OHCA
Office of Health Care Affordability
Department of Health Care Access and Information

MATERIAL CHANGE NOTICE SUBMISSION DETAILS

MCN Number	2026-10-10-1545
OHCA Review Start Date	11/10/2026
Anticipated date (unless tolled per regulation) by which OHCA could waive cost and market impact review	12/28/2026
Anticipated date (unless tolled per regulation) by which OHCA could determine cost and market impact review required	1/11/2027

SUBMITTER

HEALTH CARE ENTITY CONTACT FOR PUBLIC INQUIRY

Title	General Counsel
First Name	Leah
Last Name	Bailey
Email Address	lbailey@vytlone.com
Street Address	5525 Granite Parkway
City	Plano
State	Texas
Postal Code	75024

GENERAL

Business Name	Maxor Acquisition, Inc.
Website	https://vytlone.com
Ownership Type	Corporation
Tax Status	For-profit
Federal Tax ID	80-0959991
Description of Submitting Organization	Maxor Acquisition, Inc. is a holding company and parent company of Maxor National Pharmacy Services LLC and its affiliates and wholly owned subsidiaries that are collectively known at an enterprise-level as VytlOne. As relevant to this transaction, VytlOne provides prescription benefit management services to employers and government agencies, and rebate aggregation services to other pharmacy benefit managers and entities.
Health Care Provider	No

LOCATIONS

Counties	All Counties; Alameda; Alpine; Amador; Butte; Calaveras; Colusa; Contra Costa; Del Norte; El Dorado; Fresno; Glenn; Humboldt; Imperial; Inyo; Kern; Kings; Lake; Lassen; Los Angeles; Madera; Marin; Mariposa; Mendocino; Merced;

	Modoc; Mono; Monterey; Napa; Nevada; Orange; Placer; Plumas; Riverside; Sacramento; San Benito; San Bernardino; San Diego; San Francisco; San Joaquin; San Luis Obispo; San Mateo; Santa Barbara; Santa Clara; Santa Cruz; Shasta; Sierra; Siskiyou; Solano; Sonoma; Stanislaus; Sutter; Tehama; Trinity; Tulare; Tuolumne; Ventura; Yolo; Yuba
California licenses and numbers	The VytlOne companies being sold as part of this transaction provide pharmacy benefit manager and rebate aggregator services throughout California (and nationwide). These entities do not currently hold any TPA or PBM licenses in California.
Other States Served	AK; AL; AR; AZ; CO; CT; DC; DE; FL; GA; HI; IA; ID; IL; IN; KS; KY; LA; MA; MD; ME; MI; MN; MO; MS; MT; NC; ND; NE; NH; NJ; NM; NV; NY; OH; OK; OR; PA; RI; SC; SD; TN; TX; UT; VA; VT; WA; WI; WV; WY
Other state(s) licenses and numbers	VytlOne holds PBM, TPA, and UR licenses in AK, AL, AR, AZ, CO, CT, DE, FL, GA, IA, IL, IN, KS, KY, LA, MA, MD, ME, MI, MN, MO, MS, MT, NC, ND, NE, NH, NJ, NM, NV, NY, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VA, VT, WI, WV, and WY. VytlOne also holds pharmacy licenses for a separate business segment that is not part of this transaction. That business segment manages retail and specialty pharmacies and provides 340B optimization services for hospitals, health systems, and federally qualified health centers, and also includes an owned specialty pharmacy.
Primary Languages used when providing services	English; Spanish
Other language if not listed above	See attachment

MATERIAL CHANGE

ADDITIONAL ENTITIES

Business Name	Description of the Organization	Ownership Type	Additional MCN Submission
Maxor National	Three business lines, two of which are being	Limited Liability Company	No

