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AMEDISYS INC
Form S-3/A
February 25, 2004

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON FEBRUARY 25, 2004
REGISTRATION NO. 333-111062

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 5
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AMEDISYS, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION
OF INCORPORATION OR
ORGANIZATION)

11-3131700
(I.R.S. EMPLOYER
IDENTIFICATION NUMBER)

11100 MEAD ROAD, SUITE 300
BATON ROUGE, LOUISIANA 70816
(225) 292-2031 OR (800) 467-2662
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,
OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

WILLIAM F. BORNE
CHIEF EXECUTIVE OFFICER
AMEDISYS, INC.
11100 MEAD ROAD, SUITE 300
BATON ROUGE, LOUISIANA 70816
(225) 292-2031 OR (800) 467-2662
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,
OF AGENT FOR SERVICE)

COPIES TO:

ANTHONY J. CORRERO III, ESQ.
CORRERO FISHMAN HAYGOOD PHELPS
WALMSLEY & CASTEIX, L.L.P.
201 ST. CHARLES AVE., 46TH FLOOR
NEW ORLEANS, LA 70170-4600
(504) 586-5252

ANNA T. PINEDO, ESQ.
JAMES R. TANENBAUM, ESQ.
MORRISON & FOERSTER LLP
1290 AVENUE OF THE AMERICAS
NEW YORK, NY 10104
(212) 468-8000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:
From time to time after the effective date of this Registration Statement,
as determined by the selling security holders.

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT, AS AMENDED, OR UNTIL THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

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ITEM 16. EXHIBITS

A) EXHIBITS.

| EXHIBIT NUMBER ----- | DESCRIPTION OF DOCUMENT ----- |
|----------------------------|---|
| 5.0** | Opinion of Correro Fishman Haygood Phelps Walmsley & Casteix, L.L.P. as to the legality of the securities being registered. |
| 10.1* | Form of Purchase Agreement by and among Amedisys, Inc. and the purchasers set forth on the signature pages thereto. |
| 10.2* | Form of Warrants to be issued by Amedisys, Inc. to Raymond James & Associates, Inc. and Jefferies & Company, Inc. |
| 23.1** | Consent of Correro Fishman Haygood Phelps Walmsley & Casteix, L.L.P. (included in Exhibit 5.0). |
| 23.2 | Consent of KPMG LLP |
| 23.3 | Consent of KPMG LLP |
| 24 | Power of Attorney. Reference is made to page II-3. |

* Incorporated by reference to Amedisys, Inc. Current Report on Form 8-K filed December 10, 2003.

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** Previously filed.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 5 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Baton Rouge, State of Louisiana, on the 25th day of February 2004.

Amedisys, Inc.

By: /s/ William F. Borne

William F. Borne
Chief Executive Officer and Chairman
of the Board

Pursuant to the requirements of the Securities Act of 1933, the following persons in the capacities and on the dates indicated have signed this Amendment No. 5 to Registration Statement below.

/s/ William F. Borne

William F. Borne
Chief Executive Officer and Chairman of the Board

/s/ Gregory H. Browne

Gregory H. Browne
Principal Financial and Accounting Officer

/s/ Jake L. Netterville

Jake L. Netterville
*Director

/s/ David R. Pitts

David R. Pitts
*Director

/s/ Peter F. Ricchiuti

Peter F. Ricchiuti
*Director

/s/ Ronald A. Laborde

Ronald A. Laborde
*Director

* Pursuant to power of attorney previously filed.

