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

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): November 10, 2011**

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**ROTECH HEALTHCARE INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**0-50940**  
(Commission File Number)

**03-0408870**  
(IRS Employer  
Identification No.)

**2600 Technology Drive, Suite 300, Orlando, Florida**  
(Address of principal executive offices)

**32804**  
(Zip Code)

**Registrant's telephone number, including area code (407) 822-4600**

**Not Applicable**  
(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 14e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. Results of Operations and Financial Condition.**

On November 10, 2011, Rotech Healthcare Inc. (the "Company") announced its financial results for the quarter ended September 30, 2011. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. All of the information furnished in this report and the accompanying exhibit shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and shall not be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.* Press Release

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of the Company dated November 10, 2011.

**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.

ROTECH HEALTHCARE INC.

Dated November 10, 2011

By       /s/ Philip L. Carter        
Name   **Philip L. Carter**  
Title   **President & Chief Executive Officer**



Rotech Healthcare:

Philip L. Carter  
President & Chief Executive Officer

407-822-4600

## **FOR IMMEDIATE RELEASE**

### **Rotech Healthcare Reports Third Quarter and Nine Months 2011 Financial Results**

ORLANDO, FLA. - November 10, 2011 - Rotech Healthcare Inc. (OTCBB: ROHI.OB) (the “Company”) today announced financial results for the third quarter and nine months ended September 30, 2011.

Highlights for the third quarter and nine months ended September 30, 2011 include:

- As of September 30, 2011 revenue generating patients (including patients from equipment and asset purchases) in the core product lines of oxygen and CPAP grew 13.4% compared to September 30, 2010.
- Decreases in nebulizer medication reimbursement and volume reduced net revenues by \$2.8 million and \$9.4 million for the third quarter and nine months ended September 30, 2011, respectively compared to the comparable periods in 2010. In addition, competitive bidding rate reductions, decreased non-patient service revenue, deemphasis of non-core product lines and other changes in Medicare reimbursement reduced net revenue by \$3.3 million and \$7.2 million for the third quarter and nine months ended September 30, 2011, respectively compared to the comparable periods in 2010.
- Adjusted EBITDA<sup>1</sup> decreased to \$28.1 million for the three months ended September 30, 2011 from \$28.2 million for the three months ended September 30, 2010.
- Adjusted EBITDA increased to \$85.5 million for the nine months ended September 30, 2011 from \$82.5 million for the nine months ended September 30, 2010.
- The Company's ratio of net debt to last twelve months Adjusted EBITDA decreased to 4.1 times at September 30, 2011 compared to 4.2 times at September 30, 2010.

“In comparing third quarter of 2011 with that of 2010, we are pleased to report continued improvement in profitability margins with increases in gross profit and adjusted EBITDA as percentages of net revenue, as well as a reduction in SG&A in total and as a percentage of net revenue,” said Philip Carter, President and Chief Executive Officer. “Equipment and asset purchases continue to be a part of the growth plan going forward and are anticipated to be meaningful as we enter 2012,” he added.

<sup>1</sup> See accompanying tables for reconciliation to net (loss) earnings.

## **About Rotech Healthcare Inc.**

Rotech Healthcare Inc. is one of the largest providers of home medical equipment and related products and services in the United States, with a comprehensive offering of respiratory therapy and durable home medical equipment and related services. The Company provides home medical equipment and related products and services principally to older patients with breathing disorders, such as chronic obstructive pulmonary diseases (COPD), which include chronic bronchitis, emphysema, obstructive sleep apnea and other cardiopulmonary disorders. The Company provides equipment and services in 48 states through approximately 425 operating locations located primarily in non-urban markets.

