

KINDRED HEALTHCARE, INC
Form 8-K
November 08, 2016

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 (Date of earliest event reported): November 7, 2016

KINDRED HEALTHCARE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-14057
(Commission
File Number)
680 South Fourth Street

61-1323993
(IRS Employer
Identification No.)

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Louisville, Kentucky

(Address of principal executive offices)

40202

(Zip Code)

Registrant's telephone number, including area code: (502) 596-7300

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))

Item 2.02. Results of Operations and Financial Condition.

On November 7, 2016, Kindred Healthcare, Inc. (the Company) issued a press release announcing its financial results for the third quarter ended September 30, 2016. The press release, dated November 7, 2016, is attached as Exhibit 99.1 to this Form 8-K. On November 7, 2016, the Company also made the press release available on its website at www.kindredhealthcare.com.

The information contained herein is being furnished pursuant to Item 2.02 of Form 8-K, Results of Operations and Financial Condition. This information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or incorporated by reference in any filing under the Securities Act of 1933, as amended (the Securities Act), or the Exchange Act, nor shall this information be deemed incorporated by reference into any filing made by the Company under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 2.05. Costs Associated With Exit or Disposal Activities.

On November 7, 2016, the Company announced its strategic decision to exit the skilled nursing facility business as an owner and operator. The Company's ability to exit the skilled nursing facility business will depend on multiple items, including obtaining multiple landlord consents and reaching agreements with new owners and operators of these facilities. Accordingly, the Company is unable at this time to determine an expected completion date for these activities. The Company is also unable at this time to make a good faith estimate of the major types of costs or amount or range of amounts that may be incurred in connection with this exit, nor an estimate of the amount or range of amounts of any charges that would result in future cash expenditures, including whether any such charges will be material. In accordance with Item 2.05 of Form 8-K, the Company will timely file an amendment to this report upon the determination of such estimates or ranges of estimates.

Item 7.01. Regulation FD Disclosure.

Incorporated by reference is Exhibit 99.1 attached hereto, a press release issued by the Company on November 7, 2016 announcing its financial results for the third quarter ended September 30, 2016. This information is being furnished under Item 7.01 and shall not be deemed filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of such section nor shall this information be deemed incorporated by reference into any filing made by the Company under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 8.01. Other Events.

On November 7, 2016, the Company issued an additional press release announcing that its Board of Directors approved the payment of a cash dividend to its common shareholders. A cash dividend of \$0.12 per common share will be paid on December 9, 2016 to all common shareholders of record as of the close of business on November 21, 2016. The press release also announced that the Company's Board of Directors approved the scheduled December 1, 2016 installment payment of \$18.75 per share of the Company's Mandatory Redeemable Preferred Stock, Series A. The installment payment will be paid on December 1, 2016 to the preferred shareholders of record as of 5:00 p.m., New York City time, on November 15, 2016. Future declarations of dividends and installment payments will be subject to the approval of the Company's Board of Directors. A copy of the press release is attached hereto as Exhibit 99.2 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 Press release (earnings) dated November 7, 2016.

Exhibit 99.2 Press release (dividend) dated November 7, 2016.

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 hereto duly authorized.

KINDRED HEALTHCARE, INC.

Date: November 8, 2016

By: /s/ Joseph L. Landenwich
Joseph L. Landenwich
General Counsel and Corporate Secretary

EXHIBIT INDEX

| Exhibit | Description |
|----------------|--|
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| 99.2 | Press release (dividend) dated November 7, 2016. |