

DAVITA INC
Form 10-Q/A
December 29, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

For the Quarterly Period Ended

June 30, 2011

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 1-14106

DAVITA INC.

1551 Wewatta Street

Denver, CO 80202

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Telephone number (303) 405-2100

Delaware
(State of incorporation)

51-0354549
(I.R.S. Employer Identification No.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of July 29, 2011, the number of shares of the Registrant's common stock outstanding was approximately 93.4 million shares and the aggregate market value of the common stock outstanding held by non-affiliates based upon the closing price of these shares on the New York Stock Exchange was approximately \$7.8 billion.

EXPLANATORY NOTE

We are filing this Amendment No. 1 to our Quarterly Report on Form 10-Q for the quarter ended June 30, 2011 only to re-file Exhibit 10.2 in response to comments we received from the Securities and Exchange Commission on a confidential treatment request we made for certain portions of such exhibit in our original Form 10-Q. Consistent with this change, Item 6(a) of Part II and new Exhibits 31.1 and 31.2 are being filed, as required by the Securities and Exchange Commission regulations.

This Amendment No. 1 to our Form 10-Q for the quarter ended June 30, 2011 does not reflect events occurring after the filing of our original Form 10-Q. No other modifications or changes have been made to our Form 10-Q for the quarter ended June 30, 2011 as originally filed or the exhibits filed therewith.

PART II

OTHER INFORMATION

Item 6. Exhibits

(a) Exhibits

| Exhibit Number | |
|---------------------------|--|
| 10.1 | DaVita Inc. 2011 Incentive Award Plan. ⁽¹⁾ ** |
| 10.2 | Amendment No. 2 to Dialysis Organization Agreement between DaVita Inc. and Amgen USA Inc. effective as of July 1, 2011. ü* |
| 10.3 | Form of Restricted Stock Units Agreement Executives (DaVita Inc. 2011 Incentive Award Plan) ⁽²⁾ ** |
| 10.4 | Form of Restricted Stock Units Agreement Board members (DaVita Inc. 2011 Incentive Award Plan) ⁽²⁾ ** |
| 10.5 | Form of Stock Appreciation Rights Agreement Executives (DaVita Inc. 2011 Incentive Award Plan) ⁽²⁾ ** |
| 10.6 | Form of Stock Appreciation Rights Agreement Board members (DaVita Inc. 2011 Incentive Award Plan) ⁽²⁾ ** |
| 12.1 | Ratio of earnings to fixed charges. ⁽²⁾ |
| 31.1 | Certification of the Chief Executive Officer, dated December 29, 2011, pursuant to Rule 13a-14(a) or 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. ü |
| 31.2 | Certification of the Chief Financial Officer, dated December 29, 2011, pursuant to Rule 13a-14(a) or 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. ü |
| 32.1 | Certification of the Chief Executive Officer, dated August 4, 2011, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. ⁽²⁾ |
| 32.2 | Certification of the Chief Financial Officer, dated August 4, 2011, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. ⁽²⁾ |
| 101.INS | XBRL Instance Document. *** |
| 101.SCH | XBRL Taxonomy Extension Schema Document. *** |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document. *** |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document. *** |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document. *** |
| 101.PRE | XBRL Taxonomy Extension Presentation, Linkbase Document. *** |

ü Filed herewith.

* Portions of this exhibit are subject to a request for confidential treatment and have been redacted and filed separately with the SEC.

** Management contract or executive compensation plan or arrangement.

*** XBRL information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities and Exchange Act of 1933, is deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, and otherwise is not subject to liability under these sections.

(1) Filed on April 27, 2011 as Appendix A to the Company's Definitive Proxy Statement on Schedule 14A.

(2) Filed on August 4, 2011 as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011.

SIGNATURE

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.

DAVITA INC.

BY: */s/ JAMES K. HILGER*
James K. Hilger Chief

Accounting Officer*

Date: December 29, 2011

* Mr. Hilger has signed both on behalf of the Registrant as a duly authorized officer and as the Registrant's principal accounting officer.