

**STATE OF OREGON
OREGON HEALTH AUTHORITY
HEALTH POLICY AND ANALYTICS DIVISION**

In the Matter of the Proposed)	Proposed Findings of Fact, Conclusions
Material Change Transaction of)	of Law, and Order
Act II Holdings L.P. and VaxCare)	
Holdings, LLC)	Transaction ID: 050

This Order resolves the Notice of Material Change Transaction (the “Notice”) filed by Act II Holdings L.P. (“Act II”) with respect to its proposed acquisition of majority ownership of VaxCare Holdings, LLC (“VaxCare”) through merger (the “Transaction”). (Act II and VaxCare may be referred to collectively as the “Entities.”) The Entities filed the Notice with the Oregon Health Authority (“OHA”) under the Health Care Market Oversight Program pursuant to Oregon Revised Statutes (ORS) 415.500 through 415.900 and Oregon Administrative Rules (OAR) 409-070-0000 through 409-070-0085.

On April 23, 2025, OHA confirmed receipt of a complete Notice of Material Change Transaction in compliance with OAR 409-070-0030 and 0045. Pursuant to ORS 415.501(5) and OAR 409-070-0055, OHA timely conducted a preliminary review of the proposed transaction. OHA’s review analyzed the potential impact of the Transaction on market share and competition, cost, access, quality, and equity. The analysis followed guidelines and methods set out in the Health Care Market Oversight Analytic Framework (see <https://www.oregon.gov/oha/HPA/HP/HCMOPageDocs/OHA-HCMO-Analytic-Framework-FINAL.pdf>), which is grounded in the goals, standards, and criteria for transaction review and approval outlined in OAR 409-070-0000 through OAR 409-070-0085. OHA’s analysis will be posted to the HCMO website at www.oregon.gov/hcmo which is incorporated herein by reference.

A public comment period was open from April 23, 2025 to May 22, 2025. OHA received no comments.

Now, therefore, upon due consideration of the circumstances, including the Notice of Material Change Transaction, documentation filed in support of the Notice of Material Change Transaction, regularly required reporting to OHA, press reports, academic research articles, and publicly available information, OHA enters the following Proposed Findings of Fact, Conclusions of Law, and Order.

FINDINGS OF FACT

OHA FINDS that:

1. On or about March 4, 2025, VaxCare filed the Notice with OHA.
2. On or about March 28, 2025, OHA notified VaxCare that the Notice was incomplete and provided guidance about submission requirements.
3. On or about April 11, 2025, VaxCare submitted a partial response letter to OHA's March 28, 2025, letter.
4. On or about April 23, 2025, VaxCare submitted an additional response letter to OHA's March 28, 2025, letter.
5. On April 23, 2025, OHA notified VaxCare that it received all requested information and confirmed receipt of a complete Notice. OHA commenced the preliminary review pursuant to OAR 409-070-0055 and communicated that the review would be completed within 30 days, unless extended in accordance with applicable statutes and administrative rules.
6. OHA accepted public comments on the Transaction from April 23, 2025 to May 22, 2025. OHA received no comments.
7. Act II is an entity formed for the purpose of effectuating the Transaction. It is associated with Blackstone, Inc. It does not currently have business operations.
8. VaxCare is a care delivery platform that provides clients with procurement, inventory management, patient eligibility, charting, and billing for vaccines and contraceptives. It is headquartered in Orlando, Florida.
9. VaxCare was formed in 2006 to support vaccine compliance through vaccine logistics. As of 2021, it had expanded to over 2,000 practices and 250 health departments. It currently operates in 33 states.
10. VaxCare has no material assets or operations in Oregon and derives an immaterial portion of its revenue from activities in Oregon. Specifically, in Oregon, VaxCare contracts with 17 medical practices. It has 483 full time employees nationwide, with only 3 employees located in Oregon.
11. Through the Transaction, Act II will become a majority owner in VaxCare following a series of mergers, acquiring VaxCare for a total enterprise value of \$1.7 billion.
12. The entities state the following in the notice and supplemental filings with OHA:
 - a. The Transaction is intended to provide financial resources to VaxCare so that it can continue to serve its clients.

