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UNITED STATES  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

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

Date of Report: **August 2, 2006**  
(Date of earliest event reported)

**EYE CARE CENTERS OF AMERICA, INC.**

(Exact name of registrant as specified in its charter)

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

**33-70572**  
(Commission file number)

**74-2337775**  
(IRS employer  
identification no.)

**11103 West Avenue**  
**San Antonio, Texas 78213-1392**  
(Address of principal executive offices, including zip code)

**(210) 340-3531**  
(Registrant's telephone number, including area code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation to 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 13e-4 (c) under the Exchange Act (17 CFR 240.13e-4(c))
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## **ITEM 8.01. OTHER EVENTS**

### **HVHC Completes Acquisition of ECCA Holdings**

San Antonio, Texas – August 2, 2006 - Highmark Inc. (“Highmark”) and ECCA Holdings Corporation (“ECCA Holdings”) announced today that HVHC Inc. (“HVHC”), a subsidiary of Highmark, and ECCA Holdings have completed the previously announced merger of ECCA Holdings with a subsidiary of HVHC, resulting in ECCA Holdings becoming a wholly owned subsidiary of HVHC. Eye Care Centers of America, Inc. (“ECCA”), a San Antonio, Texas – based optical retail chain, is owned by ECCA Holdings and as a result of the merger is now an indirect wholly-owned subsidiary of Highmark.

Combined with its other two vision subsidiaries, Davis Vision and Viva Optique, HVHC has a comprehensive offering of optical retail products and services, vision benefits and services, and the design and distribution of eyewear. HVHC continues on its path of vertical integration and through its three vision subsidiaries will have combined pro forma revenue exceeding \$900 million in 2006.

Citigroup Corporate and Investment Banking acted as financial advisor to Highmark and along with PNC Capital Markets LLC arranged financing for HVHC. Buchanan Ingersoll & Rooney PC served as Highmark’s legal advisor and Bingham McCutchen LLP represented the majority selling stockholder in the acquisition and ECCA with respect to the Change of Control Offer for ECCA’s Notes, discussed below.

### **Change of Control Offer for Outstanding 10 3/4% Senior Subordinated Notes Due 2015**

The completion of the acquisition of ECCA Holdings on August 1, 2006 constitutes the “Change of Control” described in ECCA’s previously announced Change of Control Notice and Offer to Purchase of its outstanding 10 3/4% Senior Subordinated Notes due 2015 (the “Notes”) dated July 12, 2006 and under the Indenture dated February 4, 2005 between ECCA and the Bank of New York, as trustee, covering the Notes. The terms of the Change of Control Offer specify that it will expire at 5:00 PM, New York City time, on a date that is ten days following the consummation of the Change of Control, which is August 11, 2006, and that the Change of Control Payment Date for holders of Notes validly tendered and accepted for payment prior to the expiration will occur not more than one business day after such expiration, which is August 14, 2006. For more information and the terms and conditions of the Change of Control Offer, please see ECCA’s Change of Control Notice and Offer to Purchase dated July 12, 2006.

### **About Eye Care Centers Of America, Inc.**

With 385 stores in 36 states, Eye Care Centers of America, Inc. is the third largest retail optical chain in the U.S. The company's brand names include EyeMasters, Binyon's, Visionworks, Hour Eyes, Dr. Bizer's VisionWorld, Dr. Bizer's ValueVision, Doctor's ValuVision, Stein Optical, Vision World, Doctor's VisionWorks, and Eye DRx. Founded in 1984, the company is headquartered in San Antonio, Texas. For more information, visit [www.ecca.com](http://www.ecca.com)

**About Highmark Inc.**

Highmark, an independent licensee of the Blue Cross Blue Shield Association, is one of the top health insurers in the United States with corporate headquarters in Pittsburgh, PA. Highmark Inc.'s mission is to provide access to affordable, quality health care enabling individuals to live longer, healthier lives. Highmark serves 4.6 million people through the company's health care benefits business, and contributes millions of dollars each year to help keep quality health care programs affordable and to support community-based programs that work to improve people's health. Highmark's vision subsidiary business provides services to approximately 35 million funded and discount members in Pennsylvania and across the nation. For more information, visit [www.highmark.com](http://www.highmark.com).

