

Edgar Filing: NEIGHBORCARE INC - Form SC 13G

NEIGHBORCARE INC
Form SC 13G
February 03, 2005

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934*

NeighborCare, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

64015Y104

(CUSIP Number)

January 25, 2005

(Date of Event which Requires Filing
of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 ("Act") or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

CUSIP No. 64015Y104

13G

Page 2 of 18 Pages

1 NAME OF REPORTING PERSON

Edgar Filing: NEIGHBORCARE INC - Form SC 13G

The Eureka (Euro) Fund Limited
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
 (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

	5 SOLE VOTING POWER
	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6 SHARED VOTING POWER
	1,815,800
	7 SOLE DISPOSITIVE POWER
	0
	8 SHARED DISPOSITIVE POWER
	1,815,800

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,815,800

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.1%

12 TYPE OF REPORTING PERSON*

OO

*SEE INSTRUCTION BEFORE FILLING OUT

CUSIP No. 64015Y104 13G Page 3 of 18 Pages

1 NAME OF REPORTING PERSON

Marshall Wace LLP
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Edgar Filing: NEIGHBORCARE INC - Form SC 13G

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

England

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

1,815,800

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,815,800

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,815,800

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.1%

12 TYPE OF REPORTING PERSON*

OO

*SEE INSTRUCTION BEFORE FILLING OUT

CUSIP No. 64015Y104

13G

Page 4 of 18 Pages

1 NAME OF REPORTING PERSON

Marshall Wace Asset Management Limited
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X]

Edgar Filing: NEIGHBORCARE INC - Form SC 13G

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

England and Wales

5 SOLE VOTING POWER
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER
1,815,800

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
1,815,800

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,815,800

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
4.1%

12 TYPE OF REPORTING PERSON*
OO

*SEE INSTRUCTION BEFORE FILLING OUT

CUSIP No. 64015Y104

13G

Page 5 of 18 Pages

1 NAME OF REPORTING PERSON
Paul Marshall
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) [X]

3 SEC USE ONLY

Edgar Filing: NEIGHBORCARE INC - Form SC 13G

4 CITIZENSHIP OR PLACE OF ORGANIZATION

England

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER	0
	6	SHARED VOTING POWER	1,815,800
	7	SOLE DISPOSITIVE POWER	0
	8	SHARED DISPOSITIVE POWER	1,815,800

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,815,800

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.1%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT

CUSIP No. 64015Y104

13G

Page 6 of 18 Pages

1 NAME OF REPORTING PERSON

Ian Wace

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

England

Edgar Filing: NEIGHBORCARE INC - Form SC 13G

5 SOLE VOTING POWER
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
6 SHARED VOTING POWER
1,815,800

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
1,815,800

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,815,800

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
4.1%

12 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTION BEFORE FILLING OUT

CUSIP No. 64015Y104

13G

Page 7 of 18 Pages

1 NAME OF REPORTING PERSON
Mark Hawtin
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
England

5 SOLE VOTING POWER
0

NUMBER OF

Edgar Filing: NEIGHBORCARE INC - Form SC 13G

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER
1,815,800

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
1,815,800

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,815,800

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
4.1%

12 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTION BEFORE FILLING OUT

CUSIP No. 64015Y104

13G

Page 8 of 18 Pages

1 NAME OF REPORTING PERSON
Duncan Ford
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
England

5 SOLE VOTING POWER
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH

6 SHARED VOTING POWER
1,815,800

Edgar Filing: NEIGHBORCARE INC - Form SC 13G

REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER
	0	
	8	SHARED DISPOSITIVE POWER
	1,815,800	

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,815,800	

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
	[]	

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	4.1%	

12	TYPE OF REPORTING PERSON*	
	IN	

*SEE INSTRUCTION BEFORE FILLING OUT

This statement on Schedule 13G is filed with respect to the Common Stock (as defined in Item 2(d) below) of NeighborCare, Inc., a Pennsylvania corporation, to report beneficial ownership of the Common Stock in excess of 5% of the total amount outstanding and a subsequent decrease in beneficial ownership below this threshold. The 5% beneficial ownership threshold was reached on January 25, 2005 with a total beneficial ownership of 2,315,800 shares of Common Stock constituting approximately 5.2% of the total shares outstanding. On January 26, 2005 the beneficial ownership amount fell below the 5% level.

Item 1(a) Name of Issuer:

The name of the issuer is NeighborCare, Inc., a Pennsylvania corporation (the "Company").

Item 1(b) Address of Issuer's Principal Executive Offices:

The Company's principal executive office is located at 601 East Pratt Street, 3rd Floor, Baltimore, Maryland.

Items 2(a) Name of Person Filing:

This Schedule 13G is filed by:

- (i) The Eureka (Euro) Fund Limited, an exempted company incorporated with limited liability in the Cayman Islands, which operates as an open-ended investment company (the "Fund") that owns the shares of Common Stock (as defined in Item 2(d));
- (ii) Marshall Wace LLP, incorporated in England, which serves as investment manager or adviser to a variety of hedge funds and managed accounts, including the Fund (the "Investment Manager");

Edgar Filing: NEIGHBORCARE INC - Form SC 13G

- (iii) Marshall Wace Asset Management Limited, a company incorporated with limited liability in England and Wales, which serves as the managing member (the "Managing Member") of the Investment Manager;
- (iv) Mr. Paul Marshall ("Mr. Marshall"), who is a co-founder and equity owner of the Investment Manager and who serves as chairman of the investment committee that is responsible for the investment decisions of the Investment Manager and therefore indirectly beneficially owns the shares of Common Stock by virtue of such position;
- (v) Mr. Ian Wace ("Mr. Wace"), who is a co-founder and equity owner of the Investment Manager and who serves on the investment committee that is responsible for the investment decisions of the Investment Manager;

Page 9 of 18 pages

- (vi) Mr. Mark Hawtin ("Mr. Hawtin"), who is an equity owner of the Investment Manager and who serves on the investment committee that is responsible for the investment decisions of the Investment Manager; and
- (vii) Mr. Duncan Ford ("Mr. Ford"), who is an equity owner of the Investment Manager and who serves on the investment committee that is responsible for the investment decisions of the Investment Manager.

