
**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): February 7, 2013

ADDUS HOMECARE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34504
(Commission
File Number)

20-5340172
(IRS Employer
Identification Number)

2401 South Plum Grove Road, Palatine, Illinois
(Address of principal executive offices)

60067
(Zip Code)

(847) 303-5300
(Registrant's telephone number, including area code)

N/A
(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 1.01. Entry into a Material Definitive Agreement

On February 7, 2013, Addus HealthCare, Inc. (“Addus HealthCare”), a wholly-owned subsidiary of Addus HomeCare Corporation (the “Corporation”), and certain subsidiaries of Addus HealthCare (together with Addus HealthCare, the “Sellers”) entered into an Asset Purchase Agreement (the “Purchase Agreement”) with LHC Group, Inc. (“LHCG”) and certain subsidiaries of LHCG (collectively, the “Purchasers”). Pursuant to the Purchase Agreement, the Purchasers have agreed to acquire substantially all of the assets of the Sellers used in Addus HealthCare’s home health business (the “Home Health Business”) in Arkansas, Nevada and South Carolina and 90% of the Home Health Business in California and Illinois, with Addus HealthCare retaining a 10% ownership interest in those locations, for a cash purchase price of \$20 million in cash (the “Transaction”). In addition, the Purchasers will assume certain liabilities related to the Home Health Business.

The obligations of the parties to consummate the Transaction are subject to, among other things, the accuracy of the representations and warranties in the Purchase Agreement, compliance with the covenants in the Purchase Agreement, and in the case of the Purchasers, the absence of a material adverse effect on the Home Health Business, in addition to other customary closing conditions. The Transaction is not subject to any financing condition. Subject to fulfillment of the closing conditions, the Transaction is expected to close in the first quarter of 2013, but there can be no assurance that the Transaction will be completed. If the Transaction does not close by February 28, 2013 and the Sellers terminate the Purchase Agreement other than as a result of a breach by the Purchasers, Purchasers may thereafter be entitled to a termination fee of \$1 million under certain specified circumstances.

The parties to the transaction have made customary representations, warranties and covenants, including with respect to the conduct of the Home Health Business during the period between the execution of the Purchase Agreement and the closing. The representations, warranties and covenants set forth in the Purchase Agreement have been made only for the purposes of such agreement and were solely for the benefit of the parties to the Purchase Agreement. Such representations, warranties and covenants may be subject to limitations agreed upon by the contracting parties, may have been made for purposes of allocating contractual risk, rather than as statements of categorical fact, and may be subject to standards of materiality applicable to the contracting parties or their respective businesses, which may differ from what may be material to investors. The representations and warranties were made as of the date of the Purchase Agreement or such other date as may be specified in the Purchase Agreement and are subject to more recent developments.

The Purchase Agreement contains customary indemnification obligations of each party with respect to breaches of their respective representations, warranties and covenants, and certain other specified matters, and generally provides that the Sellers will indemnify the Purchasers for the operation of the Home Health Business prior to the closing, other than certain specified liabilities assumed by the Purchasers.

The foregoing summary of the Purchase Agreement is qualified in its entirety by reference to the actual Purchase Agreement, which will be filed as an exhibit to the Corporation’s next Annual Report on Form 10-K.

The Corporation issued a press release announcing the Transaction, which is furnished as Exhibit 99.1 to this report.

Item 7.01. Regulation FD Disclosure.

On February 7, 2013, the Corporation announced that Addus HealthCare and the other Sellers entered into the Purchase Agreement. A copy of the related press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated here by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including the exhibit, shall not be deemed to be “filed” for 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 into any registration statement or other document filed 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.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated February 7, 2013

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.

ADDUS HOMECARE CORPORATION

Dated: February 7, 2013

By: /s/ Dennis Meulemans

Name: Dennis Meulemans
Title: Chief Financial Officer

Exhibit Index

Exhibit
No.

