Longview Clinic Operations Company, LLC
Form 424B5
May 11, 2017
Table of Contents

Filed Pursuant to Rule 424(b)(5)
Registration No. 333-203918

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Maximum offering price per security	Maximum Aggregate Offering Price	Amount of Registration Fee(1)
6.250% Senior Secured Notes due 2023	$900,000,000	101.75%	$915,750,000	$106,135.43
Guarantees of 6.250% Senior Secured Notes due 2023				(2)

(1) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended.
(2) Pursuant to Rule 457(n), no separate fee is payable with respect to the guarantees.

Table of Contents

PROSPECTUS SUPPLEMENT

(To prospectus, dated May 6, 2015)

$900,000,000

CHS/Community Health Systems, Inc.

6.250% Senior Secured Notes due 2023

We are offering $900,000,000 aggregate principal amount of 6.250% Senior Secured Notes due 2023 (the additional 2023 notes). The additional 2023 notes will have identical terms, other than issue date and issue price, as the $2.2 billion aggregate principal amount of 6.250% Senior Secured Notes due 2023 that we issued on March 16, 2017 (the existing 2023 notes and, together with the additional 2023 notes, the notes) under an indenture dated as of March 16, 2017, as amended and supplemented by a first supplemental indenture dated as of March 16, 2017 (the existing indenture). The additional 2023 notes will be issued under the existing indenture, as amended and supplemented by a second supplemental indenture dated as of the issue date of the additional 2023 notes (the existing indenture, as so amended and supplemented, the indenture). The additional 2023 notes and the existing 2023 notes will be treated as a single class for all purposes of the indenture, including waivers, amendments, redemptions and offers to purchase. The additional 2023 notes will have the same CUSIP and ISIN numbers as, and will be fungible with, the existing 2023 notes immediately upon issuance.

We will pay interest on the additional 2023 notes semi-annually on each March 31 and September 30. The first interest payment date on the additional 2023 notes will be September 30, 2017, and the first payment will include accrued interest from March 16, 2017, the issue date of the existing 2023 notes. The additional 2023 notes will mature on March 31, 2023.

We may redeem some or all of the notes at any time prior to March 31, 2020 at a price equal to 100% of the principal amount of the notes redeemed plus accrued and unpaid interest, if any, plus a make-whole premium, as described in this prospectus supplement. We may redeem some or all of the notes at any time on or after March 31, 2020 at the redemption prices set forth in this prospectus supplement, plus accrued and unpaid interest, if any. In addition, we may redeem up to 40% of the aggregate principal amount of the notes at any time prior to March 31, 2020 using the net proceeds from certain equity offerings at the redemption price set forth in this prospectus supplement, plus accrued and unpaid interest, if any. There is no sinking fund for the notes.

The additional 2023 notes will be our senior secured obligations and will rank equal in right of payment to all of our existing and future senior indebtedness that is not subordinated in right of payment to the additional 2023 notes (including the existing 2023 notes), will be senior in right of payment to any indebtedness that is subordinated in right of payment to the additional 2023 notes and will be effectively senior to all of our existing and future unsecured

indebtedness to the extent of the value of the assets securing the additional 2023 notes. The additional 2023 notes will be guaranteed on a senior secured basis by our parent and certain of our domestic subsidiaries. These guarantees will rank equal in right of payment to all of the existing and future indebtedness of each guarantor that is not subordinated in right of payment to its guarantee of the additional 2023 notes, will be senior in right of payment to any indebtedness of each guarantor that is subordinated in right of payment to its guarantee of the additional 2023 notes and will be effectively senior to all of the existing and future unsecured indebtedness of each guarantor to the extent of the value of the assets securing its guarantee of the additional 2023 notes. The additional 2023 notes and the guarantees of the additional 2023 notes will be secured by liens on certain assets that also secure our existing senior secured credit facilities (the Credit Facility), our 5.125% Senior Secured Notes due 2021 (the 2021 Secured Notes) and the existing 2023 notes, subject to certain exceptions. The additional 2023 notes and related guarantees will be structurally junior in right of payment to liabilities of our subsidiaries that will not guarantee the additional 2023 notes.