The Fund, Investment Manager, MWAM and Messrs. Marshall, Wace, Hawtin and Ford are hereinafter sometimes collectively referred to as the "Reporting Persons."

Item 2(b) Address of Principal Business Office:

The address of the principal business office of each of the Reporting Persons is The Adelphi, 13th Floor, 1/11 John Adam Street London WC2N 6HT.

Item 2(c) Citizenship:

The Fund is an exempted company incorporated with limited liability in the Cayman Islands. The Investment Manager is incorporated in England. MWAM is incorporated with limited liability in England and Wales. Messrs. Marshall, Wace Hawtin and Ford are British citizens.

Item 2(d) Title of Class of Securities:

Common Stock, \$.02 par value ("Common Stock")

Item 2(e) CUSIP Number:

64015Y104

Item 3: If this statement is filed pursuant to Rules 13d-1(b) or

Edgar Filing: NEIGHBORCARE INC - Form SC 13G

13d-2(b) or (c), check whether the person filing is a:

- A. Broker or dealer registered under Section 15 of the Act,
- B. Bank as defined in Section 3(a)(6) of the Act,
- C. Insurance Company as defined in Section 3(a)(19) of the Act,
- D. Investment Company registered under Section 8 of the Investment Company Act of 1940,
- E. Investment Adviser in accordance with Rule 13d-1 (b)(1)(ii)(E),
- F. Employee Benefit Plan or Endowment Fund in accordance with 13d-1 (b)(1)(ii)(F),
- G. Parent Holding Company or control person in accordance with Rule 13d-1 (b)(1)(ii)(G),
- H. Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- I. Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,

Page 10 of 18 pages

- J. Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4 Amount Beneficially Owned:

A. The Eureka (Euro) Fund Limited

- (a) Amount beneficially owned: 1,815,800
- (b) Percent of class: 4.1%. The percentages used herein and elsewhere in this Schedule 13G are calculated based upon the 44,114,529 shares of Common Stock stated to be issued and outstanding as of December 1, 2004, as reflected in the Company's Annual Report on Form 10-K/A for the year ended September 30, 2004.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 1,815,800
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 1,815,800

B. Marshall Wace LLP

- (a) Amount beneficially owned: 1,815,800
- (b) Percent of class: 4.1%.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 1,815,800
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 1,815,800

C. Marshall Wace Asset Management Limited

- (a) Amount beneficially owned: 1,815,800
- (b) Percent of class: 4.1%.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 1,815,800
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 1,815,800

Edgar Filing: NEIGHBORCARE INC - Form SC 13G

D. Paul Marshall

- (a) Amount beneficially owned: 1,815,800
- (b) Percent of class: 4.1%.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 1,815,800
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 1,815,800

Page 11 of 18 pages

E. Ian Wace

- (a) Amount beneficially owned: 1,815,800
- (b) Percent of class: 4.1%.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 1,815,800
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 1,815,800

F. Mark Hawtin

- (a) Amount beneficially owned: 1,815,800
- (b) Percent of class: 4.1%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 1,815,800
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 1,815,800

G. Duncan Ford

- (a) Amount beneficially owned: 1,815,800
- (b) Percent of class: 4.1%.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 1,815,800
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 1,815,800

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. [X]

Item 6 Ownership of More than Five Percent on Behalf of Another

Person:

Other than as set forth herein, no other person has the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, in excess of 5% of the total outstanding Common Stock.

Edgar Filing: NEIGHBORCARE INC - Form SC 13G

Item 7 Identification and Classification of the Subsidiary Which

Acquired the Security Being Reported on By the Parent

Holding Company:

Not Applicable

Page 12 of 18 pages

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

Not Applicable

Item 10 Certification:

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Page 13 of 18 pages

SIGNATURE

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

Dated: February 3, 2005

THE EUREKA (EURO) FUND LIMITED

/s/ Paul Marshall

Name: Paul Marshall
Title: Director

MARSHALL WACE LLP

Edgar Filing: NEIGHBORCARE INC - Form SC 13G

By: Marshall Wace Asset Management,
its Managing Member

/s/ Duncan Ford

Name: Duncan Ford
Title: Director

MARSHALL WACE ASSET MANAGEMENT LIMITED

/s/ Paul Marshall

Name: Paul Marshall
Title: Director

MARSHALL WACE ASSET MANAGEMENT LIMITED

/s/ Ian Wace

Name: Ian Wace
Title: Director

/s/ Paul Marshall

Paul Marshall

/s/ Ian Wace

Ian Wace

/s/ Mark Hawtin

Mark Hawtin

/s/ Duncan Ford

Duncan Ford

Exhibit Index

Exhibit 99.1: Joint Filing Agreement, dated February 3, 2005, by and between The Eureka (Euro) Fund Limited, Marshall Wace LLP, Marshall Wace Asset Management Limited, Paul Marshall, Ian Wace, Mark Hawtin and Duncan Ford.