

MATERIAL CHANGE NOTICE SUBMISSION DETAILS

MCN Number	2025-10-17-1430
OHCA Review Start Date	November 7, 2025
Anticipated date (unless tolled per regulation) by which OHCA could waive cost and market impact review	December 22, 2025
Anticipated date (unless tolled per regulation) by which OHCA could determine cost and market impact review required	January 6, 2026

SUBMITTER

HEALTH CARE ENTITY CONTACT FOR PUBLIC INQUIRY

Title	VP
First Name	Debra
Last Name	Harper
Email Address	debra.harper@medimpact.com

GENERAL

Business Name	MedImpact Healthcare Systems, Inc.
Website	https://www.medimpact.com/
Ownership Type	Corporation
Tax Status	For-profit
Federal Tax ID	33-0567651
Description of Submitting Organization	MedImpact Healthcare Systems, Inc. ("MedImpact" or "Submitter") is a wholly owned subsidiary of MI OpCo Holdings, Inc., which is a wholly owned subsidiary of MI OpCo H2, LLC, which is a wholly owned subsidiary of MedImpact Holdings, Inc. MedImpact provides prescription management services that are designed to reduce the cost of pharmacy healthcare for private and public employers, health plans, labor unions, and government agencies of all sizes and for individuals served by the Medicare Part D Prescription Drug Program. MedImpact services include prescription claims processing, pharmacy network administration, rebate administration, drug utilization review, and pharmacy management reports.
Health Care Provider	No

LOCATIONS

Counties	Fresno; Kern; Los Angeles; Nevada; Orange; Riverside; Sacramento; San Bernardino; San Diego; Solano
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California licenses and numbers	Submitter holds a California PBM registration (No. 833-010) with the Department of Managed Health Care and an Insurance Producer license (No. OB84520) with the California Department of Insurance. Submitter is registered as a domestic corporation with the California Secretary of State (entity no. 1725824)
Other States Served	AK; AL; AR; AZ; CO; CT; DC; FL; GA; HI; IA; ID; IL; IN; KS; KY; LA; MA; ME; MI; MN; MO; MS; MT; NC; ND; 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	See Attachment B.
Primary Languages used when providing services	English; Arabic; Armenian; Cambodian; Chinese; Farsi; Hindi; Hmong; Japanese; Korean; Laotian; Mien; Punjabi; Russian; Spanish; Tagalog; Thai; Ukrainian; Vietnamese; Other
Other language if not listed above	See additional details at Attachment A.

MATERIAL CHANGE

ADDITIONAL ENTITIES

Business Name	Description of the Organization	Ownership Type	Additional MCN Submission
MedImpact Holdings, Inc.	MedImpact Holdings, Inc. is a holding company that does not have any health care operations or other business functions. Annual Revenue (consolidated): FY2022 -- \$8,011,892,000 (rounded) FY2023 -- \$7,321,497,000 (rounded) FY2024 -- \$10,264,654,000 (rounded)	Limited Liability Company	No
MI OpCo Holdings, Inc.	MI OpCo Holdings, Inc. is a holding company that does not have any health care operations or other business functions. Annual revenue (consolidated): FY2022 -- \$7,931,812,000 (rounded) FY2023 -- \$7,059,514,000 (rounded) FY2024 -- \$9,958,143,000 (rounded)	Limited Liability Company	No
Christy Piti	Christy Piti (CEO of Sav-Rx) is a minority holder of Sav-Rx and therefore a Seller-party to the transaction with MedImpact. Ms. Piti will not retain an ownership interest in Sav Rx post-closing.	Other	No

