

AMEDISYS INC  
Form SC 13D  
August 08, 2013

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

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934\***  
(Amendment No. )

**AMEDISYS, INC.**

(Name of Issuer)

**Common Stock, par value \$.001 per share**

(Title of Class of Securities)

**023436108**

(CUSIP Number)

**David J. Sorkin, Esq.**

**Kohlberg Kravis Roberts & Co. L.P.**

**9 West 57th Street, Suite 4200**

**New York, NY 10019**

**(212) 750-8300**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**July 29, 2013**

(Date of Event Which Requires Filing of this Statement)

## Edgar Filing: AMEDISYS INC - Form SC 13D

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D  
CUSIP No. 023436108

1	Names of Reporting Persons KKR Asset Management LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) OO
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Delaware
7	Sole Voting Power 2,750,000
8	Shared Voting Power 0
9	Sole Dispositive Power 2,750,000
10	Shared Dispositive Power 0
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,750,000
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 8.5%
14	Type of Reporting Person (See Instructions) IA

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

SCHEDULE 13D  
CUSIP No. 023436108

1	Names of Reporting Persons Kohlberg Kravis Roberts & Co. L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) OO
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Delaware
7	Sole Voting Power 2,750,000
8	Shared Voting Power 0
9	Sole Dispositive Power 2,750,000
10	Shared Dispositive Power 0
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,750,000
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 8.5%
14	Type of Reporting Person (See Instructions) PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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SCHEDULE 13D

CUSIP No. 023436108

1	Names of Reporting Persons KKR Management Holdings L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) OO
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Delaware
7	Sole Voting Power 2,750,000
8	Shared Voting Power 0
9	Sole Dispositive Power 2,750,000
10	Shared Dispositive Power 0
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,750,000
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 8.5%
14	Type of Reporting Person (See Instructions) PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

SCHEDULE 13D  
CUSIP No. 023436108

1	Names of Reporting Persons KKR Management Holdings Corp.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) OO
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Delaware
7	Sole Voting Power 2,750,000
8	Shared Voting Power 0
9	Sole Dispositive Power 2,750,000
10	Shared Dispositive Power 0
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,750,000
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 8.5%
14	Type of Reporting Person (See Instructions) CO

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

SCHEDULE 13D  
CUSIP No. 023436108

1	Names of Reporting Persons KKR Group Holdings L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) OO
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Cayman Islands
7	Sole Voting Power 2,750,000
8	Shared Voting Power 0
9	Sole Dispositive Power 2,750,000
10	Shared Dispositive Power 0
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,750,000
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 8.5%
14	Type of Reporting Person (See Instructions) PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

SCHEDULE 13D  
CUSIP No. 023436108

1	Names of Reporting Persons KKR Group Limited
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) OO
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Cayman Islands
7	Sole Voting Power 2,750,000
8	Shared Voting Power 0
9	Sole Dispositive Power 2,750,000
10	Shared Dispositive Power 0
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,750,000
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 8.5%
14	Type of Reporting Person (See Instructions) CO

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With



SCHEDULE 13D  
CUSIP No. 023436108

1	Names of Reporting Persons KKR & Co. L.P.	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Source of Funds (See Instructions) OO	
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e)	o
6	Citizenship or Place of Organization Delaware	
7	Sole Voting Power 2,750,000	
8	Shared Voting Power 0	
9	Sole Dispositive Power 2,750,000	
10	Shared Dispositive Power 0	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,750,000	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	o
13	Percent of Class Represented by Amount in Row (11) 8.5%	
14	Type of Reporting Person (See Instructions) PN	

SCHEDULE 13D  
 CUSIP No. 023436108

1	Names of Reporting Persons KKR Management LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) OO
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Delaware
7	Sole Voting Power 2,750,000
8	Shared Voting Power 0
9	Sole Dispositive Power 2,750,000
10	Shared Dispositive Power 0
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,750,000
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 8.5%
14	Type of Reporting Person (See Instructions) OO

Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With

SCHEDULE 13D  
CUSIP No. 023436108

1	Names of Reporting Persons Henry R. Kravis
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) OO
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization United States
7	Sole Voting Power 0
8	Shared Voting Power 2,750,000
9	Sole Dispositive Power 0
10	Shared Dispositive Power 2,750,000
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,750,000
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 8.5%
14	Type of Reporting Person (See Instructions) IN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

SCHEDULE 13D  
CUSIP No. 023436108

1	Names of Reporting Persons George R. Roberts
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) OO
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization United States
7	Sole Voting Power 0
8	Shared Voting Power 2,750,000
9	Sole Dispositive Power 0
10	Shared Dispositive Power 2,750,000
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,750,000
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 8.5%
14	Type of Reporting Person (See Instructions) IN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

**Item 1. Security and Issuer.**

This statement on Schedule 13D (this Schedule 13D) relates to shares of Common Stock, par value \$0.001 per share (the Common Stock), of Amedisys, Inc., a Delaware corporation (the Issuer). The principal executive offices of the Issuer are located at 5959 S. Sherwood Forest Blvd., Baton Rouge, LA 70816.

**Item 2. Identity and Background**

(a), (f) This statement on Schedule 13D is being filed pursuant to Rule 13d-1(a) under the Securities Exchange Act of 1934, as amended, by:

(i) KKR Asset Management LLC, a Delaware limited liability company ( KAM );

(ii) Kohlberg Kravis Roberts & Co. L.P., a Delaware limited partnership ( Kohlberg Kravis Roberts & Co. );

(iii) KKR Management Holdings L.P., a Delaware limited partnership ( KKR Management Holdings );

(iv) KKR Management Holdings Corp., a Delaware corporation ( KKR Management Holdings Corp. );

(v) KKR Group Holdings L.P., a Cayman Islands limited partnership ( KKR Group Holdings );

(vi) KKR Group Limited, a Cayman Islands limited company ( KKR Group );

(vii) KKR & Co. L.P., a Delaware limited partnership ( KKR & Co. );

(viii) KKR Management LLC, a Delaware limited liability company ( KKR Management );

(ix) Henry R. Kravis, a United States citizen; and

(x) George R. Roberts, a United States citizen (the entities and persons listed in items (i) through (x) are collectively referred to herein as the Reporting Persons ).

Kohlberg Kravis Roberts & Co. is the holder of all of the outstanding equity interests in KAM. KKR Management Holdings is the general partner of Kohlberg Kravis Roberts & Co. and KKR Management Holdings Corp. is the general partner of KKR Management Holdings. KKR Group Holdings is the sole shareholder of KKR Management Holdings Corp. and KKR Group is the general partner of KKR Group Holdings. KKR & Co. is the sole shareholder of KKR Group. KKR Management is the general partner of KKR & Co. Messrs. Kravis and Roberts are the designated members of KKR Management.

The executive officers of KAM are Craig J. Farr (Head of KAM), Michael R. McFerran (Chief Financial Officer of KAM) and Nicole J. Macarchuk (General Counsel of KAM). Each of Messrs. Todd A. Fisher, William J. Janetschek and David J. Sorkin is a director of KKR Management Holdings Corp. and KKR Group. The executive officers of KKR Management Holdings Corp., KKR Group and KKR Management are Messrs. Kravis and Roberts (co-Chief Executive Officers), Mr. Fisher (Chief Administrative Officer), Mr. Janetschek (Chief Financial Officer) and Mr. Sorkin (General Counsel and Secretary).

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Each of Messrs. Fisher, Janetschek, Sorkin, Farr and McFerran and Ms. Macarchuk is a United States citizen.

The Reporting Persons have entered into a joint filing agreement, dated as of August 8, 2013, a copy of which is attached hereto as Exhibit A.

(b) The address of the principal business office of Kohlberg Kravis Roberts & Co., KKR Management Holdings, KKR Management Holdings Corp., KKR Group Holdings, KKR Group, KKR & Co., KKR Management and Messrs. Kravis, Fisher, Janetschek and Sorkin is:

c/o Kohlberg Kravis Roberts & Co. L.P.

9 West 57th Street, Suite 4200

New York, NY 10019

The address of the principal business office of Mr. Roberts is:

c/o Kohlberg Kravis Roberts & Co. L.P.

