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CARECENTRIC INC
Form DEFA14A
August 07, 2003

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant ☒ [X]
Filed by a Party other than the Registrant

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☐ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☒ Soliciting Material Pursuant to Rule 14a-12

CARECENTRIC, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ [X] No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ [] Fee paid previously with preliminary materials.

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[] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

News Release

FOR IMMEDIATE RELEASE

CONTACT: John R. Festa
President and CEO
(678) 264-4400

CARECENTRIC REPORTS 2ND QUARTER 2003 FINANCIAL RESULTS

ATLANTA, GA (AUGUST 7, 2003) - CARECENTRIC, INC. (OTC BULLETIN BOARD: CURA), a leading provider of management information systems to the home health care community, reports today its financial results for the calendar quarter ended June 30, 2003. Net Income for the three months ended June 30, 2003 was \$0.2 million, which represented an increase of \$0.2 million over the nominal Net Loss reported for the three months ended June 30, 2002. The Company reported a slight decrease in revenues of 3.8 % for the three months ended June 30, 2003 to \$5.6 million against revenues of \$5.8 million for the three months ended June 30, 2002. The Net Cash provided from Operating Activities during the three months ended June 30, 2003 of \$0.4 million represented a \$1.1 million improvement when compared against the Use of Net Cash from Operating Activities of \$0.7 million reported for the 2nd quarter of 2002.

"Our second quarter results for 2003 represents the fourth consecutive quarter of profitability," stated John R. Festa, President and CEO of CareCentric. "We are pleased to report that during the second quarter, the Company funded both its new product development efforts and \$0.8 million of bank debt payments from operating cash flow. These objectives were met while second quarter sales of new systems remained somewhat soft and six-month revenues of \$11.1 million are unchanged from six-month revenues reported in 2002. We have found," continued Mr. Festa, "that the combination of changing HIPAA regulations and the 15% reduction in reimbursement rates has caused delays in many of our customers' decisions to upgrade their IT systems."

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Mr. Festa added, " We continue to work diligently on improving our customer service levels and collaborating with our customers to ensure our new product development efforts deliver a family of products which will strongly facilitate our customers' profitable management of their home care agencies and medical equipment provider businesses. We remain confident that our continuing enhancements to existing products and our expenditures for development of products leveraging new technology platforms will help grow our future revenues as regulatory cost reductions stabilize and the economy strengthens."

"The Board remains very pleased with the continuing financial performance of the Company," said John Reed, Chairman of the Board of Directors. "The investment of operating cash into new products and the repayment of bank debt is consistent with the best interests of both our customers and shareholders."

CareCentric provides information technology systems and services to over 1,500 customers. CareCentric provides freestanding, hospital-based and multi-office home health care providers (including skilled nursing, private duty, home medical equipment and supplies, IV pharmacy and hospice) complete information solutions that enable these home care operations to generate and utilize comprehensive and integrated financial, operational and clinical information. With offices nationwide, CareCentric is headquartered in Atlanta, Georgia.

Note regarding Private Securities Litigation Reform Act: Statements made in this press release which are not historical facts, including projections, statements of plans, objectives, expectations, or future economic performance, are forward looking statements that involve risks and uncertainties and are subject to the safe harbor created by the Private Securities Litigation Reform Act of 1995. CareCentric's future financial performance could differ significantly from that set forth herein, and from the expectations of management. Important factors that could cause CareCentric's financial performance to differ materially from past results and from those expressed in any forward looking statements include, without limitation, the inability to obtain additional capital resources, variability in quarterly operating results, customer concentration, product performance and acceptance, long sales cycles, long and varying delivery cycles, CareCentric's dependence on business partners, emerging technological standards, risks associated with acquisitions and the risk factors detailed in CareCentric's Registration Statement on Form S-4 (File No. 333-96529) and from time to time in CareCentric's periodic reports filed with the Securities and Exchange Commission. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates.

CARECENTRIC, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands)

JUNE 30,

DECEMBER

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	2003	2002
	(unaudited)	(audited)
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 1,000	\$
Accounts receivable, net of allowance for doubtful accounts of \$969 and \$1,307 respectively	4,042	4,
Prepaid expenses and other current assets	733	
Notes receivable	128	
Total current assets	5,903	6,
Purchased software, furniture and equipment, net	819	1,
Intangible assets, net	3,743	4,
Long term notes receivable	380	
Total assets	\$ 10,845	\$ 11,
LIABILITIES AND SHAREHOLDERS' DEFICIT		
Current liabilities:		
Line of credit	\$ 3,325	\$ 4,
Accounts payable	1,487	1,
Accrued compensation expense	477	
Accrued liabilities	6,074	6,
Customer deposits	1,235	1,
Unearned revenues	4,464	4,
Total current liabilities	17,062	18,
Accrued liabilities, less current portion	-	
Note payable long-term	8,776	8,
Commitments and contingencies		
Shareholders' deficit		
Preferred Stock: 10,000,000 shares authorized		
Series B Preferred, \$.001 par value;		
5,600,000 issued and outstanding; liquidation value \$1.39	6	
Series D Preferred, \$.001 par value;		
398,000 issued and outstanding; liquidation value \$3.20	-	
Series E Preferred, \$.001 par value;		
210,000 issued and outstanding; liquidation value \$1.04	-	
Common stock, \$.001 par value; 20 shares authorized;		
4,371,350 shares issued and outstanding at June 30,		
2003 and December 31, 2002	4	
Unearned compensation	(99)	(
Additional paid-in capital	20,430	20,
Stock warrants	1,000	1,
Accumulated deficit	(36,334)	(36,
Total shareholders' deficit	(14,993)	(15,
Total liabilities and shareholders' deficit	\$ 10,845	\$ 11,