Jack Barta	Jack Barta (an individual) is a minority holder of Sav-Rx and therefore a Seller-party to the transaction with MedImpact. Mr. Barta will not retain an ownership interest in Sav-Rx post-closing.	Other	No
The MCCC Family Legacy Trust	The Jack Barta Family 2020 Irrevocable Trust is a minority holder of Sav-Rx and therefore a Seller-party to the transaction with MedImpact. The Jack Barta Family 2020 Irrevocable Trust will not retain an ownership interest in Sav-Rx post-closing.	Other	No
The Jack Barta 2020 Irrevocable Trust	The Jack Barta Family 2020 Irrevocable Trust is a minority holder of Sav-Rx and therefore a Seller-party to the transaction with MedImpact. The Jack Barta Family 2020 Irrevocable Trust will not retain an ownership interest in Sav-Rx post-closing.	Other	No
A & A Services, LLC, d/b/a Sav-Rx	A&A Services, LLC d/b/a Sav-Rx, a national prescription management services provider, is the target in the proposed transaction with MedImpact. In California, Sav-Rx offers prescription management services to a small number of self-funded ERISA plan clients (less than 15) that have their principal or administrative offices located in the 8 counties identified below and mail order pharmacy services to members of these clients located throughout California. In 2024, Sav-Rx generated less than 2% of its revenues overall (or less than \$20 MM) from its California activities. Sav-Rx is a Nebraska limited liability company managed by a Board of Managers consisting of Christy Piti and Jack Barta. Unanimity of all members of the Board of Managers therefore is required for any board level decisions (i.e., decisions requiring Board of Manger approval per Sav-Rx's Limited Liability Company Agreement (the "LLC Agreement")). The day-to-day operation of the business, per the LLC Agreement, is delegated to the officers of the entity, consisting of Christy Piti (CEO), Walter Hoff (President), and Mike Viirre (COO). Christy Piti is responsible for the overall management of the business operations as CEO, while Walter Hoff and Mike Viirre are responsible for implementation of all operational aspects of the business.	Limited Liability Company	No

Annual Revenue: FY2022: \$774,500,000 FY2023: \$905,200,000 FY2024: \$1,018,300,000		
Primary and threshold languages: English and Spanish.		

CRITERIA

A health care entity with annual revenue, as defined in section 97435(d) , of at least \$25 million or that owns or controls California assets of at least \$25 million, or;	Yes
A health care entity with annual revenue, as defined in section 97435(d) , of at least \$10 million or that owns or controls California assets of at least \$10 million and is a party to a transaction with any health care entity satisfying subsection (b)(1), or	No
A health care entity 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 data.hrsa.gov . To determine if you are located in a primary health care professional shortage area, please visit here	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
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TRANSACTION DETAILS

Anticipated Date of Transaction Closure	2/1/2026
Description of the Transaction	See Attachment C.
Submitted to US Department of Justice or Federal Trade Commission?	Yes
Date of Submission	9/30/2025
Description of the Submission	Notification and Report Form for Certain Mergers and Acquisitions pursuant to the Hart-Scott-Rodino ("HSR") Act of 1976, as amended.
Submitted to Other Agency?	Yes
Date of Submission	10/17/2025
To Whom Submitted	
Description of Submission (Include Agency name(s) and State(s))	See additional filings at Attachment D (submission date is used solely as a placeholder in OHCA's portal).
Subject to court proceeding	No

Description of current services provided and expected post-transaction impacts on health care services	MedImpact does not provide health care services directly to patients. Rather, it provides administrative services and adjudicates claims for members. MedImpact serves 69 PBM clients in California, which covers just under 9.5 million California lives. MedImpact does not anticipate a material change in services provided as a result of this transaction, especially in California given that Sav-Rx has de minimis business operations in California. Sav-Rx is a national prescription management services provider specializing in managing prescription benefits for union health funds as well as certain non-union clients (e.g., municipalities and small employers). Sav-Rx also offers a closed mail order pharmacy benefit to its clients' members. Sav-Rx's California-based customers are limited to a small number of self-funded ERISA plans (less than 15). Post-transaction, MedImpact will operate Sav-Rx's business as a MedImpact subsidiary. MedImpact will continue to offer the prescription management and mail order pharmacy services that Sav-Rx currently offers to its clients and client-members. MedImpact does not anticipate any immediate changes to the types of customers services by Sav-Rx.
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.	1. Killian Health, Inc. (dba "Bayvrio") An entity with common ownership of Submitter purchased the stock of Killian Health, Inc., a PBM that offers real-time pricing adjustments. The acquisition closed on 2/29/2024. 2. Elixir Solutions Submitter purchased substantially all of the assets of Elixir Solutions, an entity that offers PBM and mail order services. The acquisition closed on 2/1/2024. 3. Birdi, Inc. Submitter purchased substantially all of the assets of Novixus, LLC, an entity that offers mail order services. The acquisition closed on 3/31/2017. Novixus, LLC has since reorganized into Birdi, Inc.
Description of Potential Post Transaction Changes	(A) Submitter will acquire 100% of the membership interests in A & A Services, LLC, d/b/a Sav-Rx ("Sav-Rx"), pursuant to which Submitter will become the sole member of Sav-Rx and assume all governance of Sav-Rx. Submitter does not anticipate any immediate changes to the operational structure of Submitter of Sav-Rx as a result of the transaction.

