

OWENS & MINOR INC/VA/  
Form 8-K  
October 06, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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 6, 2008 (September 30, 2008)**

**Owens & Minor, Inc.**

(Exact name of registrant as specified in its charter)

**Virginia**  
(State or other jurisdiction

of incorporation

**1-9810**  
(Commission File Number)

**54-1701843**  
(IRS Employer

Identification No.)

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9120 Lockwood Blvd., Mechanicsville, Virginia  
(Address of principal executive offices)

23116  
(Zip Code)

Registrant's telephone number, including area code (804) 723-7000

**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 Instruction 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))

**Item 1.01. Entry into a Material Definitive Agreement.**

On September 30, 2008, Owens & Minor Distribution, Inc. ( O&M Distribution ), a wholly-owned subsidiary of Owens & Minor, Inc., entered into a First Amendment to Asset Purchase Agreement, dated as of September 30, 2008 (the Amendment ), to amend the Asset Purchase Agreement, dated as of August 19, 2008, by and among O&M Distribution, The Burrows Company ( Burrows ) and George J. Burrows, the sole shareholder of Burrows (the Purchase Agreement ). The Amendment revised the initial purchase price payable under the Purchase Agreement from \$30,200,000 to \$23,722,000 based on a reduction in Burrows net book value reflected in a preliminary balance sheet delivered by Burrows to O&M Distribution prior to the closing of the transaction. The Amendment also made certain revisions to other terms, definitions, schedules and exhibits. A copy of the form of Amendment is included as Exhibit 2.1 hereto and is incorporated herein by reference. The Form of Purchase Agreement was previously filed as Exhibit 2.1 to a Current Report on Form 8-K dated August 22, 2008.

**Item 8.01. Other Events.**

On October 1, 2008, the Company issued a press release announcing the completion of its purchase under the Purchase Agreement. A copy of the press release is included as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

- 2.1 Form of First Amendment to Asset Purchase Agreement dated as of September 30, 2008 by and among Owens & Minor Distribution, Inc., The Burrows Company and George J. Burrows.
- 99.1 Press Release issued by the Company on October 1, 2008.

**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.

**OWENS & MINOR, INC.**

Date: October 6, 2008

By: /s/ Grace R. den Hartog  
Name: Grace R. den Hartog  
Title: Senior Vice President, General  
Counsel and Corporate Secretary

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
<b>2.1</b>	Form of First Amendment to Asset Purchase Agreement dated as of September 30, 2008 by and among Owens & Minor Distribution, Inc., The Burrows Company and George J. Burrows.
<b>99.1</b>	Press Release issued by the Company on October 1, 2008.