

# SECURITIES AND EXCHANGE COMMISSION

## FORM 8-K/A

Current report filing [amend]

Filing Date: **1999-09-10** | Period of Report: **1999-08-13**

SEC Accession No. **0000950136-99-001203**

([HTML Version](#) on [secdatabase.com](http://secdatabase.com))

### FILER

#### **OPTICARE HEALTH SYSTEMS INC**

CIK: **311046** | IRS No.: **760453392** | State of Incorporation: **DE** | Fiscal Year End: **1231**

Type: **8-K/A** | Act: **34** | File No.: **001-15223** | Film No.: **99709214**

SIC: **8011** Offices & clinics of doctors of medicine

#### Mailing Address

*301 CONGRESS AVENUE  
SUITE 1550  
AUSTIN TX 78701*

#### Business Address

*301 CONGRESS AVENUE  
SUITE 1550  
AUSTIN TX 78701  
5124785717*

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) August 13, 1999  
-----

OptiCare Health Systems, Inc.  
-----

(Exact name of registrant as specified in its charter)

Delaware

1-15223

76-0453392  
-----

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(I.R.S. Employer  
Identification No.)

87 Grandview Avenue, Waterbury, Connecticut  
-----

06708

(Address of principal executive offices)

(Zip code)

Registrant's telephone number, including area code 203-596-2236  
-----

Saratoga Resources, Inc., 301 Congress Avenue - Suite 1550, Austin, Texas 78701  
-----

(Former name or former address, if changed since last report)

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial statements of business acquired:

All the following financial statements are incorporated herein by reference to the financial statements included in the Registration Statement, beginning at page F-1 thereof.

PRIMEVISION HEALTH, INC.

Interim Financial Statements (unaudited)

Consolidated Balance Sheets as of March 31, 1999 and December 31, 1998

Consolidated Statements of Operations for the quarters ended March 31, 1999 and 1998

Consolidated Statements of Cash Flows for the quarters ended March 31, 1999 and 1998

Notes to Consolidated Financial Statements

Annual Financial Statements

Report of Independent Auditors

Consolidated Balance Sheets as of December 31, 1998 and 1997

Consolidated Statements of Operations for the years ended December 31, 1998, 1997 and 1996

Consolidated Statements of Shareholders' (Deficit) Equity for the years ended December 31, 1998, 1997 and 1996

Consolidated Statements of Cash Flows for the years ended December 31, 1998, 1997 and 1996

Notes to Consolidated Financial Statements

OPTICARE EYE HEALTH CENTERS, INC., AND AFFILIATE

Interim Financial Statements (unaudited)

Combined Balance Sheets as of March 31, 1999 and December 31, 1998

Combined Statements of Operations for the quarters ended March 31, 1999 and 1998

Combined Statements of Cash Flows for the quarters ended March 31, 1999 and 1998

Notes to Combined Financial Statements

Annual Financial Statements

Report of Independent Auditors

Combined Balance Sheets as of December 31, 1998 and 1997

Combined Statements of Operations for the years ended December 31, 1998, 1997 and 1996

Combined Statements of Shareholders' Equity for the years ended December 31, 1998, 1997 and 1996

2

Combined Statements of Cash Flows for the years ended December 31, 1998, 1997 and 1996

Notes to Combined Financial Statements

(b) Pro forma financial information:

All the following pro forma combined financial statements of the Registrant,

Prime and OptiCare are incorporated herein by reference to the financial statements included in the Registration Statement, beginning at page F-1 thereof.

Introduction

Pro Forma Combined Balance Sheet as of March 31, 1999

Pro Forma Combined Statement of Operations for the quarter ended  
March 31, 1999

Pro Forma Combined Statement of Operations for the year ended  
December 31, 1998

Notes to Pro Forma Combined Financial Statements

It is impracticable at this time for the Registrant to provide all of the financial statements that may be required to be included herein. The Registrant hereby undertakes to file such required financial statements and information as soon as practicable, but in no event later than sixty (60) days following the date on which this report on Form 8-K is required to be filed.

