies are expected to expand relationships with commercial and government payors to deliver more affordable cost of care.

## Scaled and Unparalleled Clinician Team Across Broad Professional Specialties

The combined platform will create a system of high-level clinicians with experience in place to further customer training and retention to help meet growing market demand.



## Enables Intelligent Insights to Enhance Outcomes and Reduce Cost of Care

Option Care Health and Amedisys, along with their stakeholders, are committed to benefit from combined patient data sets across a critical continuum, enhancing capabilities to improve quality, transparency, increase patient engagement, and lower clinical costs and other value-based care.

## Combined Company by the Numbers

**16,500+**

professionals including but not limited to nursing professionals, physical therapists, respiratory therapists, medical assistants and beyond. The total count includes nurses and aides.

**674**

sales offices across the U.S. committed to delivering high-quality services to our

**720,000+**

patients served annually

## Investor Information

Consulting Memorandum Opportunity for Option Care Health and Amedisys Stockholders

Amedisys stockholders will receive **3,670** shares of Option Care Health common stock for each share of Amedisys common stock they hold at the closing of the transaction, the equivalent of **\$53.38** per Amedisys share based on Option Care Health's closing stock price on May 2, 2023.

Consideration represents an approximate **28%** premium to Amedisys stockholders based on the closing stock price of Amedisys on May 2, 2023.

Upon closing Option Care Health stockholders will own approximately **64.5%** of the combined company and Amedisys stockholders will own approximately **35.5%**.

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# Investor Information

## Delivers Significant Stockholder Value

 <p>Option Care Health and Amedysis expect to generate annual <b>revenue synergies of approximately \$75 million</b> by year three following close, including approximately \$20 million of cost synergies and approximately \$25 million in incremental adjusted EBITDA from revenue synergies.</p>	 <p>The combined company expects to have a <b>stronger financial profile and greater flexibility</b> for future capital deployment.</p>	 <p>The combined company <b>generated more than \$450M</b> in cash flow from operations for the full year 2022.</p>
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## Key Terms

Under the terms of the agreement, Amedysis stockholders will receive 3.023 shares of Option Care Health common stock for each share of Amedysis common stock they hold at the closing of the transaction, the equivalent of \$97.38 per Amedysis share based on Option Care Health's closing stock price on May 2, 2023.

## Expected Closing

The transaction is expected to close in the second half of 2023, subject to approval by Option Care Health and Amedysis stockholders and other customary closing conditions, including receipt of applicable regulatory approvals.

## Leadership

John C. Rademacher and Mike Shapiro will continue to lead the combined company in their roles as CEO and CFO, respectively. Given the complementary nature of the businesses and extensive expertise within each organization, it is expected that the broader leadership team will comprise talent from both legacy organizations.



John C. Rademacher  
PRESIDENT AND CHIEF EXECUTIVE OFFICER



Mike Shapiro  
CHIEF FINANCIAL OFFICER

## Headquarters and National Footprint

The combined company will be headquartered in Bensenville, Illinois, the location of Option Care Health's headquarters, and will continue to maintain substantial operations in Amedysis' corporate locations in Baton Rouge, Louisiana and Nashville, Tennessee. The combined company will have operations throughout the U.S. consistent with its local and community-based approach.



- OPTION CARE MANAGEMENT CENTERS
- OPTION CARE STAND-ALONE INFUSION CENTERS
- AMEDYSIS HOME HEALTH CARE CENTERS
- AMEDYSIS HOSPICE CARE CENTERS

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## Recent News & Resources

### Press Releases

**MAY 3, 2023**  
Option Care Health and Amedisys to Combine Creating a Leading, Independent Platform for Home and Alternate Site Care

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### Presentations

**MAY 3, 2023**  
Option Care Health and Amedisys Presentation

[Download](#)

### Infographics

**MAY 3, 2023**  
Option Care Health and Amedisys Transaction Infographic

[Download](#)

### Events

**MAY 3, 2023**  
Option Care Health and Amedisys Combination Conference Call  
Participant Toll-Free Number: 800-343-1703  
Passcode: 20972  
A replay of the webcast will be available through May 10, 2023, or by dialing (800) 839-1998 in the U.S. or (402) 220-0458 internationally. Conference ID: 20972.