We do not intend to apply for listing of the additional 2023 notes on any securities exchange.

Investing in the additional 2023 notes involves risks. See Risk Factors beginning on page S-31 of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per Note	Total
Public offering price(1)	101.7500%	$915,750,000
Underwriting discount	1.1573%	$ 10,415,700
Proceeds to us (before expenses)(1)	100.5927%	$905,334,300

(1) Plus an additional amount equal to accrued interest from March 16, 2017 to, but excluding, May 12, 2017. Delivery of the additional 2023 notes in book-entry form will be made on or about May 12, 2017.

Joint Book-Running Managers

Credit Suisse

BofA Merrill Lynch

Citigroup

Credit Agricole CIB

Deutsche Bank Securities

Goldman Sachs & Co. LLC

J. P. Morgan

RBC Capital Markets

SunTrust Robinson Humphrey

Wells Fargo Securities

Co-Managers

BBVA

Fifth Third Securities

Morgan Stanley

Scotiabank

The date of this prospectus supplement is May 9, 2017.

Table of Contents

Table of Contents

TABLE OF CONTENTS

Prospectus Supplement

Prospectus

You should rely only on the information contained or incorporated by reference in this prospectus supplement or accompanying prospectus or in any free writing prospectus prepared by or on behalf of us or to which we have referred you. We have not authorized anyone to provide you with information that is different. If you receive any such other information, it should not be relied upon as having been authorized by us or the underwriters. This prospectus supplement and accompanying prospectus may only be used where it is legal to sell these securities. The information in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein may only be accurate as of the date of the document containing such information. You should not assume that the information contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference is accurate as of any date other than the date of the document containing such information.

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which adds, updates and changes information contained or incorporated by reference in the accompanying prospectus. The second part is the accompanying prospectus, which gives more general information, some of which may not apply to this offering of additional 2023 notes. If the information set forth in this prospectus supplement or any document incorporated by reference herein varies in any way from the information set forth or incorporated by reference in the accompanying prospectus, you should rely on the information contained in this prospectus supplement or any document incorporated by reference herein. If the information set forth in this prospectus supplement varies in any way from the information set forth in a document incorporated by reference herein, you should rely on the information in the more recent document.

We are not, and the underwriters are not, making an offer of these additional 2023 notes in any jurisdiction where the offer or sale is not permitted. Before you invest in the additional 2023 notes, you should read the registration statement described in the accompanying prospectus (including the exhibits thereto) of which this prospectus supplement and the accompanying prospectus form a part, as well as this prospectus supplement, the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. The documents incorporated by reference herein are described in this prospectus supplement under Incorporation of Certain Information by Reference. You should not assume that the information contained in, or the documents incorporated by reference in, this prospectus supplement or the accompanying prospectus are accurate as of any date other than their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

INDUSTRY AND MARKET DATA

This prospectus supplement includes industry and trade association data, forecasts and information that we have prepared based, in part, upon data, forecasts and information obtained from independent trade associations, industry and government publications and surveys and other independent sources available to us. Some data also are based on our good faith estimates, which are derived from management s knowledge of the industry and from independent sources. These third-party publications and surveys generally state that the information included therein has been obtained from sources believed to be reliable. We have not independently verified any of the data from third-party sources. Similarly, we believe our internal research is reliable, even though such research has not been verified by any independent sources. While we are not aware of any misstatements regarding any such data, forecasts and information presented herein, you should carefully consider the inherent risks and uncertainties associated with the industry and market data contained in this prospectus supplement.

FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and any documents we incorporate by reference may contain forward-looking statements within the meaning of the federal securities laws, which involve risks, assumptions and uncertainties. Statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as expects, anticipates, intends, plans, believes, estimates, thinks, an expressions are forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors relating to us or the healthcare industry generally that may cause our actual results and performance to be materially different from any future results or performance expressed or implied by these forward-looking statements. These factors include, but are not limited to, the following:

general economic and business conditions, both nationally and in the regions in which we operate;

the impact of the 2016 federal elections, which may lead to the repeal of the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010 (collectively, the Affordable Care Act) or significant changes to the Affordable Care Act, its implementation or its interpretation, as well as changes in other federal, state or local laws or regulations affecting our business;

Table of Contents

the extent to which states support increases, decreases or changes in Medicaid programs, implement health insurance exchanges or alter the provision of healthcare to state residents through regulation or otherwise;

the future and long-term viability of health insurance exchanges, which may be affected by whether a sufficient number of payors participate as well as the impact of the 2016 federal elections on the Affordable Care Act;

risks associated with our substantial indebtedness, leverage and debt service obligations, including our ability to refinance such indebtedness on acceptable terms or to incur additional indebtedness;

demographic changes;

changes in, or the failure to comply with, governmental regulations;

potential adverse impact of known and unknown government investigations, audits, and federal and state false claims act litigation and other legal proceedings;

our ability, where appropriate, to enter into and maintain provider arrangements with payors and the terms of these arrangements, which may be further affected by the increasing consolidation of health insurers and managed care companies;

changes in, or the failure to comply with, contract terms with payors and changes in reimbursement rates paid by federal or state healthcare programs or commercial payors;

any potential additional impairments in the carrying value of goodwill, other intangible assets, or other long-lived assets, or changes in the useful lives of other intangible assets;

changes in inpatient or outpatient Medicare and Medicaid payment levels;

the effects related to the continued implementation of the sequestration spending reductions and the potential for future deficit reduction legislation;

increases in the amount and risk of collectability of patient accounts receivable, including decreases in collectability which may result from, among other things, self-pay growth in states that have not expanded Medicaid and difficulties in recovering payments for which patients are responsible, including co-pays and deductibles;

the efforts of insurers, healthcare providers and others to contain healthcare costs, including the trend toward value-based purchasing;

our ongoing ability to demonstrate meaningful use of certified electronic health record (EHR) technology and recognize income for the related Medicare or Medicaid incentive payments, to the extent such payments have not expired;

increases in wages as a result of inflation or competition for highly technical positions and rising supply and drug costs due to market pressure from pharmaceutical companies and new product releases;

liabilities and other claims asserted against us, including self-insured malpractice claims;

competition;

our ability to attract and retain, at reasonable employment costs, qualified personnel, key management, physicians, nurses and other healthcare workers;

trends toward treatment of patients in less acute or specialty healthcare settings, including ambulatory surgery centers or specialty hospitals;

changes in medical or other technology;

changes in U.S. GAAP;

the availability and terms of capital to fund any additional acquisitions or replacement facilities or other capital expenditures;

Table of Contents

our ability to successfully make acquisitions or complete divestitures, including the divestiture of hospitals and non-hospital businesses pursuant to our portfolio rationalization and deleveraging strategy, our ability to complete any such acquisitions or divestitures on desired terms or at all (including to realize the anticipated amount of proceeds from contemplated divestitures), the timing of the completion of any such acquisitions or divestitures, and our ability to realize the intended benefits from any such acquisitions or divestitures;

the impact that changes in our relationships with joint venture or syndication partners could have on effectively operating our hospitals or ancillary services or in advancing strategic opportunities;

our ability to successfully integrate any acquired hospitals, including those of HMA, or to recognize expected synergies from acquisitions;

the impact of seasonal severe weather conditions;

our ability to obtain adequate levels of general and professional liability insurance;

timeliness of reimbursement payments received under government programs;

effects related to outbreaks of infectious diseases;

the impact of the external, criminal cyber-attack suffered by us in the second quarter of 2014, including potential reputational damage, the outcome of our investigation and any potential governmental inquiries, the outcome of litigation filed against us in connection with this cyber-attack, the extent of remediation costs and additional operating or other expenses that we may continue to incur, and the impact of potential future cyber-attacks or security breaches;

any failure to comply with the terms of our Corporate Integrity Agreement (CIA) with the Office of Inspector General of the Department of Health and Human Services (OIG);

the concentration of our revenue in a small number of states;

our ability to realize anticipated cost savings and other benefits from our current strategic and operational cost savings initiatives;

any effects related to our previously announced exploration of strategic alternatives; and

other risk factors disclosed under Risk Factors and elsewhere in or incorporated by reference in this prospectus supplement.

