

COMMUNITY HEALTH SYSTEMS INC

Form 8-K

May 23, 2018

**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): May 23, 2018**

**COMMUNITY HEALTH SYSTEMS, INC.**

**(Exact name of registrant as specified in its charter)**

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

**001-15925**  
**(Commission**  
**File Number)**  
**4000 Meridian Boulevard**

**13-3893191**  
**(IRS Employer**  
**Identification No.)**

**Franklin, Tennessee 37067**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code: (615) 465-7000**

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:

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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01. Other Events.**

On May 23, 2018, Community Health Systems, Inc. issued a press release announcing the results, as of 5:00 p.m., New York City time, on May 22, 2018, of previously commenced offers by its wholly owned subsidiary, CHS/Community Health Systems, Inc. to exchange (collectively, the Exchange Offers ) (i) up to \$1,925 million aggregate principal amount of its new 9.875% Junior-Priority Secured Notes due 2023 (the 2023 Notes ) in exchange for any and all of its \$1,925 million aggregate principal amount of outstanding 8.000% Senior Unsecured Notes due 2019 (the 2019 Notes ), (ii) up to \$1,200 million aggregate principal amount of its new 8.125% Junior-Priority Secured Notes due 2024 (the 2024 Notes and, together with the 2023 Notes, the New Notes ) in exchange for any and all of its \$1,200 million aggregate principal amount of outstanding 7.125% Senior Unsecured Notes due 2020 (the 2020 Notes ) and (iii) to the extent that less than all of the outstanding 2019 Notes and 2020 Notes are tendered in the Exchange Offers, up to an aggregate principal amount of 2024 Notes equal to, when taken together with the New Notes issued in exchange for the validly tendered and accepted 2019 Notes and 2020 Notes, \$3,125 million, in exchange for its outstanding 6.875% Senior Unsecured Notes due 2022 (the 2022 Notes and, together with the 2019 Notes and the 2020 Notes, the Old Notes ).

The press release also announced an amendment to the Exchange Offers to further extend the deadline for tendering Old Notes in order to receive the total consideration of (i) \$1,000 principal amount of 2023 Notes per \$1,000 principal amount of 2019 Notes tendered and accepted for exchange, (ii) \$1,000 principal amount of 2024 Notes per \$1,000 principal amount of 2020 Notes tendered and accepted for exchange and (iii) \$750 principal amount of 2024 Notes per \$1,000 principal amount of 2022 Notes tendered and accepted for exchange from 5:00 p.m., New York City time, on Tuesday, May 22, 2018 to 5:00 p.m., New York City time, on Thursday, May 24, 2018. All other terms, conditions and applicable dates of the Exchange Offers remain unchanged.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

The following exhibit is filed herewith:

99.1 Press Release of Community Health Systems, Inc., dated May 23, 2018

**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 hereunto duly authorized.

Date: May 23, 2018

COMMUNITY HEALTH SYSTEMS, INC.

(Registrant)

By: /s/ Wayne T. Smith  
Wayne T. Smith  
Chairman of the Board and Chief Executive Officer

(principal executive officer)