2800 Sand Hill Road, Suite 200

Menlo Park, CA 94025

The address of the principal business office of KAM, Messrs. Farr and McFerran and Ms. Macarchuk is:

c/o KKR Asset Management LLC

555 California Street, 50th Floor

San Francisco, CA 94104

(c) Each of KAM, Kohlberg, Kravis, Roberts & Co., KKR Management Holdings, KKR Management Holdings Corp., KKR Group Holdings, KKR Group, KKR & Co. and KKR Management is principally engaged as a holding company for subsidiaries engaged in the investment management business.

The present principal occupation or employment of each of Messrs. Kravis, Roberts, Fisher, Janetschek, Sorkin, Farr and McFerran and Ms. Macarchuk is as an executive of Kohlberg Kravis Roberts & Co. L.P. and/or one or more of its affiliates.

(d) During the last five years, none of the Reporting Persons or, to the best knowledge of the Reporting Persons, any of the other persons named in this Item 2, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Reporting Persons or, to the best knowledge of the Reporting Persons, any of the other persons named in this Item 2, has been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding were or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

### **Item 3. Source and Amount of Funds or Other Consideration**

KAM acts as an investment advisor over a number of client accounts, which purchased the Common Stock for a total purchase price of approximately \$31,757,400. The source of funds for such transactions was cash available in the client accounts.

### **Item 4. Purpose of Transaction.**

The client accounts over which KAM acts as investment advisor acquired the Common Stock for investment purposes and KAM, on behalf of such accounts, intends to review their investments in the Issuer on a continuing basis. Depending on various factors, including but not limited to the Issuer's financial position and strategic direction, price levels of the Common Stock, conditions in the securities markets, and general economic and industry conditions, the Reporting Persons may in the future take actions with respect to the investment in the Issuer as they deem appropriate, including changing their current intentions, with respect to any or all matters required to be disclosed in this Schedule 13D. Without limiting the foregoing, the Reporting Persons may, from time to time, acquire or cause affiliates to acquire additional shares of Common Stock, dispose or cause affiliates to dispose of some or all of the shares of Common Stock or continue to hold for the benefit of client accounts, or cause affiliates to hold, Common Stock (or any combination or derivative thereof).

In addition, without limitation, the Reporting Persons may engage in discussions with management, the board of directors, stockholders of the Issuer and other relevant parties or take other actions concerning any extraordinary corporate transaction (including but not limited to a merger, reorganization or liquidation) or the business, operations, assets, strategy, future plans, prospects, corporate structure, board composition, management, capitalization, dividend policy, charter, bylaws, corporate documents, agreements, de-listing or de-registration of the Issuer.

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Except as set forth above, or as would occur upon completion of any of the matters discussed herein, the Reporting Persons and, to the best knowledge of the Reporting Persons, any of the other individuals named in Item 2 above, have no present plans or intentions which would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D. Although the foregoing reflects activities presently contemplated by the Reporting Persons and any other person named in Item 2 with respect to the Issuer, the foregoing is subject to change at any time.

### **Item 5. Interest in Securities of the Issuer.**

(a)-(b) As an investment advisor to a number of client accounts, as of August 7, 2013, KAM may be deemed to have the power to vote or direct the vote of (and the power to dispose or direct the disposition of) 2,750,000 shares of Common Stock, which represents approximately 8.5% of the Common Stock outstanding, based on 32,181,300 shares of Common Stock outstanding as of July 26, 2013, as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on July 31, 2013.

Each of Kohlberg Kravis Roberts & Co. (as the holder of all of the outstanding equity interests in KAM), KKR Management Holdings (as the general partner of Kohlberg Kravis Roberts & Co.), KKR Management Holdings Corp. (as the general partner of KKR Management Holdings), KKR Group Holdings (as the sole shareholder of KKR Management Holdings Corp.), KKR Group (as the general partner of KKR Group Holdings), KKR & Co. (as the sole shareholder of KKR



Group), KKR Management (as the general partner of KKR & Co.) and Messrs. Kravis and Roberts (as the designated members of KKR Management) may also be deemed to beneficially own the shares of Common Stock owned by the client accounts and reported herein. None of Messrs. Fisher, Janetschek, Sorkin, Farr or McFerran or Ms. Macarchuk beneficially owns any shares of Common Stock. The filing of this Schedule 13D shall not be construed as an admission that any person listed in Item 2 or this Item 5 is the beneficial owner of any securities covered by this statement.

