
**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): October 2, 2017

ALLSCRIPTS HEALTHCARE SOLUTIONS, INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-35547
(Commission
File Number)

36-4392754
(IRS Employer
Identification No.)

**222 Merchandise Mart Plaza, Suite 2024,
Chicago, Illinois 60654**
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (312) 506-1200

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 (see General Instructions A.2. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.01. Completion of Acquisition or Disposition of Assets

EIS Business Acquisition

On October 2, 2017, Allscripts Healthcare, LLC, a North Carolina limited liability company (“**Purchaser**”) and wholly-owned subsidiary of Allscripts Healthcare Solutions, Inc., a Delaware corporation (“**Allscripts**”, “**we**”, “**us**” and “**our**”), completed the transactions contemplated by a purchase agreement (the “**Purchase Agreement**”) with McKesson Corporation, a Delaware corporation (“**McKesson**”), pursuant to which Purchaser purchased McKesson’s Enterprise Information Solutions (EIS) Business division (the “**EIS Business**”) by acquiring all of the outstanding equity interests of two indirect, wholly-owned subsidiaries of McKesson: (i) PF2 EIS LLC, a Delaware limited liability company, and (ii) PF2 Enterprise Information Solutions Canada ULC, an unlimited liability corporation organized under the laws of British Columbia. Purchaser paid to McKesson \$185 million as consideration for the EIS Business. The purchase price is subject to adjustments for net working capital and net debt.

As contemplated by the Purchase Agreement, McKesson and Purchaser also entered into a transition services agreement, pursuant to which McKesson will provide certain transition services to Purchaser, and a cross license agreement, pursuant to which each of McKesson and Purchaser will license certain intellectual property to the other party.

The foregoing description of the Purchase Agreement and the transactions contemplated thereby does not purport to be complete and is qualified in its entirety by reference to the Purchase Agreement, a copy of which is attached as Exhibit 2.1 to our Form 8-K filed with the Securities and Exchange Commission on August 4, 2017, which is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure

On October 2, 2017, Allscripts issued a press release announcing the closing of the transaction described above under Item 2.01. The full text of the press release, a copy of which is attached hereto as Exhibit 99.1, is incorporated herein by reference.

Forward-Looking Statements and Risk Factors

This Current Report on Form 8-K, including the press release referenced herein, contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties. Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical fact or pattern. Forward-looking statements can also be identified by the use of words such as “future,” “anticipates,” “believes,” “estimates,” “expects,” “intends,” “plans,” “predicts,” “will,” “would,” “could,” “can,” “may,” and similar terms. Forward-looking statements are not guarantees of future performance. Actual results could differ significantly from those set forth in the forward-looking statements, and reported results should not be considered an indication of future performance. Certain factors that could cause our actual results to differ materially from those described in the forward-looking statements include, but are not limited to, those discussed in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2016 filed with the Securities and Exchange Commission (our “Form 10-K”) under the heading “Risk Factors” and elsewhere. The following discussion should be read in conjunction with the unaudited consolidated financial statements and notes thereto included in Part I, Item 1, “Financial Statements (unaudited)” in our Form 10-Q for the quarterly period ended June 30, 2017 filed with the Securities and Exchange Commission, as well as our Form 10-K. We assume no obligation to revise or update any forward-looking statements for any reason, except as required by law.

Our business, financial condition, operating results and stock price can be materially and adversely affected by a number of factors, whether currently known or unknown, including, but not limited to, those described below. Any one or more of such factors, some of which are outside of our control, could directly or indirectly cause our actual financial condition and operating results to vary materially from our past or anticipated future financial condition or operating results.

Because of the following factors, as well as other factors affecting our financial condition and operating results, past financial performance should not be considered a reliable indicator of future performance, and investors should not use historical trends to anticipate results or trends in future periods.