	(B) Submitter does not anticipate any immediate changes to Sav-Rx's staffing levels, job security, retraining policies, wages, benefits, working conditions, and/or employment protections. (C) Submitter does 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 MedImpact

Submitter's consumer portal is available in English and Spanish.

MedImpact 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. MedImpact supplies print materials in multiple languages at a cost to its clients commensurate with the number of words and the translation language(s) required. MedImpact utilizes a language translation vendor, Language Line.

MedImpact's 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.

Description of the Transaction

- (A) The transaction is intended for MedImpact to acquire all of the membership interests of A & A Services, LLC d/b/a Sav-Rx (“**Sav-Rx**”). MedImpact and Sav-Rx both provide pharmacy benefit manager (“**PBM**”) services throughout the country, though they serve different types of client populations. MedImpact believes that the acquisition will allow it to improve the provision of pharmacy benefit manager services to customers at more competitive pricing through the efficiencies and synergies gained by onboarding Sav-Rx’s strong management team and practices. The proposed combination will allow for stronger competition, and in turn a strong alternative for customers, compared to the three largest PBMs, which hold a dominant share with respect to prescription drug management services. In particular, Sav-Rx also has a strong customer base of unions, and MedImpact’s seeks to expand its services to unions nationwide as a result of the acquisition, which will provide a competitive alternative in that sector.
- (B) The transaction involves MedImpact acquiring 100% of the membership interests in Sav-Rx from Christy Piti, Jack Barta, The MCCC Family Legacy Trust, and The Jack Barta Family 2020 Irrevocable Trust (collectively, the “**Sellers**”), who are the current members of Sav-Rx. The base purchase price for the transaction is \$520 million, subject to adjustments. The structure includes the transfer of the membership interests of Sav-Rx in exchange for the base purchase price, with additional holdback payments of up to \$90 million based on customer retention metrics. Closing conditions require regulatory approvals, including approval by the Federal Trade Commission pursuant to the HSR Act, and the execution of employment and consulting agreements with key personnel.
- (C) As previously noted, the transaction is desirable because it will join two independent PBMs to form a more responsive alternative to the dominant players in the PBM market. Today, the PBM industry is dominated by the “Big Three” vertically integrated entities – CVS Caremark, Express Scripts, and OptumRx – which collectively manage approximately 80% of all prescriptions filled in the United States. This level of concentration has raised bipartisan concern at federal and state levels, largely due to its impact on drug pricing, access, and transparency. The vertical integration of these PBMs has also attracted scrutiny as it allows these dominant players to tie together various insurance, benefit management, pharmacy, and clinical services, thereby making it more difficult for new PBMs to enter the market.
- This transaction will improve MedImpact’s ability to compete with the Big Three PBMs by integrating the operational capabilities of Sav-Rx while continuing to serve existing Sav-Rx customers. In particular, MedImpact expects to gain an increased bargaining power with drug manufacturers by acquiring Sav-Rx and an improvement in its ability to provide services to unions. Unlike the Big Three, neither party have the level of vertical integration that has raised competitive concerns. While both entities have small mail-order pharmacy businesses, these are offered as a benefit to assist with access; customers are not steered or otherwise required to use them.
- (D) The transaction can benefit the public by expanding access to affordable drugs, improving the overall quality of care, and increased competition by decreasing market share controlled by the Big Three PBMs. By integrating the Sav-Rx’s union pharmacy contracts into its larger network, MedImpact can leverage its bargaining power with drug manufacturers to lower drug costs, and broaden pharmacy access. In addition, union members gain access to advanced tools and support services traditionally available to larger groups, helping address disparities and promoting greater equity in healthcare delivery.