(c) Exhibits:

2. Agreement and Plan of Merger, dated as of April 12, 1999, among the Registrant, OptiCare Shellco Merger Corporation, Prime Shellco Merger Corporation, OptiCare Eye Health Centers, Inc., and PrimeVision Health, Inc., incorporated herein by reference to the Registrant's Registration Statement on Form S-4, Registration No. 333-78501, as amended (the "Registration Statement"), first filed on May 14, 1999, Exhibit 2 and Annex A to the Proxy Statement/Prospectus included in Part I of the Registration Statement.
- 3.1 Certificate of Amendment of the Certificate of Incorporation, dated as of August 13, 1999, as filed on that day with the Delaware Department of State.\*
- 3.2 Certificate of Designation with respect to the Registrant's Series A Convertible Preferred Stock, as filed with the Delaware Department of State on August 13, 1999.\*
- 3.3 Warrant dated as of August 13, 1999 between the Company and Bank Austria Creditanstalt Corporate Finance, Inc.\*
- 4.1 Form of Performance Stock Program, incorporated by reference to Exhibit 4.1 of the Registration Statement, and Annex C thereof.
- 4.2 Form of Employee Stock Purchase Plan, incorporated by reference to Exhibit 4.2 of the Registration Statement, and Annex D thereof.
- 10.1 Amended and Restated Loan and Security Agreement, dated as of August 13, 1999, among Consolidated Eye Care, Inc., OptiCare Eye Health Centers, Inc., and PrimeVision

Health, Inc., as Borrowers, OptiCare Health Systems, Inc., as the Parent, the lenders named therein (the "Lenders"), Bank Austria, AG, as the LC Issuer (the "LC Issuer"), and Bank Austria Creditanstalt Corporate Finance, Inc., as the agent (the "Agent") (excluding schedules and other attachments thereto).\*

- 10.2 Guaranty, dated as of August 13, 1999, among OptiCare Health Systems, Inc., OptiCare Eye Health Centers, Inc., PrimeVision Health, Inc., Consolidated Eye Care, Inc. and each of the other subsidiaries and affiliates of the Company parties listed on the signature pages thereto, in favor of the Lenders, the LC Issuer and the Agent for the Lenders and the LC Issuer.\*
- 10.3 Security Agreement, dated as of August 13, 1999, among the Company and the other parties listed on the signature page thereto in favor of the Agent for the benefit of the Lenders and the LC Issuer.\*
- 10.4 Conditional Assignment and Trademark Security Agreement dated as of August 13, 1999, between OptiCare Eye Health Centers, Inc. and the Agent for the benefit of the Lenders and the LC Issuer.\*
- 10.5 Pledge and Security Agreement, dated as of August 13, 1999, among each of OptiCare Health Systems, Inc., OptiCare Eye Health Centers, Inc., PrimeVision Health, Inc., Consolidated Eye Care, Inc. and each of the other subsidiaries and affiliates of the Company listed on the signature pages thereto, in favor of the Agent for the benefit of the Lenders and the LC Issuer.\*
- 10.6 Assignment of Notes and Security Agreement, dated as of August 13, 1999, between PrimeVision Health, Inc. and Bank Austria Creditanstalt Corporate Finance, Inc. \*
- 16 Letter regarding change of certifying accountants.\*\*

-----

\* Incorporated by reference to the Current Report on Form 8-K (Date of Event - August 13, 1999) filed with the Securities and Exchange Commission on August 30, 1999.

\*\* Filed herewith.

#### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: September 9, 1999

OPTICARE HEALTH SYSTEMS, INC.

By: /s/ Steven L. Ditman

-----  
Name: Steven L. Ditman

Title: Executive Vice President and  
Chief Financial Officer

5

August 31, 1999

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, DC 20549

RE: OPTICARE HEALTH SYSTEMS, INC., A DELAWARE CORPORATION  
FORMERLY KNOWN AS SARATOGA RESOURCES, INC.  
COMMISSION FILE NO. 1-15223

Gentlemen:

We have read Item 4 of the Current Report on Form 8-K dated August 13, 1999, of OptiCare Health Systems, Inc. (formerly known as Saratoga Resources, Inc.), a Delaware corporation, and we are in agreement with the statements contained in paragraphs (a) (i) and (ii). Please note that Ernst & Young LLP (Raleigh, NC) has issued a modified report on PrimeVision Health, Inc., a Delaware corporation, which is now a wholly owned subsidiary of OptiCare Health Systems, Inc. We have no basis to agree or disagree with other statements of the registrant contained therein.

/s/ Ernst & Young LLP