CARECENTRIC, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands except per share data)

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS END
	2003	2002	2003
	(unaudited)	(unaudited)	(unaudited)
Net revenues	\$ 5,627	\$ 5,848	\$ 11,105
Costs and expenses:			
Cost of revenues	1,739	1,785	3,562
Selling, general and administrative	2,325	2,589	4,541
Research and development	877	942	1,713
Amortization and depreciation	394	423	789
Total costs and expenses	5,335	5,739	10,605
Income (loss) from operations	292	109	500
Other income (expense):			
Interest expense	(210)	(153)	(383)
Interest and other income	106	15	449
Income (loss) before taxes	188	(29)	566
Income tax benefit (expense)	-	-	(23)
Net Income (loss)	188	(29)	543
Cumulative Preferred Dividends	(157)	34	(312)
Net Income (loss) available to common shareholders	\$ 31	\$ 5	\$ 231
Net Income (loss) per share - basic and diluted	\$ 0.04	\$ (0.01)	\$ 0.12
Net Income (loss) per share - basic and diluted available to common shareholders	\$ 0.01	\$ 0.00	\$ 0.05
Weighted average common shares - basic and diluted	4,371,000	4,371,000	4,371,000

CARECENTRIC, INC.
CONSOLIDATED STATEMENTS OF CASH FLOW
(in thousands)

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS
	2003	2002	2003
	(unaudited)	(unaudited)	(unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net Income (loss)	\$ 31	\$ 5	\$ 231
ADJUSTMENTS TO RECONCILE NET INCOME (LOSS) TO NET CASH (USED IN) PROVIDED BY OPERATING ACTIVITIES:			
Provision for doubtful accounts	-	87	-
Amortization and depreciation	394	423	789
Stock based compensation charge to earnings	18	18	35
CHANGES IN ASSETS AND LIABILITIES:			
Accounts receivable	276	(764)	589
Prepaid expenses and other current assets	79	60	(37)
Notes receivable	(66)	15	(186)
Accounts payable	(2)	(338)	(97)
Accrued compensation	(3)	39	(79)
Accrued liabilities	(50)	(248)	(189)
Customer deposits	(145)	(1,010)	(260)
Unearned revenues	(96)	989	241
Net cash provided by / (used in) operating activities	436	(724)	1,037
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchase of software, furniture and equipment	-	(13)	(6)
Net cash provided by / (used in) investing activities	-	(13)	(6)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from notes payable	129	756	256
Increase (decrease) in line of credit	(800)	(85)	(1,200)
Payments on capital lease obligation	-	9	-
Proceeds from Consulting note receivable	52	71	87
Net cash provided by / (used in) financing activities	(619)	751	(857)

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Net change in cash and cash equivalents	(183)	14	174
Cash and cash equivalents, beginning of period	1,183	457	826
Cash and cash equivalents, end of period	<u>\$ 1,000</u>	<u>\$ 471</u>	<u>\$ 1,000</u>
Cash paid during period for interest	\$ 28	\$ 74	\$ 91

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INVESTOR NOTICE

CareCentric has filed with the SEC a proxy statement and other relevant documents concerning a proposed merger with an investor group led by John E. Reed that could have the effect of taking CareCentric private. CareCentric has entered into an Agreement and Plan of Merger dated June 4, 2003 by and among CareCentric, Borden Associates, Inc., John E. Reed, Stewart B. Reed and James A. Burk. The merger agreement has been filed with the SEC as an exhibit to the proxy statement. Investors of CareCentric are urged to read the proxy statement, the merger agreement, and any other relevant documents filed with the SEC because they will contain important information. You will be able to obtain the documents free of charge at the website maintained by the SEC at www.sec.gov. In addition, you may obtain documents filed with the SEC by CareCentric free of charge by requesting them in writing from Ana McGary at CareCentric, Inc., 2625 Cumberland Parkway, Suite 310, Atlanta, GA 30339 or by telephone at (678) 264-4400.

CareCentric, its directors and executive officers and certain of their employees and the investor group described previously may be deemed to be participants in the solicitation of proxies from the stockholders of CareCentric in connection with the merger, if consummated. These participants may have interests in the merger, if consummated, including interests resulting from holding options or shares of CareCentric common stock. Information about the interests of directors and executive officers of CareCentric, the investor group, and their ownership of securities of CareCentric are set forth in the proxy statement.

Investors should read the proxy statement carefully before making any voting or investment decisions.