- (E) The transaction is not expected to materially reduce competition, as Sav-Rx operates on a relatively limited scale and services a specific segment of union pharmacy benefits. By combining with MedImpact, these services will be supported by greater resources and technology, while remaining subject to ongoing competition from other national and regional PBMs that continue to service union plans and employer groups. The acquisition allows MedImpact to deliver enhanced cost savings, broader access, and higher quality care to union members without meaningfully altering the competitive landscape. The transaction also has the potential to improve competition across the PBM industry by decrease the market share currently controlled by the Big Three PBMs.
- (F) MedImpact does not anticipate that this transaction would have any potential adverse impacts on the public.

Submission to Other Agencies

1. Federal
 - a. Notification and Report Form for Certain Mergers and Acquisitions pursuant to the Hart-Scott-Rodino (“**HSR**”) Act of 1976, as amended. Filed on September 30, 2025.
2. California
 - a. Notification to the California Attorney General pursuant to the Retail Grocery Firms and Retail Drug Firms Notification Act. Filed on October 10, 2025.
3. Colorado
 - a. Submission of HSR filings to the Colorado Attorney General pursuant to the Uniform Pre-Merger Notification Act. Filed on October 10, 2025.
4. Indiana
 - a. Notice to the Indiana Attorney General pursuant to the Indiana Reporting of Health Care Entity Mergers and Acquisitions Act. Filed on October 9, 2025.
5. Oregon
 - a. Notification to and approval from the Oregon Health Authority pursuant to the Oregon Health Care Market Oversight Program. To be filed on October 17, 2025.
6. Washington
 - a. Submission of HSR filings to the Washington Attorney General pursuant to the Uniform Pre-Merger Notification Act. Filed on October 8, 2025.
7. State PBM-Related Licensure
 - a. A notification will be provided in connection with the state PBM-related licenses held by MedImpact and Sav-Rx to generally notify the applicable regulatory agencies of the acquisition, including any specific notice of change information (e.g., corporate organization chart updates).



2049 Century Park East, Suite 2900, Los Angeles, CA 90067 • (310) 556-1801

October 22, 2025

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Office of Health Care Affordability
2020 West El Camino Avenue, Suite 800
Sacramento, CA 95833
Attn: Kristen Colburn
Lead Senior Counsel
Health Systems Compliance

Re: Response to Letter Re Incomplete Notice by MedImpact Healthcare Systems, Inc. [MCN Submission Number: 2025-10-17-1430]

Dear Ms. Colburn,

I am writing on behalf of MedImpact Healthcare Systems, Inc. (“**Submitter**”) in response to your letter dated October 21, 2025 (the “**Letter**”) that requested additional information to complete Submitter’s above-referenced material change transaction notice (the “**Notice**”). See Submitter’s responses to the Letter’s three requests for additional information below:

Item	OHCA Comments	Submitter Response
1.	The submission references 8 counties where A & A Services, LLC has their principal or administrative offices but the counties are not identified. Please let us know where in the notice the counties are listed or, if they were inadvertently left out, please include them.	A & A Services, LLC services the following counties in California: Alameda, Contra Costa, Los Angeles, Monterey, Riverside, San Diego, San Francisco and San Mateo. These counties have been added to the description of A & A Services, LLC under “Additional Parties to the Transaction” in the portal.
2.	Please identify primary and threshold languages used by A & A Services, LLC.	The primary and threshold languages used by A & A Services, LLC are English and Spanish. These counties have been added to the description of A & A Services, LLC under “Additional Parties to the Transaction” in the portal.

Atlanta | Boston | Chicago | Dallas | Denver | Fort Lauderdale | Fort Worth | Houston
Kansas City | Los Angeles | Miami | Nashville | New York | Park City | Philadelphia | Phoenix | Raleigh
Salt Lake City | San Diego | San Francisco | Seattle | St. Louis | Washington, D.C. | Wilmington

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3.	The notice identifies that MedImpact provides services to individuals served by Medicare Part D and that A & A Services, LLC serves only individuals served by self-funded ERISA plans. Please confirm whether there are any expected post-transaction impacts with regard to the individuals and plans that will be served. Will A & A Services, LLC, as a new subsidiary, continue to only provide services to individuals served by self-funded ERISA plans?	We do not anticipate any immediate changes to the types of customers serviced by A & A Services, LLC. This statement has been added to the description of current services provided and expected post-transaction impacts on health care services in the portal.
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Please contact us with any further questions on the Notice.

Sincerely,



Matthew Lin