Although we believe that these forward-looking statements are based upon reasonable assumptions, these assumptions are inherently subject to significant regulatory, economic and competitive uncertainties and contingencies, which are difficult or impossible to predict accurately and may be beyond our control. Accordingly, we cannot give any assurance that our expectations will in fact occur and caution that actual results may differ materially from those in the forward-looking statements. Given these uncertainties, prospective investors are cautioned not to place undue reliance on these forward-looking statements. These forward-looking statements speak only as of the date they are made. We undertake no obligation to revise or update any forward-looking statements, or to make any other forward-looking statements, whether as a result of new information, future events or otherwise.

Table of Contents

SUMMARY

The following summary contains basic information about us and this offering, but does not contain all the information that may be important to you. For a more complete understanding of this offering, we encourage you to carefully read this entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein, including the information set forth under Risk Factors and our financial statements and related notes. Unless otherwise indicated or the context requires otherwise, references in this prospectus supplement to we, our, us and the Company refer to Community Health Systems, Inc. and its consolidated subsidiaries, including CHS/Community Health Systems, Inc., the issuer of the additional 2023 notes. References to the Issuer refer to CHS/Community Health Systems, Inc. alone, and references to Holdings refer to Community Health Systems, Inc. alone.

We refer to the Issuer s 8.00% Senior Notes due 2019 as the 2019 Notes, to the Issuer s 7.125% Senior Notes due 2020 as the 2020 Notes, to the Issuer s 5.125% Senior Secured Notes due 2021 as the 2021 Secured Notes and to the Issuer s 6.875% Senior Notes due 2022 as the 2022 Notes. The 2019 Notes, 2020 Notes, 2021 Secured Notes and 2022 Notes are collectively referred to in this prospectus supplement as the Existing Notes. The existing 2023 notes are not considered part of the Existing Notes for purposes of this prospectus supplement.

In this prospectus supplement, any amounts shown on an as adjusted basis have been adjusted to reflect, as applicable: (i) the issuance of the additional 2023 notes in this offering, and (ii) the use of the net proceeds from this offering and available cash to repay $712 million aggregate principal amount of terms loans outstanding under our Term A Facility, to pay related fees and expenses and to make an initial investment in cash and cash equivalents. See Use of Proceeds.

Our Company

We are one of the largest publicly-traded hospital companies in the United States and a leading operator of general acute care hospitals and outpatient facilities in communities across the country. As of March 31, 2017, we owned or leased 155 hospitals included in continuing operations, with an aggregate of 26,009 licensed beds, comprised of 152 general acute care hospitals and three stand-alone rehabilitation or psychiatric hospitals (we also owned or leased three hospitals included in discontinued operations on such date). On May 1, 2017, we divested 11 hospitals that were included in our continuing operations and one hospital that was included in discontinued operations in multiple transactions. As of May 2, 2017, following such divestitures, we owned or leased 144 hospitals included in continuing operations, with an aggregate of 23,917 licensed beds, comprised of 142 general acute care hospitals and two stand-alone rehabilitation or psychiatric hospitals. These hospitals are geographically diversified across 20 states, with the majority of our hospitals located in regional networks or in close geographic proximity to one or more of our other hospitals. We generate revenues by providing a broad range of general and specialized hospital healthcare services and outpatient services to patients in the communities in which we are located. In a number of our markets, we have partnered with local physicians or not-for-profit providers, or both, in the ownership of our facilities. We are paid for our healthcare services by governmental agencies, private insurers and directly by the patients we serve. For the year ended December 31, 2016, our net operating revenue was approximately $18.438 billion, our net income attributable to Community Health Systems, Inc. common stockholders was a loss of approximately $1.721 billion and our Adjusted EBITDA was approximately $2.225 billion. For the three months ended March 31, 2017, our net operating revenue was approximately $4.486 billion, our net income attributable to Community Health Systems, Inc. common stockholders was a loss of approximately $199 million and our Adjusted EBITDA was approximately $527 million. In addition, for the year ended December 31, 2016, our Further Adjusted EBITDA Through 5/2/17 Divestitures (which is Adjusted EBITDA further adjusted to (i) remove the impact of the divestitures we