Description

99.1 Press Release, dated February 7, 2013



Investor Contact:

Dennis Meulemans
Chief Financial Officer
Phone: (847) 303-5300
Email: DMeulemans@addus.com

**Addus HomeCare Announces Definitive Agreement to Sell
Assets of its Home Health Division to LHC Group**

Palatine, IL, February 7, 2013 – Addus HomeCare Corporation (Nasdaq: ADUS), a provider of home-based social and medical services focused on the elderly dual eligible population, announced today that it has entered into a definitive agreement to sell substantially all of the assets of its home health division to LHC Group, Inc. Addus previously announced that it was exploring strategic alternatives for this division.

The sale encompasses 19 home health agencies and two hospice agencies in five states. Specifically, LHC Group will acquire 100 percent of the assets of the business in Arkansas, South Carolina and Nevada. In Illinois and California, LHC Group will acquire 90 percent of the business, with Addus retaining a 10 percent ownership interest in those locations. The purchase price for the transaction is \$20 million in cash. The business represents approximately \$36.7 million in annual revenues for the twelve month period ended September 30, 2012. Net proceeds from the transaction will be used to pay off outstanding debt and for general corporate purposes. The transaction is expected to close on or about February 28, 2013.

Mark Heaney, President and CEO of Addus HomeCare said, “The health care landscape is undergoing massive and rapid change as a result of health care reform and the economic imperative that we adopt new and more effective methods for serving the health care needs of those most at-risk. States across the country are moving quickly to implement managed care models to serve over nine million primarily older persons – the dual eligible population – who consume a disproportionately high percentage of our nation’s health care resources. This transaction enables Addus to focus entirely on our home & community business and along with our demonstrated expertise in this sector, positions us to benefit significantly from the enormous opportunity to serve this large and growing, high cost population.”

Added Keith G. Myers, LHC Group’s Chairman and CEO, “It is with great pleasure I welcome Addus’ home health patients and employees into our LHC Group family. We look forward to partnering with local clinicians in these communities to deliver high-quality health care that allows patients to safely remain in the comfort of home. We’re particularly excited to welcome the Addus employees who will become part of LHC Group. Please know we are dedicated to your continued success as we bring our shared purpose – it’s all about helping people – to life in communities across the country.”

Addus expects that the home health division will be reported as a discontinued operation in its year end 2012 financial results. The transaction is expected to close in the first quarter and is subject to customary closing conditions. There can be no assurance that the transaction will be completed.

For a more detailed explanation of the transaction, please review Addus' Form 8-K filed today with the Securities and Exchange Commission.

Financial and Legal Advisors

The Braff Group acted as financial advisor to the Company. Winston & Strawn is serving as legal advisor to the Company.

About Addus

Addus is a provider of a broad range of social and medical services in the home. Addus' services include personal care and assistance with activities of daily living, skilled nursing and rehabilitative therapies, and adult day care. Addus focuses on serving the needs of the elderly dual eligible population. Addus' consumers are individuals with special needs who are at risk of hospitalization or institutionalization, such as the elderly, chronically ill and disabled. Addus' payor clients include federal, state and local governmental agencies, commercial insurers and private individuals. For more information, please visit www.addus.com.

Forward-Looking Statements

Certain matters discussed in this press release constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements may be identified by words such as "continue," "expect," and similar expressions. Forward-looking statements involve a number of risks and uncertainties that may cause actual results to differ materially from those expressed or implied by such forward-looking statements, including the expected benefits and costs of dispositions, the anticipated financial impact of possible transactions, management plans related to dispositions, the possibility that expected benefits may not materialize as expected, the failure of the business to perform as expected, changes in reimbursement, changes in government regulations, changes in Addus HomeCare's relationships with referral sources, increased competition for Addus HomeCare's services, changes in the interpretation of government regulations, the uncertainty regarding the outcome of discussions with managed care organizations, changes in tax rates and other risks set forth in the Risk Factors section in Addus HomeCare's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 16, 2012, and in Addus HomeCare's Quarterly Reports on Form 10-Q, filed with the Securities and Exchange Commission on May 10, 2012, August 9, 2012 and November 1, 2013, each of which is available at <http://www.sec.gov>. There can be no assurance, if the transaction is completed, that the potential benefits of the sale of the home health division will be realized. Addus HomeCare undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.