DUANE READE INC
Form 8-K
December 23, 2003

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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): December 22, 2003

DUANE READE INC.
(Exact Name of Registrant as Specified in its Charter)

DELAWARE
(State or Other Jurisdiction of Incorporation)

001-13843	04-3164702
(Commission File Number)	(I.R.S. Employer Identification No.)

440 NINTH AVENUE NEW YORK, NEW YORK	10001
(Address of Principal Executive Offices)	(Zip Code)

(212) 273-5700
(Registrant's Telephone Number, Including Area Code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

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ITEM 5. OTHER EVENTS AND REQUIRED FD DISCLOSURE.

On December 23, 2003, Duane Reade Inc., a Delaware corporation ("Duane Reade"), announced that it entered into an Agreement and Plan of Merger, dated as of December 22, 2003 (the "Merger Agreement"), with Rex Corner Holdings, LLC ("Rex Corner"), an affiliate of Oak Hill Capital Partners, L.P., pursuant to which a wholly owned subsidiary of Rex Corner will merge (the "Merger") with and into Duane Reade with Duane Reade remaining as the surviving

corporation. Under the terms of the Merger Agreement, stockholders of Duane Reade will receive $17.00 in cash for each outstanding share of Duane Reade's common stock.

A copy of the Merger Agreement and Duane Reade's press release announcing this transaction are attached as exhibits hereto and are incorporated herein by reference. This summary is qualified in its entirety by reference to the exhibits attached hereto.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit No.	Exhibit
2.1	Agreement and Plan of Merger, dated as of December 22, 2003, by and among Duane Reade Inc., Rex Corner Holdings, LLC and Rex Corner Acquisition Corp.
99.1	Press Release, dated December 23, 2003

SIGNATURES

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.

Date: December 23, 2003

DUANE READE INC.

By: /s/ John K. Henry

John K. Henry
Senior Vice President and
Chief Financial Officer

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EXHIBIT INDEX

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