

NEIGHBORCARE INC  
Form SC 14D9/A  
July 14, 2004

=====

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

-----

Schedule 14D-9  
SOLICITATION/RECOMMENDATION STATEMENT  
PURSUANT TO SECTION 14(d)(4) OF THE  
SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 5)

-----

NEIGHBORCARE, INC.  
(Name of Subject Company)

-----

NEIGHBORCARE, INC.  
(Name of Person(s) Filing Statement)

Common Stock, Par Value \$0.02 Per Share  
(including the Associated Series B Junior  
Participating Preferred Stock Purchase Rights)  
(Title of Class of Securities)

64015Y-10-4  
(CUSIP Number of Class of Securities)

-----

John F. Gaither, Esq.  
Senior Vice President, General Counsel and Secretary  
NeighborCare, Inc.  
601 East Pratt Street, 3rd Floor  
Baltimore, MD 21202  
(410) 528-7404

(Name, Address and Telephone Number of Person Authorized to Receive Notice and  
Communications on Behalf of the Person(s) Filing Statement)

-----

With copies to:

Mark Gordon, Esq.  
Wachtell, Lipton, Rosen & Katz  
51 West 52nd Street  
New York, New York 10019  
(212) 403-1000

[ ] Check the box if the filing relates solely to preliminary communications  
made before the commencement of a tender offer.

=====

Edgar Filing: NEIGHBORCARE INC - Form SC 14D9/A

The purpose of this amendment is to amend and supplement Item 9 in the Solicitation/Recommendation Statement on Schedule 14D-9 previously filed by NeighborCare, Inc., a Pennsylvania corporation, on June 14, 2004, as thereafter amended, and to add an additional Exhibit and to revise the Exhibit Index accordingly.

ITEM 9. EXHIBITS.

Exhibit No.	Description
(a) (17)	Letter, dated July 14, 2004, to NeighborCare employees

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this amendment is true, complete and correct.

NEIGHBORCARE, INC.

By: /s/ John F. Gaither, Jr.

John F. Gaither, Jr.  
Senior Vice President,  
General Counsel and Secretary

Dated: July 14, 2004

-2-

INDEX OF EXHIBITS

Exhibit No.	Description
(a) (17)	Letter, dated July 14, 2004, to NeighborCare employees

-3-