

NEIGHBORCARE INC  
Form SC 14D9/A  
June 16, 2005

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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SCHEDULE 14D-9  
SOLICITATION/RECOMMENDATION STATEMENT  
PURSUANT TO SECTION 14(d)(4) OF THE  
SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 15)

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NEIGHBORCARE, INC.  
(Name of Subject Company)

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NEIGHBORCARE, INC.  
(Name of Person(s) Filing Statement)

Common Stock, Par Value \$0.02 Per Share  
(including the Associated Series B Junior  
Participating Preferred Stock Purchase Rights)  
(Title of Class of Securities)

64015Y-10-4  
(CUSIP Number of Class of Securities)

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John F. Gaither, Esq.  
Senior Vice President, General Counsel and Secretary  
NeighborCare, Inc.  
601 East Pratt Street, 3rd Floor  
Baltimore, MD 21202  
(410) 528-7404  
(Name, Address and Telephone Number of Person Authorized to Receive Notice  
and Communications on Behalf of the Person(s) Filing Statement)

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With copies to:

Mark Gordon, Esq.  
Wachtell, Lipton, Rosen & Katz  
51 West 52nd Street  
New York, New York 10019  
(212) 403-1000

[ ] Check the box if the filing relates solely to preliminary communications  
made before the commencement of a tender offer.

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The purpose of this amendment is to add additional Exhibits to Item 9 in the Solicitation/Recommendation Statement on Schedule 14D-9 previously filed by NeighborCare, Inc., a Pennsylvania corporation, on June 14, 2004, as thereafter amended, and to revise the Exhibit Index accordingly.

ITEM 9. EXHIBITS.

Exhibit No. Description

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- (a) (29) Press Release, dated June 16, 2005
  - (a) (30) Letter, dated June 16, 2005, to NeighborCare employees
  - (a) (31) Letter, dated June 16, 2005, to NeighborCare customers

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this amendment is true, complete and correct.

NEIGHBORCARE, INC.

By: /s/ John F. Gaither, Jr.

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John F. Gaither, Jr.  
Senior Vice President,  
General Counsel and Secretary

Dated: June 16, 2005

INDEX OF EXHIBITS

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