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GENESIS HEALTH VENTURES INC /PA
Form POS EX
November 04, 2002

As filed with the Securities and Exchange Commission on November 4, 2002
Registration No. 333-98941

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

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Genesis Health Ventures, Inc.

(Exact name of registrant as specified in its charter)

| | | |
|---|---|---|
| ----- Pennsylvania ----- (State or other jurisdiction of incorporation or organization) | ----- 8051 ----- (Primary Standard Industrial Classification Code Number) | ----- 06-113294 ----- (I.R.S. Employer Ident |
|---|---|---|

Genesis Health Ventures, Inc.
101 East State Street
Kennett Square, PA 19348
(610) 444-6350

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

George V. Hager, Jr.
Executive Vice President and Chief Financial Officer
Genesis Health Ventures, Inc.
101 East State Street
Kennett Square, PA 19348
(610) 444-6350

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

COPIES TO:

Richard J. McMahon, Esquire
Blank Rome Comisky & McCauley LLP
One Logan Square
Philadelphia, PA 19103
215-569-5500

Mark Gordon, Esquire
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10019
212-403-1000

Megan L.
Benesch, Friedl
2300 BP Tower
Clevel
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Approximate date of commencement of proposed sale of the securities to
the public: as soon as practicable.

If the securities being registered on this Form are being offered in
connection with the formation of a holding company and there is compliance with
General Instruction G, check the following box. []

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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 of 1933, as amended (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 post-effective amendment filed pursuant to Rule 462(d) 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. [X] 333-98941

EXPLANATORY NOTE

This Post Effective Amendment No. 1 to Form S-4 Registration Statement is being filed solely to file the form of NCS proxy cards as an exhibit to Registration Statement on Form S-4 (Registration No. 333-98941) in accordance with Rule 462(d) under the Securities Act of 1933, as amended.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 21. Exhibits and Financial Statement Schedules

(a) Exhibits

Regulation S-K
Exhibit Numbers

Description

| | |
|---------|---|
| 2.1(7) | Agreement and Plan of Merger, dated as of July 28, 2002, by and among Genesis Inc., Geneva Sub, Inc. and NCS HealthCare, Inc. |
| 4.1(4) | Amended and Restated Articles of Incorporation of Genesis Health Ventures, Inc. |
| 4.2(5) | Amended and Restated Bylaws, as amended, of Genesis Health Ventures, Inc. |
| 4.3(1) | Specimen of Common Stock Certificate of Genesis Health Ventures, Inc. |
| 4.4(2) | Specimen of First Mortgage Bonds (Series A), due 2007, for Genesis Health Ven |
| 4.5(3) | Indenture of Mortgage and Deed of Trust, dated as of September 1, 1992, by an Health Ventures, Inc., Delaware Trust Company and Richard N. Smith. |
| 4.6(4) | Form of Warrant, included in the Warrant Agreement by and between Genesis Hea and Mellon Investor Services, LLC, as Warrant Agent, dated as of October 2, 2 |
| 4.7(4) | Certificate of Designation of the Series A Convertible Preferred Stock of Gen Ventures, Inc. (included in Exhibit 4.1). |
| 4.8(4) | Indenture for Second Priority Secured Notes due 2007, dated as of October 2, Genesis, as Issuer, the Guarantors, and the Bank of New York, as Trustee. |
| 5.1(7) | Opinion of Blank Rome Comisky & McCauley LLP. |
| 10.1(6) | Voting Agreement, dated as of July 28, 2002, by and among Jon H. Outcalt, NCS and Genesis Health Ventures, Inc. |
| 10.2(6) | Voting Agreement, dated as of July 28, 2002, by and among Kevin B. Shaw, NCS |

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and Genesis Health Ventures, Inc.

23.1(7) Consent of KPMG LLP.

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Regulation S-K
Exhibit Numbers

Description

23.2(7) Consent of Ernst & Young LLP.

23.3(7) Consent of Blank Rome Comisky & McCauley LLP (included in Exhibit 5.1).
24.1(7) Power of Attorney.

99.1 Form of NCS Proxy Cards.

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- (1) Incorporated by reference to Genesis' Form 8-A filed on October 2, 2001.
 - (2) Incorporated by reference to Genesis' Registration Statement on Form S-1, dated September 4 (amended) (Registration No. 33-51670).
 - (3) Incorporated by reference to Genesis' Annual Report on Form 10-K for the fiscal year ended
 - (4) Incorporated by reference to Genesis' Annual Report on Form 10-K for the fiscal year ended
 - (5) Incorporated by reference to Genesis' Quarterly Report on Form 10-Q for the quarter ended D
 - (6) Incorporated by reference to Genesis' Current Report on Form 8-K dated July 29, 2002.
 - (7) Previously filed.

(b) Financial Statement Schedules

None.

(c) Report, Opinion or Appraisal Exhibits

None.

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SIGNATURES AND POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Kennett Square, State of Pennsylvania, on the date indicated.

Genesis Health Ventures, Inc.

Date: November 4, 2002

By: /s/ George V. Hager, Jr.

George V. Hager, Jr.

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Executive Vice President and
Chief Financial Officer

Pursuant to the requirements of the Securities Act, this registration statement has been signed below by the following persons in the capacities and on the dates indicated:

| Signatures | Title | |
|--|---|-----|
| ----- * ----- Robert H. Fish | Director and Interim Chief Executive Officer (Principal Executive Officer) | No |
| /s/ George V. Hager, Jr. ----- George V. Hager, Jr. | Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | No |
| ----- * ----- James H. Bloem | Director | No |
| ----- * ----- James E. Dalton, Jr. | Director | No |
| ----- James D. Dondero | Director | --- |
| ----- * ----- Dr. Philip P. Gerbino | Director | No |
| ----- Joseph A. LaNasa III | Director | --- |
| *By: /s/ George V. Hager, Jr. ----- George V. Hager, Jr. Attorney-In-Fact | | No |