

NATIONAL HEALTHCARE CORP  
Form 8-A12B  
October 31, 2007

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

**FORM 8-A**

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

**NATIONAL HEALTHCARE CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State of Incorporation or Organization)

52—2057472  
(I.R.S. Employer  
Identification  
Number)

100 Vine Street, Murfreesboro, TN  
(Address of Principal Executive Offices)

37130  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be  
registered

Series A Convertible Preferred Stock, \$.01 par value per  
share

Name of Each  
Exchange on  
which  
each class is to be  
registered

American Stock  
Exchange

If this form relates to the  
Registration of a class of securities  
Pursuant to section 12(b) of the  
Exchange Act and is effective pursuant  
to General Instruction A.(c),  
please check the following box. x

If this form relates  
to the  
registration of a  
class of securities  
pursuant to  
Section 12(g) of  
the  
Exchange Act and  
is effective

pursuant to  
General  
Instruction  
A.(d), please  
check the  
following  
box. o

Securities Act registration statement file number to which this form relates: 333-142189  
(if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: None

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Securities to be Registered.**

The description of the Series A Convertible Preferred Stock, \$.01 par value per share, to be registered hereby is incorporated by reference to the description contained under the heading "DESCRIPTION OF

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NHC CAPITAL STOCK" in the Joint Proxy Prospectus included in the Registrants' Registration Statement on Form S-4 (File No. 333-142189), as amended, filed with the Securities and Exchange Commission on September 14, 2007.

**Item 2. Exhibits.**

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
3.1	Certificate of Incorporation of National HealthCare Corporation (incorporated by reference to Exhibit 3.1 to the Registrant's registration statement on Form S-4 (File No. 333-37185) dated October 3, 1997)
3.2	Certificate of Amendment to the Certificate of Incorporation of National HealthCare Corporation*
3.3	By-laws of National HealthCare Corporation (incorporated by reference to Exhibit 3.2 to the Registrant's registration statement on Form S-4 (File No. 333-37185) dated October 3, 1997)
3.4	Specimen certificate of share of Series A Convertible Preferred Stock, par value \$.01 per share (Exhibit A to Certificate of Designations of Series A Convertible Preferred Stock, par value \$.01 per share)*
3.5	Certificate of Designations of Series A Convertible Preferred Stock of National HealthCare Corporation*
3.6	Certificate of Designation Series B Junior Participating Preferred Stock (incorporated by reference to the Registrant's registration statement on Form 8-A, dated August 3, 2007)
4.1	Rights Agreement, dated as of August 2, 2007, between National HealthCare Corporation and Computershare Trust Company, N.A. (incorporated by reference to the Registrant's registration statement on Form 8-A, dated August 3, 2007)

\* filed herewith

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: October 31, 2007

NATIONAL  
HEALTHCARE  
CORPORATION

By: /s/ Robert G.  
Adams

Name: Robert  
G. Adams  
Title:  
President & CEO

Exhibit Index

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