

COMMUNITY HEALTH SYSTEMS INC

Form 8-K

December 16, 2005

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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
December 16, 2005 (December 15, 2005)
Date of Report (date of earliest event reported)
COMMUNITY HEALTH SYSTEMS, INC.
(Exact name of Registrant as specified in charter)

Delaware
(State or other jurisdiction
of incorporation)

001-15925
(Commission File Number)

13-3893191
(I.R.S. Employer
Identification No.)

155 Franklin Road, Suite 400
Brentwood, Tennessee 37027
(Address of principal executive offices)

Registrant's telephone number, including area code: (615) 373-9600

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 (see General Instruction A.2. below):

- ☐ 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 2.04. Triggering Events that Accelerate or Increase a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement.

On December 15, 2005, Community Health Systems, Inc. (the Company) elected to call for redemption all of its remaining outstanding 4.25% Convertible Subordinated Notes due 2008 (the Notes). As of December 15, 2005, there was \$136,624,000 million in aggregate principal amount of the Notes outstanding. The redemption price is 101.821% of the principal amount of the Notes, or \$1,018.21 per \$1,000 principal amount of the Notes, plus accrued and unpaid interest to the redemption date, which is January 17, 2006. The Notes were issued and the redemption will be effected pursuant to the provisions of the Indenture, dated as of October 15, 2001, between the Company and Wachovia Bank, National Association, as successor trustee to First Union National Bank (the Trustee).

The Notes called for redemption may be converted by the holders at any time before the close of business on the business day prior to the redemption date. Each \$1,000 principal amount of the Notes is convertible into 29.8507 shares of the Company's common stock, \$.01 par value per share, which is a conversion price of \$33.50 per share. The Notes became redeemable in full on October 15, 2005. However, the restricted payment covenant in the Indenture for the Company's 6.50% Senior Notes due 2012 limits the amount of cash that may be used to redeem the Notes in full. This call for redemption follows the Company's November 14, 2005 call for redemption of \$150.0 million in principal amount of the Notes. At the conclusion of the first call for redemption, \$288,000 in principal amount of the Notes were redeemed. Prior to the redemption date, \$149,712,000 of the Notes called for redemption, plus an additional \$876,000 of the Notes, were converted by the holders into 4,495,083 shares of the Company's common stock, \$.01 par value per share.

A notice of redemption has been sent by the Trustee to the registered holders of the Notes.

To the extent required by Item 2.04 of Form 8-K, the information contained in Item 8.01 of this report is incorporated by reference in this Item 2.04.

ITEM 8.01 Other Events

On December 16, 2005, the Company announced an open market share repurchase program of up to five million (5,000,000) shares of the Company's common stock, par value \$.01 per share, not to exceed \$200,000,000 in purchases.

The Company issued a press release on December 16, 2005 announcing its election to call for redemption the remaining outstanding principal amount of the Notes. The same press release announced the open market share repurchase program. A copy of this press release is filed as Exhibit 99.1 to this Report and is incorporated by reference in this Item 8.01.

ITEM 9.01 Financial Statements and Exhibits

(c) Exhibits.

99.1 Press Release dated December 16, 2005.

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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 thereunto duly authorized.

Date: December 16, 2005

COMMUNITY HEALTH SYSTEMS, INC.
(Registrant)

By: /s/ Wayne T. Smith
Wayne T. Smith
Chairman of the Board, President and
Chief Executive Officer
(principal executive officer)

By: /s/ W. Larry Cash
W. Larry Cash
Executive Vice President, Chief
Financial
Officer and Director
(principal financial officer)