

Emergency Medical Services CORP
Form SC 13D
February 23, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Emergency Medical Services Corporation

(Name of Issuer)

Class A Common Stock, par value \$0.01 per share

(Title of Class of Securities)

29100P 10 2

(CUSIP Number)

CDRT Acquisition Corporation

CDRT Merger Sub, Inc.

c/o Clayton, Dubilier & Rice, LLC

Attention: Theresa A. Gore

375 Park Ave, New York NY 10152

212-407-5200

Copy to:

Paul S. Bird

Jonathan E. Levitsky

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Debevoise & Plimpton LLP

919 Third Avenue

New York, New York 10022

(212) 909-6000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 13, 2011

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

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CUSIP No. 29100P 10 2

13D

1 Name of Reporting Person.
CDRT Acquisition Corporation

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3 SEC Use Only

4 Source of Funds (See Instructions)
OO

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
Delaware

	7	Sole Voting Power -0-
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 13,724,676 shares of Class A Common Stock of the Issuer (the <u>Class A Common Stock</u>) (1)(3)
	9	Sole Dispositive Power -0-
	10	Shared Dispositive Power -0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person
13,724,676 shares of Class A Common Stock (1)

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11);
31.1% (2) (3)

14 Type of Reporting Person (See Instructions)
CO

(1) Assumes conversion of 13,724,676 shares of the Class B Common Stock of the Issuer (the Class B Common Stock) to Class A Common Stock. The 13,724,676 shares of Class B Common Stock are issuable on exchange of 13,724,676 LP exchangeable units representing limited partnership interests in Emergency Medical Services L.P. (the LP Exchangeable Units) that may be deemed to be beneficially owned by the Reporting Person.

(2) Percentage based on an aggregate of 30,420,991 shares of Class A Common Stock, issued and outstanding on February 11, 2011 as reported in the Issuer's annual report on Form 10-K filed on February 18, 2011 (the Form 10-K), and is expressed as the number of shares that the Reporting Person may be deemed to share beneficial ownership of, *divided by* the sum of (i) the aggregate outstanding number of shares of Class A Common Stock as of February 11, 2011 and (ii) the number of shares that the Reporting Person may be deemed to share beneficial ownership of.

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(3) As described in Items 4 and 5(b), pursuant to the Unitholders Agreement (described below), and because each share of Class B Common Stock is entitled to ten votes, the Reporting Person may be deemed to share voting control of approximately 81.6% of the voting power of the outstanding capital stock of the Issuer.

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CUSIP No. 29100P 10 2

13D

1 Name of Reporting Person.
CDRT Merger Sub, Inc.

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3 SEC Use Only

4 Source of Funds (See Instructions)
OO

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power -0-
	8	Shared Voting Power 13,724,676 shares of Class A Common Stock (1)(3)
	9	Sole Dispositive Power -0-
	10	Shared Dispositive Power -0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person
13,724,676 shares of Class A Common Stock (1)

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11);
31.1% (2) (3)

14 Type of Reporting Person (See Instructions)
CO

(1) Assumes conversion of 13,724,676 shares of Class B Common Stock to Class A Common Stock. The 13,724,676 shares of Class B Common Stock are issuable on exchange of 13,724,676 LP Exchangeable Units that may be beneficially owned by the Reporting Person.

(2) Percentage based on an aggregate of 30,420,991 shares of Class A Common Stock, issued and outstanding on February 11, 2011 as reported in the Form 10-K, and is expressed as the number of shares that the Reporting Person may be deemed to share beneficial ownership of, *divided by* the sum of (i) the aggregate outstanding number of shares of Class A Common Stock as of February 11, 2011 and (ii) the number of shares that the Reporting Person may be deemed to share beneficial ownership of.

(3) As described in Items 4 and 5(b), pursuant to the Unitholders Agreement (described below), and because each share of Class B Common Stock is entitled to ten votes, the Reporting Person may be deemed to share voting control of approximately 81.6% of the voting

power of the outstanding capital stock of the Issuer.

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13D

1	Name of Reporting Person. Clayton, Dubilier & Rice Fund VIII, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) OO
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Cayman Islands
7	Sole Voting Power -0-
8	Shared Voting Power 13,724,676 shares of Class A Common Stock (1)(3)
9	Sole Dispositive Power -0-
10	Shared Dispositive Power -0-
11	Aggregate Amount Beneficially Owned by Each Reporting Person 13,724,676 shares of Class A Common Stock (1)
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11); 31.1% (2) (3)
14	Type of Reporting Person (See Instructions) PN

(1) Assumes conversion of 13,724,676 shares of Class B Common Stock to Class A Common Stock. The 13,724,676 shares of Class B Common Stock are issuable on exchange of 13,724,676 LP Exchangeable Units that may be beneficially owned by the Reporting Person.

(2) Percentage based on an aggregate of 30,420,991 shares of Class A Common Stock, issued and outstanding on February 11, 2011 as reported in the Form 10-K, and is expressed as the number of shares that the Reporting Person may be deemed to share beneficial ownership of, *divided by* the sum of (i) the aggregate outstanding number of shares of Class A Common Stock as of February 11, 2011 and (ii) the number of shares that the Reporting Person may be deemed to share beneficial ownership of.