## **Forward-Looking Statements**

This press release contains certain statements that constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and the provisions of section 21E of the Securities Exchange Act of 1934, as amended, and section 27A of the Securities Act of 1933, as amended. These forward-looking statements include all statements regarding the intent, belief or current expectations regarding matters discussed in this press release and all statements which are not statements of historical fact. Words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “estimates,” “projects,” “may,” “will,” “could,” “should,” “would,” variations of such words and similar expressions are intended to identify such forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties, contingencies and other factors that could cause results, performance or achievements to differ materially from those stated or implied in this press release. The following are some but not all of such risks, uncertainties, contingencies, assumptions and other factors, many of which are beyond the control of the Company, that could cause results, performance or achievements to differ materially from those anticipated: general economic, financial and business conditions; our ability to successfully transition and retain patients associated with equipment and asset purchases; setting of new reimbursement rates and other changes in reimbursement policies, the timing of reimbursements and other legislative initiatives aimed at reducing health care costs associated with Medicare and Medicaid; issues relating to reimbursement by government and third-party payors for the Company's products and services generally; the impact of competitive bidding on Medicare volume in the impacted competitive bidding areas; the costs associated with government regulation of the health care industry; health care reform and the effect of changes in federal and state health care regulations generally; whether the Company will be subject to additional regulatory restrictions or penalties; issues relating to our ability to maintain effective internal control over financial reporting and disclosure controls and procedures; compliance with federal and state regulatory agencies, as well as accreditation standards and confidentiality requirements with respect to patient information; the effects of competition, industry consolidation and referral sources; recruiting, hiring and retaining qualified employees and directors; compliance with various settlement agreements and corporate compliance programs; the costs and effects of legal proceedings; the Company's ability to meet our working capital, capital expenditures and other liquidity needs; our ability to maintain compliance with the covenants contained in our indentures for our senior secured notes and our senior second lien notes; our ability to maintain current levels of collectability on our accounts receivable; and other factors as described in the Company's filings with the Securities and Exchange Commission. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date thereof. The Company does not undertake any obligation to publicly release any revisions to any forward-looking statements to reflect events or circumstances after the date of this release or to reflect the occurrence of unanticipated events.

## **Tables to Follow**

Descriptions of Adjusted EBITDA and reconciliations to our GAAP results are included in the tables and notes attached to this press release.

**FINANCIAL HIGHLIGHTS**  
(In millions, except per share data)  
**UNAUDITED**

**Schedule 1**  
**Condensed Consolidated Statements of Operations**

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2011	2010	2011	2010
Net revenues	\$ 122.8	\$ 125.0	\$ 366.8	\$ 372.7
Costs and expenses:				
Cost of net revenues	37.8	38.6	112.9	119.5
Selling, general and administrative	63.2	66.0	188.8	199.2
Provision for doubtful accounts	6.4	4.8	18.8	18.6
Depreciation and amortization	2.4	2.1	7.0	6.0
Total costs and expenses	<u>109.8</u>	<u>111.5</u>	<u>327.5</u>	<u>343.3</u>
Operating income	13.0	13.5	39.3	29.4
Other expense (income):				
Interest expense, net	14.7	11.3	45.4	33.6
Other income, net	0.1	(0.1)	(0.8)	(3.6)
Loss on debt extinguishment	—	—	1.2	—
Total other expense	<u>14.8</u>	<u>11.2</u>	<u>45.8</u>	<u>30.0</u>
(Loss) earnings before income taxes	<u>(1.8)</u>	<u>2.3</u>	<u>(6.5)</u>	<u>(0.6)</u>
Income tax benefit	<u>(0.2)</u>	<u>(0.2)</u>	<u>(0.2)</u>	<u>—</u>
Net (loss) earnings	<u>(1.7)</u>	<u>2.5</u>	<u>(6.3)</u>	<u>(0.6)</u>
Accrued dividends on convertible redeemable preferred stock	—	0.1	0.2	0.3
Net (loss) earnings attributable to common stockholders	<u>\$ (1.7)</u>	<u>\$ 2.4</u>	<u>\$ (6.5)</u>	<u>\$ (0.9)</u>
Net (loss) earnings per common share:				
Basic	<u>\$ (0.06)</u>	<u>\$ 0.09</u>	<u>\$ (0.25)</u>	<u>\$ (0.04)</u>
Diluted	<u>\$ (0.06)</u>	<u>\$ 0.09</u>	<u>\$ (0.25)</u>	<u>\$ (0.04)</u>

**ROTECH HEALTHCARE INC. AND SUBSIDIARIES**  
**FINANCIAL HIGHLIGHTS**  
(In millions, except per share data)  
**UNAUDITED**