Pharmacy Services, LLC	acquired pursuant to this transaction, as follows: (i) provision of prescription benefit management services to employers and government agencies, and (ii) rebate aggregation services to pharmacy benefit managers and other entities.		
Initial Managers and Investors Inc.	Holding company	Corporation	No
Gateway Health Partners, Inc.	Provision of rebate aggregation services to PBM and other clients	Corporation	No
Gateway HP Management, LLC	Provision of rebate aggregation services to PBM and other clients	Limited Liability Company	No
MNPS, LLC	Holding company	Limited Liability Company	No
MNPS Nevada, LLC	Holding company	Limited Liability Company	No
MedImpact Healthcare Systems, Inc.	MedImpact operates as a pharmacy benefit management ("PBM"). The core PBM business manages prescription drug benefits for health plans, employers, and government programs, processing claims across retail and specialty pharmacy networks.	Corporation	Yes

CRITERIA

A health care entity with annual revenue, as defined in subsection (d), of at least $25 million or that owns or controls California assets of at least $25 million and is a party to, or subject of, the transaction.	Yes
A health care entity with annual revenue, as defined in subsection (d), of at least $10 million or that owns or controls California assets of at least $10 million and is a party to, or a subject of, a transaction with:	No

(A) any health care entity satisfying subsection (b)(1); or (B) any entity that owns or controls a health care entity satisfying subsection (b)(1); or (C) any noticing entity that satisfies subsections (b)(4) through (b)(7).	
A provider or fully integrated delivery system that is a party to, or a subject of, the transaction and provides health care services located in a designated primary care health professional shortage area in California, as defined in Part 5 of Subchapter A of Chapter 1 of Title 42 of the Code of Federal Regulations (commencing with section 5.1), available at *The Health Resource and Service Administration Data Warehouse*. To determine if you are located in a primary health care professional shortage area, please visit the *Health Professional Shortage Area Locator*	No
A private equity group or hedge fund that is a party to any aspect of a transaction identified in subsection (c)(9) with a management services organization satisfying subsection (b)(5) or health care entity satisfying subsections (b)(1), (2), or (3).	No
A management services organization meeting any of the thresholds in subparagraphs (A)-(D) below that is a party to any aspect of a transaction identified in subsection (c)(10) with a management services organization or a health care entity satisfying subsections (b)(1), (2), or (3). (A) Owned by a hospital and have one or more physician organizations as clients or affiliates; (B) Employ the physician-owner of, or otherwise contract with the physician-owner of, one or more physician organizations; (C) Share one or more directors, officers, investors, or other natural persons with the ability to exercise control with respect to a health care entity; or (D) Affiliated with at least two of the following: (i) A payer; (ii) Two or more physician organizations; or (iii) A hospital.	No
A newly created business entity created for the purpose of entering into agreements or transactions with a health care entity that is a party to any aspect of a transaction identified in subsection (c) with a health care entity satisfying subsections (b)(1), (2), or (3) or management services organization satisfying subsection (b)(5).	No
An entity described in section 127507(h)(4) that is a party to any aspect of a transaction identified in subsection (c) with a health care entity satisfying subsections (b)(1), (2), or (3) or management services organization satisfying subsection (b)(5).	No

CIRCUMSTANCES FOR FILING

The proposed fair market value of the transaction is $25 million or more and the transaction concerns the provision of health care services.	Yes

TRANSACTION DETAILS

Anticipated Date of Transaction Closure	1/30/2027
The goals of the transaction	Pursuant to a Securities Purchase Agreement dated October 16, 2026 (the "SPA"), MedImpact Healthcare Systems, Inc. will acquire all of the outstanding voting securities of Gateway Health Partners, Inc., Gateway HP Management, LLC, MNPS, LLC, and MNPS Nevada, LLC (collectively, the "Acquired Companies") from its current owners, Maxor Acquisition, Inc. and its subsidiaries. MedImpact and the Acquired Companies both provide pharmacy benefit manager and rebate aggregator services throughout the country. The proposed transaction will make the market for PBM services more competitive by strengthening an independent alternative to the vertically integrated PBMs that dominate the industry.
Submitted to US Department of Justice or Federal Trade Commission?	Yes
Date of Submission	10/18/2026
Description of the Submission	The parties filed a premerger notification with the Federal Trade Commission and United States Department of Justice pursuant to the Hart-Scott Rodino Antitrust Improvements Act of 1976.
Submitted to Other Agency?	Yes
Date of Submission	10/18/2026
To Whom Submitted	Oregon Health Authority; CO, IN, and WA Attorneys General; state licensing agencies
Description of Submission (Include Agency name(s) and State(s))	The parties are submitting notice of the transaction to the Oregon Health Authority as well as to the Indiana and Washington Attorneys General. MedImpact is also providing a copy of its HSR filing to the Colorado Attorney General. The parties will also make customary filings related to the Proposed Transaction to state licensing agencies.
Subject to court proceeding	No