(3) As described in Items 4 and 5(b), pursuant to the Unitholders Agreement (described below), and because each share of Class B

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Common Stock is entitled to ten votes, the Reporting Person may be deemed to share voting control of approximately 81.6% of the voting power of the outstanding capital stock of the Issuer.

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CUSIP No. 29100P 10 2

13D

1	Name of Reporting Person. CD&R Associates VIII, Ltd.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) OO
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Cayman Islands
7	Sole Voting Power -0-
8	Shared Voting Power 13,724,676 shares of Class A Common Stock (1)(3)
9	Sole Dispositive Power -0-
10	Shared Dispositive Power -0-
11	Aggregate Amount Beneficially Owned by Each Reporting Person 13,724,676 shares of Class A Common Stock (1)
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11); 31.1% (2) (3)
14	Type of Reporting Person (See Instructions) CO

(1) Assumes conversion of 13,724,676 shares of Class B Common Stock to Class A Common Stock. The 13,724,676 shares of Class B Common Stock are issuable on exchange of 13,724,676 LP Exchangeable Units that may be beneficially owned by the Reporting Person.

(2) Percentage based on an aggregate of 30,420,991 shares of Class A Common Stock, issued and outstanding on February 11, 2011 as reported in the Form 10-K, and is expressed as the number of shares that the Reporting Person may be deemed to share beneficial ownership of, *divided by* the sum of (i) the aggregate outstanding number of shares of Class A Common Stock as of February 11, 2011 and (ii) the number of shares that the Reporting Person may be deemed to share beneficial ownership of.

(3) As described in Items 4 and 5(b), pursuant to the Unitholders Agreement (described below), and because each share of Class B

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Common Stock is entitled to ten votes, the Reporting Person may be deemed to share voting control of approximately 81.6% of the voting power of the outstanding capital stock of the Issuer.

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CUSIP No. 29100P 10 2

13D

1	Name of Reporting Person. CD&R Associates VIII, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) OO
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Cayman Islands
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13	Percent of Class Represented by Amount in Row (11); 31.1% (2) (3)
14	Type of Reporting Person (See Instructions) PN

(1) Assumes conversion of 13,724,676 shares of Class B Common Stock to Class A Common Stock. The 13,724,676 shares of Class B Common Stock are issuable on exchange of 13,724,676 LP Exchangeable Units that may be beneficially owned by the Reporting Person.

(2) Percentage based on an aggregate of 30,420,991 shares of Class A Common Stock, issued and outstanding on February 11, 2011 as reported in the Form 10-K, and is expressed as the number of shares that the Reporting Person may be deemed to share beneficial ownership of, *divided by* the sum of (i) the aggregate outstanding number of shares of Class A Common Stock as of February 11, 2011 and (ii) the number of shares that the Reporting Person may be deemed to share beneficial ownership of.

(3) As described in Items 4 and 5(b), pursuant to the Unitholders Agreement (described below), and because each share of Class B

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Common Stock is entitled to ten votes, the Reporting Person may be deemed to share voting control of approximately 81.6% of the voting power of the outstanding capital stock of the Issuer.

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CUSIP No. 29100P 10 2

13D

1	Name of Reporting Person. CD&R Investment Associates VIII, Ltd.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) OO
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Cayman Islands
7	Sole Voting Power -0-
8	Shared Voting Power 13,724,676 shares of Class A Common Stock (1)(3)
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10	Shared Dispositive Power -0-
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13	Percent of Class Represented by Amount in Row (11); 31.1% (2) (3)
14	Type of Reporting Person (See Instructions) CO

(1) Assumes conversion of 13,724,676 shares of Class B Common Stock to Class A Common Stock. The 13,724,676 shares of Class B Common Stock are issuable on exchange of 13,724,676 LP Exchangeable Units that may be beneficially owned by the Reporting Person.

(2) Percentage based on an aggregate of 30,420,991 shares of Class A Common Stock, issued and outstanding on February 11, 2011 as reported in the Form 10-K, and is expressed as the number of shares that the Reporting Person may be deemed to share beneficial ownership of, *divided by* the sum of (i) the aggregate outstanding number of shares of Class A Common Stock as of February 11, 2011 and (ii) the number of shares that the Reporting Person may be deemed to share beneficial ownership of.

(3) As described in Items 4 and 5(b), pursuant to the Unitholders Agreement (described below), and because each share of Class B

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Common Stock is entitled to ten votes, the Reporting Person may be deemed to share voting control of approximately 81.6% of the voting power of the outstanding capital stock of the Issuer.

Item 1.

Security and Issuer

This Statement on Schedule 13D (this Statement) is being filed on behalf of the Reporting Persons (as defined in Item 2(a) below) with respect to the shares of the Class A Common Stock, par value \$0.01 per share (the Class A Common Stock), of Emergency Medical Services Corporation, a Delaware corporation (the Issuer or the Company). The Company's principal executive offices are located at 6200 South Syracuse Way, Greenwood, CO 80111.

Item 2.