**Schedule 2**

**Reconciliations of Net (Loss) Earnings to Adjusted EBITDA**

**Use of Non-GAAP Measures**

We present Adjusted EBITDA as a supplemental measure of our performance that is not required by, or presented in accordance with, generally accepted accounting principles (GAAP) in the United States of America. We define Adjusted EBITDA as net earnings (loss) adjusted for (i) income tax (benefit) expense, (ii) interest expense and (iii) depreciation and amortization, as further adjusted to eliminate the impact of certain items, consistent with definitions provided under our former senior facility, that we do not consider indicative of our ongoing operating performance. These further adjustments are itemized below. You are encouraged to evaluate these adjustments and the reasons we consider them appropriate for supplemental analysis. We believe Adjusted EBITDA assists investors and securities analysts in comparing our performance across reporting periods on a consistent basis by excluding certain items, consistent with definitions provided under our former senior facility, that we do not believe are indicative of our core operating performance. However, there may be additional items which are non-recurring as set forth in Management's Discussion and Analysis of Financial Condition and Results of Operations as set forth in our annual and quarterly filings with the Securities and Exchange Commission. We use Adjusted EBITDA to evaluate the effectiveness of our business strategies. In evaluating Adjusted EBITDA, you should be aware that in the future we may incur expenses that are the same as or similar to some of the adjustments in this presentation. Our presentation of Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items.

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2011	2010	2011	2010
Net (loss) earnings	\$ (1.7)	\$ 2.5	\$ (6.3)	\$ (0.6)
Income tax benefit	(0.2)	(0.1)	(0.2)	—
Interest expense	14.7	11.3	45.5	33.6
Depreciation and amortization, including patient service equipment depreciation	15.0	14.4	44.7	44.1
Accounts receivable adjustment <sup>(1)</sup>	—	—	—	5.0
Non-cash equity-based compensation expense	0.2	—	0.4	0.2
Restructuring related costs <sup>(2)</sup>	—	—	—	0.1
Settlement costs <sup>(3)</sup>	0.1	0.1	0.1	0.1
Loss on extinguishment of debt <sup>(4)</sup>	—	—	1.2	—
	<u>\$ 28.1</u>	<u>\$ 28.2</u>	<u>\$ 85.5</u>	<u>\$ 82.5</u>

- (1) Accounts receivable adjustments associated with specific collection issues that are not considered indicative of our ongoing operation performance. During 2009, we transitioned all patient-related collection activities to a third-party vendor. We experienced extended delays and implementation issues associated with this transition. During the quarter ended March 31, 2010, we completed the initial collection phases associated with the early patient balances most impacted by these transition issues and determined that an additional provision for doubtful accounts in the amount of \$5.0 million was required to allow for a lower percentage of collection on patient receivables resulting from these transition issues. Management believes that these transition issues have been fully resolved and the associated increase in the provision for doubtful accounts recorded during the three months ended March 31, 2010 is not expected to recur.
- (2) Restructuring related costs generally consist of severance and location closure costs.
- (3) Settlement costs incurred outside our ordinary course of business which we do not believe reflect the current and ongoing cash charges related to our operating cost structure.
- (4) We redeemed our 9.5% Senior Subordinated Notes due April 2012 on March 17, 2011, and recorded a \$1.2 million loss on extinguishment of debt related to unamortized debt issue costs.

**ROTECH HEALTHCARE INC. AND SUBSIDIARIES**  
**FINANCIAL HIGHLIGHTS**  
(In millions, except per share data)  
**UNAUDITED**

**Schedule 3**  
**Selected Balance Sheet Data**

	<u>September 30, 2011</u>	<u>December 31, 2010</u>
Cash and cash equivalents	\$ 33.0	\$ 63.0
Accounts receivable, net	74.9	68.0
Total current assets	131.4	147.1
Total assets	281.7	291.1
Total current liabilities	56.6	56.6
Long-term debt, less current portion	510.1	510.9
Total stockholders' deficiency	(288.9)	(282.7)
Total liabilities and stockholders' deficiency	281.7	291.1

**Selected Cash Flow Data**

	<u>For the nine months ended</u> <u>September 30,</u>	
	<u>2011</u>	<u>2010</u>
Net cash provided by operating activities	\$ 24.7	\$ 52.4
Net cash used in investing activities	(40.4)	(35.5)
Net cash used in financing activities	(14.3)	(2.3)