[View](#)

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# Filings

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[Privacy Policy](#)

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## **No Offer or Solicitation**

This communication relates to the proposed merger (the “proposed transaction”) between Option Care Health, Inc. (“Option Care Health”) and Amedisys, Inc. (“Amedisys”). This communication is not intended to and does not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

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

In connection with the proposed transaction, Option Care Health and Amedisys will file relevant materials with the United States Securities and Exchange Commission (the “SEC”), including an Option Care Health registration statement on Form S-4 that will include a joint proxy statement of Option Care Health and Amedisys that also constitutes a prospectus of Option Care Health, and a definitive joint proxy statement/prospectus will be mailed to stockholders of Option Care Health and Amedisys. INVESTORS AND SECURITY HOLDERS OF OPTION CARE HEALTH AND AMEDISYS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS THAT WILL BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders will be able to obtain free copies of the registration statement and the joint proxy statement/prospectus (when available) and other documents filed with the SEC by Option Care Health or Amedisys through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by Option Care Health will be available free of charge on Option Care Health’s internet website at <https://investors.optioncarehealth.com> or by contacting Option Care Health’s investor relations department at [investor.relations@optioncare.com](mailto:investor.relations@optioncare.com). Copies of the documents filed with the SEC by Amedisys will be available free of charge on Amedisys’s internet website at <https://investors.amedisys.com> or by contacting Amedisys’s investor relations department at [IR@amedisys.com](mailto:IR@amedisys.com).

## **Certain Information Regarding Participants**

Option Care Health, Amedisys and their respective directors and executive officers may be considered participants in the solicitation of proxies in connection with the proposed transaction. Information about the directors and executive officers of Option Care Health is set forth in its proxy statement for its 2023 annual meeting of stockholders, which was filed with the SEC on April 7, 2023. Information about the directors and executive officers of Amedisys is set forth in its proxy statement for its 2023 annual meeting of stockholders, which was filed with the SEC on April 27, 2023. Other information regarding the participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus and other relevant materials to be filed with the SEC regarding the proposed transaction when they become available. You may obtain these documents (when they become available) free of charge through the website maintained by the SEC at <http://www.sec.gov> and from the investor relations departments at Option Care Health or Amedisys as described above.

## **Cautionary Statement Regarding Forward-Looking Statements**

This communication may contain “forward-looking statements” within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as: “anticipate,” “intend,” “plan,” “believe,” “project,” “estimate,” “expect,” “may,” “should,” “will” and similar references to future periods. Examples of forward-looking statements include projections as to the anticipated benefits of the proposed transaction as well as statements regarding the impact of the proposed transaction on Option Care Health’s and Amedisys’ business and future financial and operating results, the amount and timing of synergies from the proposed transaction and the closing date for the proposed transaction.

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Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on management's current beliefs, expectations and assumptions regarding the future of Option Care Health's and Amedisys' business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of Option Care Health's and Amedisys' control. Option Care Health's, Amedisys' and the combined company's actual results and financial condition may differ materially from those indicated in the forward-looking statements as a result of various factors. These factors include, among other things, (1) the termination of or occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement or the inability to complete the proposed transaction on the anticipated terms and timetable, (2) the inability to complete the proposed transaction due to the failure to obtain approval of the stockholders of Option Care Health or Amedisys or to satisfy any other condition to closing in a timely manner or at all, or the risk that a regulatory approval that may be required for the proposed transaction is delayed, is not obtained or is obtained subject to conditions that are not anticipated, (3) the ability to recognize the anticipated benefits of the proposed transaction, which may be affected by, among other things, the ability of the combined company to maintain relationships with its patients, payers and providers and retain its management and key employees, (4) the ability of the combined company to achieve the synergies contemplated by the proposed transaction or such synergies taking longer to realize than expected, (5) costs related to the proposed transaction, (6) the ability of the combined company to execute successfully its strategic plans, (7) the ability of the combined company to promptly and effectively integrate the Option Care Health and Amedisys businesses and (8) the diversion of management's time and attention from ordinary course business operations to completion of the proposed transaction and integration matters. The foregoing review of important factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included elsewhere. Additional information concerning risks, uncertainties and assumptions can be found in Option Care Health's and Amedisys' respective filings with the SEC, including the risk factors discussed in Option Care Health's and Amedisys' most recent Annual Reports on Form 10-K, as updated by their Quarterly Reports on Form 10-Q and future filings with the SEC.

It should also be noted that prospective financial information for the combined businesses of Option Care Health and Amedisys is based on management's estimates, assumptions and projections and has not been prepared in conformance with the applicable accounting requirements of Regulation S-X relating to pro forma financial information, and the required pro forma adjustments have not been applied and are not reflected therein. This prospective financial information should not be relied upon as being necessarily indicative of future results. The assumptions and estimates underlying the prospective financial information are inherently uncertain and are subject to a wide variety of significant business, economic and competitive risks and uncertainties that could cause actual results to differ materially from those contained in the prospective financial information. Accordingly, there can be no assurance that the prospective financial information is indicative of the future performance of the combined company or that actual results will not differ materially from those presented in the prospective financial information. Inclusion of the prospective financial information in this communication should not be regarded as a representation by any person that the results contained in the prospective financial information will be achieved. None of this information should be considered in isolation from, or as a substitute for, the historical financial statements of Amedisys and Option Care Health.

Any forward-looking statement made in this communication is based only on information currently available to Option Care Health and Amedisys and speaks only as of the date on which it is made. Option Care Health and Amedisys undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise. You are cautioned not to rely on Option Care Health's and Amedisys' forward-looking statements.

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