Our acquisition of the EIS Business is subject to material risks and uncertainties

The success of our acquisition of the EIS Business will depend, in part, on our ability to achieve the expected benefits of the acquisition and to integrate our existing businesses with the EIS Business, including the integration of products and technologies. This integration will be complex, costly and time-consuming and will involve numerous risks, including, but not limited to, unanticipated expenses and the diversion of financial, managerial, and other resources from both our existing operations and those of the EIS Business. If we fail to successfully integrate the EIS Business, we may not be able to achieve projected results or support the amount of consideration paid for the EIS Business, which could materially and adversely impact our business, financial condition and operating results. In addition, as previously announced by McKesson, the Horizon Clinicals product line of the EIS Business will be sunset in March 2018. The transition away from the Horizon Clinicals product line may involve anticipated and unanticipated costs and liabilities, including severance costs, customer attrition and customer claims relating to such transition, any of which could materially and adversely impact our business, financial condition and operating results.

In addition, as previously announced by McKesson, the EIS Business is subject to a May 2017 civil investigative demand (CID) from the U.S. Attorney's Office for the Eastern District of New York. The CID requests documents and information related to the certification McKesson obtained in connection with the U.S. Department of Health and Human Services' Electronic Health Record Incentive Program. In our purchase agreement with McKesson, McKesson has agreed, with respect to the CID, to indemnify Allscripts for amounts paid or payable to the government (or any private relator) involving any products or services marketed, sold or licensed by the EIS Business as of or prior to the closing of the transactions contemplated by the purchase agreement. If the CID results in non-monetary relief, significant compliance or litigation costs, or any losses to Allscripts that are not covered by the indemnification from McKesson, such relief, costs or losses could materially and adversely impact our business, financial condition and operating results.

Item 9.01. Financial Statements and Exhibits.

(a) Financial statements of businesses acquired.

As permitted by Item 9.01(a)(4) of Form 8-K, Allscripts intends to file the historical financial statements required by Item 9.01(a) of Form 8-K as an amendment to this Current Report on Form 8-K not later than 71 calendar days after the date this Current Report on Form 8-K is required to be filed. Pursuant to authority in Rule 3-13 of Regulation S-K, the staff of the Securities and Exchange Commission will not object if Allscripts files audited abbreviated statements of assets acquired and liabilities assumed and of revenues and direct expenses ("**Abbreviated Financial Statements**"), in satisfaction of the requirements of Rule 3-05 of Regulation S-X, and is also permitting Allscripts to file two years of audited Abbreviated Financial Statements in lieu of the three years otherwise required under Rule 3-05 of Regulation S-X.

(b) **Pro forma financial information.**

As permitted by Item 9.01(b)(2) of Form 8-K, Allscripts intends to file the pro forma financial information required by Item 9.01(b) of Form 8-K as an amendment to this Current Report on Form 8-K not later than 71 calendar days after the date this Current Report on Form 8-K is required to be filed. The pro forma financial information will be prepared using the Abbreviated Financial Statements.

(d) **Exhibits**

Exhibit No.	Description
2.1	<u>Purchase Agreement, dated as of August 1, 2017, by and between McKesson Corporation and Allscripts Healthcare, LLC. (filed as exhibit 2.1 to the Current Report on Form 8-K filed on August 4, 2017 and incorporated herein by reference)</u>
99.1	<u>Press Release issued by Allscripts Healthcare Solutions, Inc. on October 2, 2017</u>

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 hereunto duly authorized.

ALLSCRIPTS HEALTHCARE SOLUTIONS, INC.

Date: October 2, 2017

By: /s/ Brian P. Farley
Brian P. Farley
Executive Vice President, General Counsel
and Chief Administrative Officer

Allscripts closes acquisition of McKesson's Enterprise Information Solutions business
Global healthcare leader adds Paragon and other solutions, significantly expanding client base

CHICAGO, October 2, 2017 -- Allscripts (NASDAQ:MDRX), a global leader in healthcare technology, today announced that it has closed its acquisition of McKesson Corporation's hospital and health system IT business, known as the Enterprise Information Solutions (EIS) business. The transaction significantly expands Allscripts client base in U.S. hospitals and health systems and expands its solutions portfolio. Allscripts purchased the EIS business for \$185 million in cash, subject to an adjustment for net working capital and net debt.

Allscripts will invest in and continue to offer Paragon as the integrated electronic health record (EHR) and revenue cycle management solution for the small hospital market segment, while Allscripts Sunrise™ will continue as the primary platform for larger institutions, typically with highly complex service line needs. With this transaction, the combination of Paragon and Sunrise hospitals will double Allscripts' current EHR hospital client count in the United States.