(c) The accounts over which KAM exercises investment control acquired shares of Common Stock in open market purchases on NASDAQ Global Select Market in the previous 60 days as follows:

Date	Shares of Common Stock Purchased	Weighted Average Purchase Price
June 28, 2013	311,947	\$ 11.6546
July 1, 2013	159,589	\$ 11.3116
July 2, 2013	114,600	\$ 10.9394
July 3, 2013	70,500	\$ 10.6041
July 5, 2013	40,400	\$ 10.8144
July 8, 2013	132,800	\$ 10.7728
July 9, 2013	74,300	\$ 10.8979
July 10, 2013	33,473	\$ 10.9942
July 11, 2013	100,535	\$ 11.1284
July 29, 2013	106,500	\$ 11.4228
July 30, 2013	600,000	\$ 11.4306
July 31, 2013	200,000	\$ 12.4717
August 5, 2013	100,000	\$ 13.8756
August 6, 2013	150,000	\$ 13.9687
August 7, 2013	100,000	\$ 14.1687

(d) The disclosure in Item 3 and Item 4 is incorporated herein by reference.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

Not applicable.

**Item 7. Material to be Filed as Exhibits.**

Exhibit A Joint Filing Agreement, dated as of August 8, 2013, by and among KKR Asset Management LLC; Kohlberg Kravis Roberts & Co. L.P.; KKR Management Holdings L.P.; KKR Management Holdings Corp.; KKR Group Holdings L.P.; KKR Group Limited; KKR & Co. L.P.; KKR Management LLC; Henry R. Kravis; and George R. Roberts.

Exhibit B Powers of Attorney

SIGNATURES

After reasonable inquiry and to the best of its or his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 8, 2013

**KKR ASSET MANAGEMENT LLC**

By: /s/ Nicole J. Macarchuk  
Name: Nicole J. Macarchuk

Title: General Counsel

**KOHLBERG KRAVIS ROBERTS & CO. L.P.**

By: /s/ Richard J. Kreider  
Name: Richard J. Kreider

Title: Attorney-in-fact for William Janetschek, Chief Financial Officer

**KKR MANAGEMENT HOLDINGS L.P.**

By: KKR Management Holdings Corp., its general partner

By: /s/ Richard J. Kreider  
Name: Richard J. Kreider

Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer

**KKR MANAGEMENT HOLDINGS CORP.**

By: /s/ Richard J. Kreider  
Name: Richard J. Kreider

Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer

**KKR GROUP HOLDINGS L.P.**

By: KKR Group Limited, its general partner

By: /s/ Richard J. Kreider  
Name: Richard J. Kreider

Title: Attorney-in-fact for William J. Janetschek, Director

**KKR GROUP LIMITED**

By: /s/ Richard J. Kreider  
Name: Richard J. Kreider

Title: Attorney-in-fact for William J. Janetschek, Director

CUSIP No. 023436108

**KKR & CO. L.P.**

By: KKR Management LLC, its general partner

By: /s/ Richard J. Kreider  
Name: Richard J. Kreider

Title: Attorney-in-fact for William J. Janetschek, Chief  
Financial Officer

**KKR MANAGEMENT LLC**

By: /s/ Richard J. Kreider  
Name: Richard J. Kreider

Title: Attorney-in-fact for William J. Janetschek, Chief  
Financial Officer

**HENRY R. KRAVIS**

By: /s/ Richard J. Kreider  
Name: Richard J. Kreider

Title: Attorney-in-fact

**GEORGE R. ROBERTS**

By: /s/ Richard J. Kreider  
Name: Richard J. Kreider

Title: Attorney-in-fact

EXHIBIT LIST

Exhibit A Joint Filing Agreement, dated as of August 8, 2013, by and among KKR Asset Management LLC; Kohlberg Kravis Roberts & Co. L.P.; KKR Management Holdings L.P.; KKR Management Holdings Corp.; KKR Group Holdings L.P.; KKR Group Limited; KKR & Co. L.P.; KKR Management LLC; Henry R. Kravis; and George R. Roberts.

