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

MATERIAL CHANGE NOTICE SUBMISSION DETAILS

MCN Number	2026-10-19-1553
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	VP
First Name	Debra
Last Name	Harper
Email Address	debra.harper@medimpact.com
Street Address	10181 Scripps Gateway CT.
City	San Diego
State	CA
Postal Code	92131

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
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; 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	See Attachment A.
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

MATERIAL CHANGE

ADDITIONAL ENTITIES

Business Name	Description of the Organization	Ownership Type	Additional MCN Submission
Maxor Acquisitions, Inc.	Holding company	Corporation	Yes
Maxor National Pharmacy Services, LLC	Three business lines, two of which are being 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	Limited Liability Company	No

	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

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: (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).	Yes
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*	Yes

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

The transaction involves a transfer or change in control, responsibility or governance of the health care entity. A transaction will directly or indirectly transfer control, responsibility, or governance in whole or in part of a material amount of the assets or operations of a health care entity to one or more entities if: (1) The transaction would result in the transfer of 25% or more of the voting power of the members of the governing body of a health care entity, such as by adding one or more members, substituting one or more members, or through any other type of arrangement, written or oral; or (2) The transaction would vest voting rights significant enough to constitute a change in control such as supermajority rights, veto rights, and similar provisions even if ownership shares or representation on a governing body are less than 25%;	Yes

TRANSACTION DETAILS

Anticipated Date of Transaction Closure	1/31/2027
The goals of the transaction	The transaction is intended for MedImpact Healthcare Systems, Inc. (“MedImpact”) to acquire all the membership interests of (i) Gateway Health Partners, Inc., a Delaware corporation (“GHP”), (ii) Gateway HP Management, LLC, a Delaware limited liability company (“GHP Management,” and together with GHP, the “Gateway Companies”), (iii) MNPS, LLC, a Texas limited liability company (“MNPS”), (iv) MNPS Nevada, LLC, a Nevada limited liability company (“MNPS Nevada,” and together with MNPS, the “MNPS Companies,” and the MNPS Companies together with the Gateway Companies, each an “Acquired Company” and collectively the “Acquired Companies”) from their current owners. MedImpact and the Acquired Companies both provide pharmacy benefit manager (“PBM”) and rebate aggregator (“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. Currently, three vertically integrated PBMs—CVS Caremark, Express Scripts, and OptumRx—collectively manage approximately 80% of all prescriptions filled in the United States. Neither MedImpact nor the Acquired Companies have the scale of

	operations necessary to compete against these giants. This transaction will enable the combined entity to offer a compelling alternative that is independent, conflict-free, and flexible. Following closing, MedImpact will integrate the Acquired Companies into its own operations. This will simultaneously expand MedImpact's services to the health system clients of the Acquired Companies while lowering costs through additional scale and operational efficiencies, which will lower costs for customers.
Submitted to US Department of Justice or Federal Trade Commission?	Yes
Date of Submission	10/19/2026
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	10/19/2026
Description of Submission (Include Agency name(s) and State(s))	See additional filings at Attachment B (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 over 60 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 VytlOne has limited business operations in California. VytlOne is a national prescription management services provider specializing in managing prescription benefits for employer groups, health plans, and health systems. VytlOne also offers rebate aggregation services to other PBMs, health systems, employer groups, and other clients. VytlOne's California-based customers are limited to a small number of employer groups, representing fewer than 15,000 PBM lives. Post-transaction, MedImpact will operate

	VytlOne's business as a MedImpact subsidiary. MedImpact will continue to offer the prescription management and rebate aggregation services that VytlOne currently offers to its clients and client-members.
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. 4. Sav-Rx Submitter purchased the membership interests of A & A Services, LLC d/b/a Sav-Rx (“Sav-Rx”), a nationwide PBM primarily serving labor unions. The acquisition closed on December 31, 2025. 5. SRS Benefits and MSL Captives Submitter purchased (1) the membership interests in MSL Captive Solutions, Inc., a subsidiary of SRS Advisers, Inc., which provides medical stop-loss underwriting management for captives; and also (2) substantially all the assets of SRS Benefits, a division of SRS Advisers, Inc, which provides full-cycle group employee benefit captive platform administration services. The acquisition of these two small entities, consisting of 15 total employees who joined MedImpact, closed on December 31, 2025
Description of Potential Post Transaction Changes	(A) No changes are anticipated for the submitter. The acquired entity will have an update such that it will reflect the same ownership / governance as the sumbitter (B) No changes are anticipated for the

	submitter. The acquired entity will reflect an update such that it will have the same voting rights (C) None - not applicable (D) None - not applicable
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.

H-1: Service Area Description

List all jurisdictions in which the PBM operates, including those where the PBM holds a license, registration, or certification as a PBM.

1. Alabama
2. Alaska
3. Arizona
4. Arkansas
5. California
6. Colorado
7. Connecticut
8. Delaware
9. Florida
10. Georgia
11. Hawaii
12. Idaho
13. Illinois
14. Indiana
15. Kansas
16. Kentucky
17. Louisiana
18. Maine
19. Maryland
20. Massachusetts
21. Michigan
22. Minnesota
23. Mississippi
24. Missouri
25. Montana
26. Nebraska
27. New Hampshire
28. New Mexico
29. New York
30. North Carolina
31. North Dakota
32. Oklahoma
33. Oregon
34. Pennsylvania
35. South Carolina
36. Tennessee
37. Utah
38. Vermont
39. Virginia
40. Washington
41. West Virginia
42. Wyoming

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Submission to Other Agencies

1. **Federal:** Notification and Report Form for Certain Mergers and Acquisitions pursuant to the Hart-Scott-Rodino ("***HSR***") Act of 1976, as amended. Filed on October 19, 2026.

2. **Colorado:** Submission of the HSR filings to the Colorado Attorney General pursuant to the Uniform Antitrust Pre-Merger Notification Act. Filed on October 19, 2026.

3. **Washington:** Submission of the HSR filings to the Washington Attorney General pursuant to the Uniform Antitrust Pre-Merger Notification Act. Filed on October 19, 2026.

4. **Indiana:** Notice to the Indiana Attorney General pursuant to the Indiana Reporting of Health Care Entity Mergers and Acquisitions Act. Filed on October 19, 2026.

5. **Oregon:** Notification to and approval from the Oregon Health Authority pursuant to the Oregon Health Care Market Oversight Program. To be filed on October 19, 2026.

6. **State PBM-Related Licensure:** A notification will be provided in connection with the state PBM-related licenses held by MedImpact and VytlOne to generally notify the applicable regulatory agencies of the acquisition, including any specific notice of change information (e.g., corporate organization chart updates).