



March 14, 2024

Re: Determination — **014 UHG-Amedisys**

The Oregon Health Authority (OHA) is the state agency charged with operating the Health Care Market Oversight (HCMO) program under Oregon Revised Statutes (ORS) 415.500 through 415.900 and Oregon Administrative Rules (OARs) 409-070-0000 through 409-070-0085.

On December 4, 2023, OHA confirmed receipt of a complete Notice of Material Change Transaction form (“Notice”) from UnitedHealth Group Incorporated (“UHG”) related to UHG’s planned acquisition of Amedisys, Inc. (“Amedisys”), in compliance with OAR 409-070-0030 and 0045. Pursuant to ORS 415.501(5) and OAR 409-070-0055, OHA timely completed a preliminary review. OHA has determined that UHG’s acquisition of Amedisys (“Transaction”) is a covered transaction pursuant to OAR 409-070-0010(1)(b) and that a comprehensive review of the Transaction is required.

Pursuant to OAR 409-070-0030(3)(c)(D), OHA has assessed a fee of \$100,000 associated with the comprehensive review. This fee includes the \$2,000 previously paid and associated with preliminary review.

OHA will send a communication with information about how to pay the remaining fee of \$98,000 via check, credit card, or bank transfer. Pursuant to OAR 409-070-0060(3), payment is due in full within 30 calendar days of billing. Please confirm the billing contact information below.

UnitedHealth Group Incorporated
Attn: Anthony Swisher
700 K St. NW
Washington, DC 20001
anthony.swisher@bakerbotts.com

OHA expects to request additional information from UHG and Amedisys to proceed with its comprehensive review of Transaction, pursuant to ORS 415.501(12) and OAR 409-070-0045(6) and will issue an information request on **March 15, 2024**.

Pursuant to ORS 415.501(14) and ORS 409-070-0050, OHA expects to retain outside advisors to support this comprehensive review and designates UHG as the entity that shall bear the cost of OHA’s outside advisors. OHA will invoice UHG to reimburse costs and expenses associated with outside advisors.

Pursuant to OAR 409-070-0060, OHA will issue a proposed order within 180 days of receipt of a complete Notice, unless otherwise tolled or extended as permitted under OAR 409-070-0045(6) and 409-070-0055(4).

Please contact HCMO if you would like to request a comprehensive review conference pursuant to OAR 409-070-0045(2). The comprehensive review conference provides an opportunity to discuss OHA's comprehensive review criteria, timing/process questions, and the use of outside advisors.

This letter and OHA's Preliminary Review Report will be posted to the HCMO program website at <https://www.oregon.gov/oha/HPA/HP/Pages/health-care-market-oversight.aspx>.

If you have questions or need further information, please contact HCMO at hcmo.info@oha.oregon.gov.

Sincerely,

A handwritten signature in blue ink, appearing to read "Sarah E. Bartelmann", with a long horizontal flourish extending to the right.

Sarah Bartelmann, MPH
Health Care Market Oversight Program Manager
Oregon Health Authority