Exhibit B Powers of Attorney

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13D filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the shares of common stock, par value \$0.001 per share of Amedisys, Inc., is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below that is named as a reporting person in such filing in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: August 8, 2013

**KKR ASSET MANAGEMENT LLC**

By: /s/ Nicole J. Macarchuk  
Name: Nicole J. Macarchuk

Title: General Counsel

**KOHLBERG KRAVIS ROBERTS & CO. L.P.**

By: /s/ Richard J. Kreider  
Name: Richard J. Kreider

Title: Attorney-in-fact for William Janetschek, Chief Financial Officer

**KKR MANAGEMENT HOLDINGS L.P.**

By: KKR Management Holdings Corp., its general partner

By: /s/ Richard J. Kreider  
Name: Richard J. Kreider

Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer

**KKR MANAGEMENT HOLDINGS CORP.**

By: /s/ Richard J. Kreider  
Name: Richard J. Kreider

Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer

**KKR GROUP HOLDINGS L.P.**

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By: KKR Group Limited, its general partner

By: /s/ Richard J. Kreider  
Name: Richard J. Kreider

Title: Attorney-in-fact for William J. Janetschek, Director

**KKR GROUP LIMITED**

By: /s/ Richard J. Kreider  
Name: Richard J. Kreider

Title: Attorney-in-fact for William J. Janetschek, Director

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CUSIP No. 023436108

**KKR & CO. L.P.**

By: KKR Management LLC, its general partner

By: /s/ Richard J. Kreider  
Name: Richard J. Kreider

Title: Attorney-in-fact for William J. Janetschek, Chief  
Financial Officer

**KKR MANAGEMENT LLC**

By: /s/ Richard J. Kreider  
Name: Richard J. Kreider

Title: Attorney-in-fact for William J. Janetschek, Chief  
Financial Officer

**HENRY R. KRAVIS**

By: /s/ Richard J. Kreider  
Name: Richard J. Kreider

Title: Attorney-in-fact

**GEORGE R. ROBERTS**

By: /s/ Richard J. Kreider  
Name: Richard J. Kreider

Title: Attorney-in-fact

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POWER OF ATTORNEY

Know all men by these presents that Henry R. Kravis does hereby make, constitute and appoint William J. Janetschek and Richard J. Kreider, or either one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as a member of any limited liability company or as a partner of any partnership for which the undersigned is otherwise authorized to sign), to execute and deliver such forms as may be required to be filed from time to time with the Securities and Exchange Commission with respect to: (i) Sections 13(d) and 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), including without limitation, Schedule 13D, Schedule 13G, statements on Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

/s/ Henry R. Kravis  
Name: Henry R. Kravis

Date: July 31, 2005

POWER OF ATTORNEY

Know all men by these presents that George R. Roberts does hereby make, constitute and appoint William J. Janetschek and Richard J. Kreider, or either one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as a member of any limited liability company or as a partner of any partnership for which the undersigned is otherwise authorized to sign), to execute and deliver such forms as may be required to be filed from time to time with the Securities and Exchange Commission with respect to: (i) Sections 13(d) and 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), including without limitation, Schedule 13D, Schedule 13G, statements on Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

/s/ George R. Roberts  
Name: George R. Roberts

Date: July 31, 2005

POWER OF ATTORNEY

Know all men by these presents that William J. Janetschek does hereby make, constitute and appoint Richard J. Kreider and David J. Sorkin, or either one of them or any other person acting at the direction of either one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as an officer, member or partner of any entity for which the undersigned is otherwise authorized to sign), to execute and deliver such forms as may be required to be filed from time to time with the Securities and Exchange Commission with respect to: (i) Sections 13(d) and 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), including without limitation, Schedule 13D, Schedule 13G, statements on Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

/s/ William J. Janetschek  
Name: William J. Janetschek

Date: January 25, 2011