

DAVITA HEALTHCARE PARTNERS INC.  
Form 8-K  
April 06, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**Form 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (date of earliest event reported): April 4, 2016**

**DAVITA HEALTHCARE PARTNERS INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**1-14106**  
**(Commission**

**File Number)**  
**2000 16<sup>th</sup> Street**

**No. 51-0354549**  
**(IRS Employer**

**Identification No.)**

**Denver, CO 80202**

**(Address of principal executive offices including Zip Code)**

**(303) 405-2100**

**(Registrant's telephone number, including area code)**

**Not applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01. Regulation FD Disclosure.**

On Monday, April 4, 2016, after the stock market close, the Centers for Medicare and Medicaid Services ( CMS ) issued its final 2017 Medicare Advantage benchmark payment rates ( Rate Announcement ).

Based upon its preliminary analysis, DaVita Health Care Partners Inc. (the Company ) estimates that the rates will lead to a reduction in Medicare Advantage rates to the Company s Health Care Partners business ( HCP ) of approximately 1%, or a net impact of approximately \$25 million to 2017 operating income. This compares to an industry average rate increase of approximately 0.85% as indicated by CMS in the Rate Announcement.

The final impact of 2017 Medicare Advantage rates can vary from this estimate and will be impacted by the relative growth of HCP s Medicare Advantage patient volumes across markets as well as by the benefit plan designs submitted to CMS by HCP s affiliated managed care plans.

This more significant decline in Medicare Advantage rates for the Company compared to the industry average is largely driven by two factors: 1) HCP s higher mix of Medicare Advantage patients in counties that will receive a lower-than-average benchmark rate increase, and 2) a higher than average impact from a revision to the risk model to differentiate payment levels between dual-eligible and non-dual-eligible patients.

The information contained in this Form 8-K is being furnished and shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities of that section and shall not be incorporated by reference in any filing under the Securities Act of 1933, as amended or the Exchange Act, except as shall be expressly set forth by specific reference in such filing

**Cautionary Statement**

This report on Form 8-K contains forward-looking statements within the meaning of the federal securities laws. These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties, and assumptions, including, among other things, the uncertainties associated with the risk factors set forth in our SEC filings, including our annual report on Form 10-K for the year ended December 31, 2015, and our subsequent quarterly and annual reports and our current reports on Form 8-K. The forward-looking statements should be considered in light of these risks and uncertainties.

These risks and uncertainties include, but are not limited to, and are qualified in their entirety by reference to the full text of those risk factors in our SEC filings relating to:

risks resulting from the concentration of profits generated by higher-paying commercial payor plans for which there is continued downward pressure on average realized payment rates, and a reduction in the number of patients under such plans, which may result in the loss of revenues or patients,

a reduction in government payment rates under the Medicare End Stage Renal Disease program or other government-based programs,

the impact of the CMS Medicare Advantage benchmark structure,

risks arising from potential federal and/or state legislation that could have an adverse effect on our operations and profitability,

changes in pharmaceutical or anemia management practice patterns, payment policies, or pharmaceutical pricing,

legal compliance risks, including our continued compliance with complex government regulations including compliance with the provisions of our current Corporate Integrity Agreement (CIA) and current or potential investigations by various government entities and related government or private-party proceedings, and the related restrictions on our business and operations required by the CIA and other settlement terms, and the financial impact thereof,

continued increased competition from large- and medium-sized dialysis providers that compete directly with us,

our ability to maintain contracts with physician medical directors, changing affiliation models for physicians, and the emergence of new models of care introduced by the government or private sector that may erode our patient base and reimbursement rates such as accountable care organizations, independent practice associations and integrated delivery systems, or to businesses outside of dialysis and HCP's business,

our ability to complete acquisitions, mergers or dispositions that we might be considering or announce, or to integrate and successfully operate any business we may acquire or have acquired, including HCP, or to expand our operations and services to markets outside the U.S.,

the variability of our cash flows,

the risk that we might invest material amounts of capital and incur significant costs in connection with the growth and development of our international operations, yet we might not be able to operate them profitably anytime soon, if at all,

risks arising from the use of accounting estimates, judgments and interpretations in our financial statements,

risk of losing key HCP employees, potential disruption from the HCP transaction making it more difficult to maintain business and operational relationships with customers, partners, associated physicians and physician groups, hospitals and others,

the risk that laws regulating the corporate practice of medicine could restrict the manner in which HCP conducts its business,

the risk that the cost of providing services under HCP's agreements may exceed our compensation,

the risk that reductions in reimbursement rates, including Medicare Advantage rates, and future regulations may negatively impact HCP's business, revenue and profitability,

the risk that HCP may not be able to successfully establish a presence in new geographic regions or successfully address competitive threats that could reduce its profitability,

the risk that a disruption in HCP's healthcare provider networks could have an adverse effect on HCP's business operations and profitability,

the risk that reductions in the quality ratings of health maintenance organization plan customers of HCP could have an adverse effect on HCP's business, and

the risk that health plans that acquire health maintenance organizations may not be willing to contract with HCP or may be willing to contract only on less favorable terms.

We base our forward-looking statements on information currently available to us at the time of this release. Except as required by law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of changes in underlying factors, new information, future events or otherwise.

**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 hereunto duly authorized.

DAVITA HEALTHCARE PARTNERS INC.

Date: April 6, 2016

/s/ James K. Hilger  
James K. Hilger  
Interim Chief Financial Officer and Chief Accounting  
Officer