Description of current services provided and expected post-transaction impacts on health care services	VytlOne has three business lines, two of which are being acquired pursuant to this transaction: (i) provision of prescription benefit management services to employers and government agencies, (ii) rebate aggregation services to pharmacy benefit managers and other entities. These entities do not provide health care services directly to patients. The third business line involves specialty pharmacy and management of retail and specialty pharmacies, provision of 340B optimization services for hospitals, health systems, and federally qualified health centers. This business line is not part of the transaction. The VytlOne entities being sold as part of this transaction provide rebate aggregation services to PBM and other clients in California and nationwide. There are no expected post-transaction impacts on such services.
Prior mergers or acquisitions that: (A) involved the same or related health care services; (B) involved at least one of the entities, or their parents, subsidiaries, predecessors, or successors, in the proposed transaction; and (C) were closed in the last ten years.	Maxor Acquisition, Inc. acquired 100% of the stock of Gateway Health Partners, Inc. pursuant to a transaction that closed on November 22, 2017. Maxor Acquisition, Inc. acquired the assets of American Healthcare, which included pharmacy benefit management and 340B administration businesses, employees, and data and information necessary to support the businesses. The transaction closed on September 17, 2018. Maxor Holdings, Inc. was acquired by its current ultimate owner, TowerBrook Capital Partners, L.P. pursuant to a Stock Purchase Agreement, dated as of December 12, 2022. The transaction closed on March 1, 2023.
Description of Potential Post Transaction Changes	(A) MedImpact will acquire all of the outstanding voting securities of Gateway Health Partners, Inc., Gateway HP Management, LLC, MNPS, LLC, and MNPS Nevada, LLC from their current owners, Maxor Acquisition, Inc. and its subsidiaries. The parties do not anticipate any immediate changes to their operational structures as a result of the transaction.

	(B) The parties do not anticipate any immediate changes to staffing levels, job security, retraining policies, wages, benefits, working conditions, and/or employment protections. (C) The parties do not anticipate any immediate changes to city or county contracts (if any) regarding the provision of health care services between the parties to the transaction and cities or counties. (D) N/A; submitter is not a provider or fully integrated delivery system.
Description of the nature, scope, and dates of any pending or planned material changes occurring between the Submitter and any other entity, within the 12 months following the date of the notice	None.

Languages Offered by VytlOne

VytlOne subsidiary, MaxorPlus, Ltd., provides member communications for its clients' members in English and Spanish. Clients can request translations for additional languages. The cost to clients for translation services for additional languages varies by language, complexity, and word count. MaxorPlus supplies print materials in multiple languages at a cost to its clients commensurate with the number of words and the translation language(s) required.

MaxorPlus utilizes a language translation vendor, Language Line, and through that arrangement, MaxorPlus' call center supports more than 250 languages including Albanian, Amharic, Arabic, Armenian, Assyrian, Azerbaijani, Bengali, Bosnian, Bulgarian, Burmese, Cambodian (Khmer), Cantonese, Chinese, Croatian, Czech, Dari, Dutch, Ewe, Farsi (Persian), Filipino, French, German, Greek, Gujarati, Haitian Creole, Hebrew, Hindi, Hmong, Hungarian, Ibo (Igbo), Ilocano, Indonesian, Italian, Japanese, Karen, Karenni, Kinyarwanda, Kirundi (Rundi), Korean, Kurdish, Laotian, Lingala, MaayMaay, Macedonian, Malayalam, Mandarin, Mongolian, Nepali, Pashto, Polish, Portuguese, Punjabi, Rohingya, Serbian, Serbo Croatian, Sinhalese, Somali, Spanish, Sudanese, Swahili, Tamil, Telugu, Thai, Tibetan, Tongan, Turkish, Ukrainian, Urdu, Uzbek, and Vietnamese.