

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

FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) October 25, 1996

Total Renal Care Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware	1-4034	51-0354549
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(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

21250 Hawthorne Boulevard, Suite 800, Torrance, California	90503
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(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (310) 792-2600

N/A

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

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ITEM 5. OTHER EVENTS.

Attached as Exhibit 20 is the press release issued by Total Renal Care Holdings, Inc. dated October 24, 1996, which is hereby incorporated by reference herein.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Attached as Exhibit 20 is the press release issued by Total Renal Care Holdings, Inc. dated October 25, 1996.

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.

TOTAL RENAL CARE HOLDINGS, INC.

Dated: October 25, 1996

By: /s/ Barry C. Cosgrove

Barry C. Cosgrove
Vice President, General Counsel
and Secretary

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EXHIBIT INDEX

Exhibit	Description of Exhibit	Page Number
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20	Press release, dated October 25, 1996.	
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PRESS RELEASE

FOR FURTHER INFORMATION PLEASE CONTACT:

AT THE COMPANY

 VICTOR M.G. CHALTIEL, CEO
 OR JOHN E. KING, CFO
 AT (310) 792-2600

AT THE FINANCIAL RELATIONS BOARD

 DANIEL SAKS, GENERAL INFORMATION
 MOIRA CONLON, INVESTOR CONTACT
 STEVE SEILER, MEDIA CONTACT
 AT (310) 442-0599
 KATHY BRUNSON, INVESTOR CONTACT
 AT (312) 266-7800

TOTAL RENAL CARE REPORTS NET REVENUES UP 96%
 AND EARNINGS (BEFORE EXTRAORDINARY ITEM) UP 163% FOR THIRD QUARTER, 1996

Earnings Per Share at 25 cents, Up 56% on 70% More Shares Outstanding

Third Quarter/Recent Highlights:

- . Revenues rise 96% to \$73,333,000
- . Earnings (before extraordinary item) rise 163% to \$6,536,000
- . Addition of 15 centers, 230 stations, and over 1,700 patients since July 1, 1996 for a current total of over 9,700 patients
- . Letter of intent signed for 5 more centers with 300 patients
- . Secured additional managed care contracts for a current total of 111
- . Repurchased all outstanding 12% Senior Subordinated Discount Notes on September 30, 1996 (incurring a \$7.7 million extraordinary charge)
- . Secured a \$400 million new credit line (currently at an interest rate of 6.125%) to replace former \$130 million line

TORRANCE, Calif., October 25, 1996 -- Continuing the disciplined execution of its aggressive growth strategy, Total Renal Care Holdings, Inc. (NYSE:TRL) today announced another record for revenues, earnings (before extraordinary item), and earnings per share for the quarter and nine months ended September 30, 1996. All figures are restated to reflect a change in the Company's fiscal year-end to December 31 from May 31.

Revenues increased 96% to \$73.3 million in the third quarter of 1996 from \$37.4 in the corresponding period of 1995. Earnings (before extraordinary item) increased 163% to \$6.5 million from \$2.5 million, and earnings per share increased 56% to \$0.25 from \$0.16 on 70% more shares outstanding. During the third quarter of 1996, Total Renal Care retired the remaining \$65 million outstanding of Discount Notes at maturity incurring a \$7.7 million extraordinary charge (net of taxes).

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Total Renal Care
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"Since June 30, 1996, we have continued to execute our aggressive, disciplined growth strategy by adding 15 centers, 230 dialysis stations and over 1,700 patients since July 1, 1996, for a current total of 9,700 patients," said Victor M.G. Chaltiel, TRL Chairman, President and Chief Executive Officer. "In addition, we have signed letters of intent to acquire five more facilities for a total of 300 patients. Moreover, the company has entered into a number of additional managed care contracts for a current total of 111, including contracts with Aetna and Maxicare in the New Orleans area to service virtually all of their local ESRD patients."

Revenues increased 101% to \$188.2 million in the first nine months of 1996, from \$93.5 million in the corresponding period of 1995. Earnings (before extraordinary item) increased 207% to \$16.5 million from \$5.4 million and earnings per share increased 80% to \$0.65 from \$0.35 on 65% more shares

outstanding.

On October 17, 1996, Total Renal Care significantly increased its borrowing capacity to fund its aggressive, disciplined growth strategy by replacing its existing \$130 million bank facility with a new seven-year \$400 million revolving credit facility arranged by The Bank of New York and Donaldson, Lufkin & Jenrette, Inc. The current interest rate on this facility is 6.125%.