- b. After the Transaction closes, the entities intend to continue delivering non-clinical, administrative services that streamline the provision of vaccines for clients in Oregon, with “no current plans for expansion” in the state.
- c. Nationally, “VaxCare is expanding its care delivery network through expansion of its payer network, physician network and health system customer base, and the offering of [the Long-Acting Reversible Contraception program].”
- d. While VaxCare's platform helps healthcare practices and health systems provide access to needed vaccines and contraceptives, including to medically underserved populations, the Merger is not expected to have any direct impact on access to services.
- e. The Transaction has no anticipated impact on health care cost growth in Oregon.
- f. The proposed transaction will allow VaxCare to continue providing non-clinical services to its clients which can reduce administrative burdens related to offering needed vaccines and contraceptives to protect Oregon residents and can reduce the health care costs associated with vaccine-preventable diseases.
- g. The Transaction is not expected to have any impact on health inequities or access to services.

CONCLUSIONS OF LAW

- 1. The Notice is supported by the required documentation and meets the requirements of the Health Care Market Oversight Program rules for approval with respect to transactions involving health care Entities pursuant to ORS 415.500 through 415.900 and OAR 409-070-0000 through 409-070-0085.
- 2. OHA finds that:
 - a. The Transaction is unlikely to substantially reduce access to affordable health care in Oregon based on the following:
 - i. The effects of the Transaction on access to care and delivery of care in Oregon are minimal given that care delivery platforms are opt-in services selected by providers and health care entities.
 - ii. Clinics in Oregon have multiple options for vaccine management services.
 - iii. The potential impact of the proposed transaction on Oregon residents is relatively minor.
 - iv. VaxCare has no material assets or operations in Oregon and derives an immaterial portion of its revenue from activities in Oregon.

ORDER

Based on the foregoing Findings of Fact and Conclusions of Law it is hereby ORDERED that:

1. The transaction is hereby APPROVED upon the basis of the information contained in the Notice of Material Change Transaction and supporting materials submitted by the Entities to date.
2. The Entities shall notify OHA within one (1) business day following completion of the Transaction by email to hcmo.info@oha.oregon.gov.

This Order will be posted to the Health Care Market Oversight Program website at www.oregon.gov/HCMO.

OHA reserves the right to enforce the Conditions set forth herein to the fullest extent provided by the law. In addition to civil penalties and any legal remedies available, OHA shall be entitled to specific performance, injunctive relief, and such other equitable remedies as a court may deem appropriate for breach of these Conditions.

OHA is required to analyze and publish the Entities' compliance with Conditions placed on the Transaction and assess the impact of the Transaction under ORS 415.501(19) and (20). OHA is required to publish its analyses and conclusions. Per OAR 409-070-0080, OHA may require the Entities to provide any information, reports, analyses, and documentation needed to monitor and assess the impact of the Transaction.

NOTICE OF RIGHT TO REQUEST A HEARING

You are entitled to a hearing as provided by the Administrative Procedures Act (Oregon Revised Statutes Chapter 183), ORS 415.019, and OAR 409-070-0075. You are entitled to be represented by an attorney at the hearing. Legal aid organizations may be able to assist a party with limited resources. The Oregon Health Authority will be represented by an Assistant Attorney General from the Oregon Department of Justice.

To request a contested case hearing, your request must be in writing and must be received within fifteen (15) days from the date this Final Order was personally served, mailed, or electronically transmitted to you, based on the date at the top of this document.

A request sent by U.S. mail is "received" on the date it is postmarked. Your request may also be emailed. Your request should be sent to:

hcmo.info@oha.oregon.gov

or

Health Care Market Oversight Program
421 SW Oak St
Suite 850
Portland, OR 97204

If you submit a request for a contested case hearing, you will be notified of the time place of the hearing. Information on the hearing process will be provided to you in accordance with ORS 183.413(2). Any hearing will be conducted by an administrative law judge from the Office of Administrative Hearings, assigned as required by ORS 183.635.

If you fail to request a hearing within the time allowed, if you request a hearing and subsequently withdraw your request for a hearing, if you request a hearing and fail to appear for the hearing, or if a hearing is scheduled and you later notify OHA that you will not appear at the specified time and place, you will have waived your right to a hearing, and this proposed order will become a final order by default. If OHA issues a final order by default, it designates its file on this matter, including all materials that you have submitted relating to this matter, as the record in this case for purposes of proving a prima facie case.

Dated this 22nd day of May, 2025



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

NOTICE TO ACTIVE DUTY SERVICEMEMBERS. Active-duty service members have a right to stay these proceedings under the federal service members Civil Relief Act. For more information contact the Oregon State Bar at 800-452-8260, the Oregon Military Department at 503-584-3571, or the nearest United States Armed Forces Legal Assistance Office through <http://legalassistance.law.af.mil>. The Oregon Military Department does not have a toll-free telephone number.