

NEIGHBORCARE INC  
Form SC 14D9/A  
June 27, 2005

Microsoft Word 10.0.4524; DocumentIDW/825583v10-3-

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 14D-9  
SOLICITATION/RECOMMENDATION STATEMENT  
PURSUANT TO SECTION 14(d) (4) OF THE  
SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 17)

NEIGHBORCARE, INC.  
(Name of Subject Company)

NEIGHBORCARE, INC.  
(Name of Person(s) Filing Statement)

Common Stock, Par Value \$0.02 Per Share  
(including the Associated Series B Junior  
Participating Preferred Stock Purchase Rights)  
(Title of Class of Securities)

64015Y-10-4  
(CUSIP Number of Class of Securities)

John F. Gaither, Esq.  
Senior Vice President, General Counsel and Secretary  
NeighborCare, Inc.  
601 East Pratt Street, 3rd Floor  
Baltimore, MD 21202  
(410) 528-7404

(Name, Address and Telephone Number of Person Authorized to Receive Notice  
and Communications on Behalf of the Person(s) Filing Statement)

With copies to:

Mark Gordon, Esq.  
Wachtell, Lipton, Rosen & Katz  
51 West 52nd Street  
New York, New York 10019  
(212) 403-1000

Check the box if the filing relates solely to preliminary communications  
made before the commencement of a tender offer.

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The purpose of this amendment is to add additional Exhibits to Item 9 in the Solicitation/Recommendation Statement on Schedule 14D-9 previously filed by NeighborCare, Inc., a Pennsylvania corporation, on June 14, 2004, as thereafter amended, and to revise the Exhibit Index accordingly.

ITEM 9. EXHIBITS.

Exhibit No.	Description
(a) (33)	Letter, dated June 27, 2005, to NeighborCare employees
(a) (34)	Letter, dated June 27, 2005, to NeighborCare customers

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this amendment is true, complete and correct.

NEIGHBORCARE, INC.

By: /s/ John F. Gaither

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John F. Gaither, Jr.  
Senior Vice President,  
General Counsel and Secretary

Dated: June 27, 2005

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INDEX OF EXHIBITS

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Exhibit No.	Description
(a) (33)	Press Release, dated June 27, 2005
(a) (34)	Letter, dated June 27, 2005, to NeighborCare employees

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