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FRESENIUS MEDICAL CARE CORP

Form 6-K

December 01, 2005

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

Pursuant to Rule 13a-16 or 15d-16 of the

Securities Exchange Act of 1934

For the month of December 2005

FRESENIUS MEDICAL CARE CORPORATION

(Translation of registrant's name into English)

Else-Kroner Strasse 1

61346 Bad Homburg

Germany

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ [X] Form 40-F ☐ []

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐ []

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐ []

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐ [] No ☒ [X]

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82

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Fresenius Medical Care AG (the "Company") issued a press release on November 30, 2005 announcing that, in connection with its acquisition of Renal Care Group, Inc. ("RCG") and its subsidiaries pursuant to an Agreement dated as of May 3, 2005, Florence Acquisition, Inc. ("Florence"), an indirect subsidiary of the Company, is offering to purchase for cash any and all of the \$159,685,000 outstanding principal amount of 9% Senior Subordinated Notes due 2011 (the "Notes") of RCG, on the terms and subject to the conditions set forth in the Offer to Purchase and Consent Solicitation Statement dated November 30, 2005 and the accompanying Consent and Letter of Transmittal. Florence is also soliciting consents from holders of the Notes for certain amendments that would, among other things, eliminate substantially all of the restrictive covenants and certain of the events of default contained in the indenture under which the Notes were issued.

The consummation of the tender offer and consent solicitation is subject to a number of conditions, as further described in the subject press release. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

This Report on Form 6-K shall be incorporated by reference in the Registration Statement on Form F-4 (Registration No. 333-128899) filed October 7, 2005, by the Company and shall be part thereof and the prospectus included therein from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished by the Company with the U.S. Securities and Exchange Commission.

EXHIBITS

Exhibit 99.1 Investor news release dated November 30, 2005

SIGNATURES

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 thereunto duly authorized.

DATE: December 1, 2005

FRESENIUS MEDICAL CARE
AKTIENGESELLSCHAFT

By: /s/ BEN LIPPS

Name: Dr. Ben Lipps
Title: Chief Executive Officer and
Chairman of the Management Board

By: /s/ LAWRENCE A. ROSEN

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Name: Lawrence A. Rosen

Title: Chief Financial Officer