EIS customers will now have access to Allscripts' world-class population health management solution CareInMotion™, Revenue Cycle Management Services, post-acute and precision medicine solutions to improve patient outcomes and accelerate their transition to value-based care.

"Our highest priority is to successfully meet our clients' complex needs today and in the future," said Allscripts Chief Executive Officer, Paul M. Black. "It's critical that healthcare organizations deliver the best care possible, and we expect this transaction will enable Allscripts to offer the most comprehensive, high-performing health information technology and solutions, which will help clinicians achieve our shared mission."

"I'm excited that Sonoma Valley Hospital is now a part of the Allscripts family, and that we're now partners with a global technology leader dedicated to its clients, our patients and healthcare innovation," said Kelly Mather, CEO, Sonoma Valley Hospital. "Plus, with access to Allscripts' significant suite of solutions, we're better prepared to address our organization's needs as the industry continues to evolve."

Mark Zielazinski, Chief Information and Technology Integration Officer at Marin General Hospital, said, "We are a fully integrated client of the Paragon system using it in a hosted environment, which EIS manages for us. We are also a strong user of Allscripts in our multiple clinic environments. We look forward to seeing what the combined organization of Allscripts might bring to Marin General Hospital and we are willing to be an early player in integration efforts between the various products. We believe that the combined services organization and product portfolio has the potential to dramatically improve our IT infrastructure. We look forward to near-term meetings with the combined Allscripts team to determine immediate next steps."

"This strategic move by Allscripts represents its ongoing commitment to healthcare providers and their patients," said John Bosco, Senior Vice President Chief Information Officer, Northwell Health. "As Allscripts continues its growth by expanding its reach to new hospitals and health systems, it's also now positioned to better meet the needs of existing clients with the expansion of its portfolio of innovative solutions."



Black Book Research released a report today featuring the result of a survey it conducted of many Paragon users who are now joining Allscripts growing client base.

"Black Book Research conducted a survey of hundreds of representatives at more than 66 McKesson-Paragon facilities, and the response was thoroughly positive," said Doug Brown, President and CEO of Black Book Research. "In fact, 96% of board and executive financial leaders surveyed are confidently optimistic that the Allscripts acquisition will improve Paragon client processes and technologies, and benefit their organizations."

The full Black Book report is available [here](#).

Taken together, Allscripts' comprehensive hospital, health system and physician EHR portfolio — plus solutions for value-based care, revenue cycle management, IT services, precision medicine and post-acute care — will help hospitals, health systems and physicians deliver on the promise of advanced and personalized care, with improved operational and financial performance.

About Allscripts

Allscripts (NASDAQ: MDRX) is a leader in healthcare information technology solutions that advance clinical, financial and operational results. Our innovative solutions connect people, places and data across an Open, Connected Community of Health™. Connectivity empowers caregivers to make better decisions and deliver better care for healthier populations. To learn more, visit www.allscripts.com, [Twitter](#), [YouTube](#) and [It Takes A Community: The Allscripts Blog](#).

Forward-Looking Statements

This press release contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties. Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical fact or pattern. Forward-looking statements can also be identified by the use of words such as "future," "anticipates," "believes," "estimates," "expects," "intends," "plans," "predicts," "will," "would," "could," "can," "may," and similar terms. Forward-looking statements are not guarantees of future performance. Actual results could differ significantly from those set forth in the forward-looking statements, and reported results should not be considered an indication of future performance. Certain factors that could cause our actual results to differ materially from those described in the forward-looking statements include, but are not limited to: the expected financial contribution and results of the Enterprise Information Solutions business; the successful integration of the Enterprise Information Solutions business; and the anticipated and unanticipated expenses and liabilities related to the acquisition and the acquired Enterprise Information Solutions business. Additional information about these and other risks, uncertainties, and factors affecting Allscripts business is contained in Allscripts filings with the Securities and Exchange Commission, including under the caption "Risk Factors" in the most recent Allscripts Annual Report on Form 10-K, in subsequent Form 10-Qs and in our Form 8-K filed on October 2, 2017 under the heading "Forward-Looking Statements and Risk Factors." Allscripts does not undertake to update forward-looking statements to reflect changed assumptions, the impact of circumstances or events that may arise after the date of the forward-looking statements, or other changes in its business, financial condition or operating results over time.



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