This press release does not constitute an offer to buy, the solicitation of an offer to sell or the solicitation of consents with respect to the notes. In accordance with any state securities laws applicable to the Change of Control Offer in the United States which require the Change of Control Offer to be made to the public by a licensed broker or dealer, the Change of Control Offer shall be deemed to be made to the holders of Notes residing in those states. The Change of Control Offer is being made solely pursuant to the Change of Control Notice and Offer to Purchase, dated July 12, 2006.

**Forward-Looking Statements:**

Some statements in this press release are forward-looking statements. Forward-looking statements include, but are not limited to, statements about our plans, objectives, expectations and intentions and other statements contained in this press release that are not historical facts. These forward-looking statements may relate to, among other things, our future performance generally, business development activities, strategy, projected synergies, future capital expenditures, financing sources and availability and the effects of regulation and competition. When used in this press release, the words "expect," "anticipate," "intend," "plan," "believe," "seek," "estimate," "may," "will" or "should" or, in each case, their negative and similar expressions are generally intended to identify forward-looking statements although not all forward-looking statements contain such identifying words.

You should not place undue reliance on these forward-looking statements, which reflect our management's view and various assumptions only as of the date of this filing. Because these forward-looking statements involve risks and uncertainties, many of which are beyond our control, there are important factors that could cause actual results to differ materially from those expressed or implied by these forward-looking statements, including our assumptions, plans, objectives, expectations and intentions with respect to the following:

- Our competitive environment; The cost and effect of legal, tax or regulatory proceedings; Changes in general economic conditions; Changes to our regulatory environment; Our ability to maintain our relationships with optometrists; Franchise claims by optometrists; Our ability to build and maintain managed vision care plans; Reduction of third-party reimbursement; Technological advances in vision care; Conflicts of interest between our controlling shareholders and noteholders; Failure to realize anticipated cost savings; Exposure to liability claims if we are unable to obtain adequate insurance; Changes in general industry and market conditions and growth rates; Loss of key management personnel; Changes in accounting policies applicable to our business; The impact of unusual items resulting from the implementation of new business strategies, acquisitions and divestitures or future restructuring activities; Our substantial indebtedness; Restrictions imposed on our business by the terms of our indebtedness; Our ability to fund our capital requirements; Long-term impact of laser surgery on the

optical industry; our ability to open new stores and the financial impact derived from those openings

In light of these risks, uncertainties and assumptions, the forward-looking statements and events discussed in this press release might not occur. You should assume the information appearing in this release is accurate only as of the date on the front cover of this filing, as our business, financial condition, results of operations and prospects may have changed since that date. Unless required by law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

## **ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

### **(c) Exhibits:**

- 2.1 First Amendment and Consent dated as of June 29, 2006 to the Credit Agreement dated as of March 1, 2005 among Eye Care Centers of America, Inc., a Texas Corporation, ECCA Holdings Corporation, a Delaware Corporation, the several banks and other financial institutions or entities from time to time parties thereto, Bank of America, N.A. and Merrill Lynch, Pierce, Fenner & Smith Inc., as co-syndication agents and JPMorgan Chase Bank, N.A., as administrative agent.
  
- 10.1 Plan of Merger Agreement dated as of April 25, 2006, made by and among HVHC Inc., a Delaware corporation, Franklin Merger Sub Inc., a Delaware corporation and a direct, wholly owned subsidiary of HVHC Inc., ECCA Holdings Corporation, a Delaware corporation and ECCA Holdings Shareholder Trust, a Delaware statutory trust, solely in its capacity as the representative of ECCA Holdings Corporation Shareholders.

**SIGNATURE**

**EYE CARE CENTERS OF AMERICA, INC.**

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.

Date: August 3, 2006

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Douglas C. Shepard  
Executive Vice President and Chief Financial Officer