Based in Torrance, Calif., Total Renal Care Holdings, Inc., is the third largest provider of integrated dialysis services in the U.S. for patients suffering from chronic kidney failure. The Company owns and operates high-quality, free-standing kidney dialysis centers and home peritoneal dialysis programs in 16 states, Washington, DC, and Guam, and also provides high-quality acute hemodialysis services to inpatients on behalf of 82 hospitals. TRL has increased its number of outpatient dialysis facilities to 127 with 1,855 stations and provides services to more than 9,700 patients. The Company additionally operates ESRD laboratory and pharmacy facilities, as well as vascular access management and transplant services programs.

For information on Total Renal Care Holdings, Inc., via facsimile at no cost, call 1-800-PRO-INFO and dial company code 039.

(Financial Tables to follow)

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TOTAL RENAL CARE HOLDINGS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

Three Months and Nine Months Ended September 30, 1996 and 1995

	Three Months		Nine Months	
	1996	1995	1996	1995
Net operating revenues	\$73,333,000	\$37,415,000	\$188,153,000	\$93,508,000
Operating expenses:				
Facilities	49,474,000	23,884,000	126,121,000	60,304,000
General and administrative	4,943,000	3,107,000	13,644,000	8,307,000
Provision for doubtful accounts	1,559,000	757,000	3,892,000	2,023,000
Depreciation and amortization	4,231,000	1,891,000	10,263,000	4,564,000
Total operating expenses	60,207,000	29,639,000	153,920,000	75,198,000
Operating income	13,126,000	7,776,000	34,233,000	18,310,000
Interest expense	(1,719,000)	(2,813,000)	(5,869,000)	(7,534,000)
Interest income	394,000	73,000	2,007,000	247,000
Income before income taxes and minority interests and extraordinary item	11,801,000	5,036,000	30,371,000	11,023,000
Income taxes	4,386,000	1,774,000	11,537,000	3,852,000
Income before minority interests and extraordinary item	7,415,000	3,262,000	18,834,000	7,171,000
Minority interests in income of consolidated subsidiaries	879,000	777,000	2,296,000	1,787,000
Income before extraordinary item	6,536,000	2,485,000	16,538,000	5,384,000
Extraordinary loss related to early extinguishment of debt, net of tax	7,700,000	0	7,700,000	0
Net (loss) income	<u>\$ (1,164,000)</u>	<u>\$ 2,485,000</u>	<u>\$ 8,838,000</u>	<u>\$ 5,384,000</u>
Earnings (loss) per common share:				
Income before extraordinary item	\$ 0.25	\$ 0.16	\$ 0.65	\$ 0.35

Extraordinary item	\$ (0.29)	----	\$ (0.30)	----
Net (loss) income	\$ (0.04)	\$ 0.16	\$ 0.35	\$ 0.35
Weighted average number of common shares and equivalents outstanding	26,661,000	15,690,000	25,409,000	15,427,000

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Total Renal Care
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TOTAL RENAL CARE HOLDINGS, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

September 30, 1996 and December 31, 1995

	September 30, 1996 (unaudited)	December 31, 1995
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 5,440,000	\$ 30,181,000
Accounts receivable, less allowances for doubtful accounts of \$10,734,000 and \$5,668,000, respectively	95,314,000	40,014,000
Receivable from Tenet, a related company	322,000	432,000
Other current assets	14,854,000	4,867,000
Total current assets	115,930,000	75,494,000
Property and equipment, net	49,443,000	25,505,000
Note receivable from a related party	1,851,000	1,379,000
Investment in affiliate, at equity	1,018,000	972,000
Other long-term assets	899,000	885,000
Intangible assets, net of accumulated amortization of \$12,152,000 and \$7,353,000, respectively	151,279,000	59,763,000
Total assets	\$320,420,000	\$163,998,000
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Liabilities:		
Total current liabilities	\$ 30,677,000	20,803,000
Deferred income taxes	1,052,000	510,000
Long-term debt and other	79,007,000	56,538,000
Minority interests	5,326,000	3,343,000
Stockholders' equity:		
Common stock, voting (\$.001 par value; 55,000,000 shares authorized; 25,926,729 and 22,308,207 issued and outstanding, respectively)	26,000	22,000
Preferred stock, (\$.001 par value; 5,000,000 shares authorized, none outstanding)	----	----
Additional paid-in capital	236,433,000	123,710,000
Notes receivable from stockholders	(2,783,000)	(2,773,000)
Retained earnings (deficit)	(29,318,000)	(38,155,000)
Total stockholder's equity	204,358,000	82,804,000
Total liabilities and stockholders' equity	\$320,420,000	\$163,998,000