completed in 2016, beginning with the spin-off of 38 hospitals to Quorum Health Corporation in April 2016, and in 2017 through May 2, 2017, in each case as if those dispositions were completed on January 1, 2016, (ii) include the estimated impact of the hospital acquisitions we completed in 2016 (we have completed no hospital acquisitions in 2017) as if we had completed these acquisitions on January 1, 2016, and (iii) add back stock-based compensation expense) was approximately $2.132 billion. For additional information on our presentation of Adjusted EBITDA and Further Adjusted EBITDA Through 5/2/17 Divestitures, see Non-GAAP Financial Measures and Summary Historical Financial and Other Data.

We have grown in the past by acquiring hospitals and by improving the operations of our facilities. We have historically targeted hospitals in growing, non-urban and selected urban healthcare markets for acquisition because of their favorable demographic and economic trends and competitive conditions. Beginning in 2007, we substantially increased the size of our business and the number of hospitals we operate through the acquisitions of Triad Hospitals, Inc. and Health Management Associates, Inc., or HMA. Our growth strategy also included developing or acquiring select physician practices, physician-owned ancillary service providers and other outpatient capabilities in markets where we already had a hospital presence. More recently, our efforts have focused on creating regional networks in select urban markets. We believe opportunities exist for skilled, disciplined operators to create networks between urban and non-urban hospitals while improving physician alignment in both markets and making these hospitals more attractive to managed care. Through these regional networks, we have the opportunity to enhance our market position and build market density by providing more integrated service offerings, establishing additional patient access points for our acute care hospitals, recruiting more physicians and expanding our hospitals local referral network.

We have been implementing a portfolio rationalization and deleveraging strategy by divesting hospitals and non-hospital businesses that are attractive to strategic and other buyers. Generally, these businesses are not in one of our strategically beneficial service areas, are less complementary to our business strategy and/or have lower operating margins. In addition, in connection with our announced divestiture initiative, strategic and other buyers have made offers to buy certain of our assets. Through consideration of these offers, we have divested or may divest hospitals and non-hospital businesses when we find such offers to be attractive and in line with our operating strategy. By reducing the size and geographic footprint of our business, we believe this strategy will allow us to focus on our most attractive markets and regional networks, improve cash flow, reduce leverage, and better position us for the future.

Our Competitive Strengths

We believe the following strengths will allow us to improve our operations:

Geographic diversity and operating scale. As of May 2, 2017, we owned or leased 144 hospitals included in continuing operations, with an aggregate of 23,917 licensed beds, geographically diversified across 20 states. Our geographic diversity helps to mitigate risks associated with fluctuating state regulations related to Medicaid reimbursement and state-specific economic conditions. Our top four states, Florida, Texas, Pennsylvania, and Indiana, contributed approximately 44% of our operating revenues, net of contractual allowances and discounts (but before the provision for bad debts), during the year ended December 31, 2016, and 47% of our operating revenues, net of contractual allowance and discounts (but before the provision for bad debts) during the three months ended March 31, 2017. Furthermore, we believe the size of our operations enables us to realize the benefits of economies of scale, purchasing power, increased operating efficiencies and increased return on information technology and other capital investments. In this regard, there are 13 states where we have operations that generated in excess of $500 million of operating revenues, net of contractual allowances and discounts (but before the provision for bad debts) for the year ended December 31, 2016.

Table of Contents

Strong regional network presence. We believe we are one of the leading providers of acute care and outpatient services in many of the markets we serve. As of May 2, 2017, 66 of our hospitals operated in 10 unique regional networks, which are comprised of one or more larger hospitals with smaller hospitals located in nearby communities. Within each regional network, we leverage the network s brand and local scale to expand our continuum of care, enhance access to our facilities, provide a more integrated service offering and reduce costs through increased operating efficiencies. As of May 2, 2017, 32 of our hospitals operated in close geographic proximity to one or more of our other hospitals in 12 geographic areas. For these hospitals, we seek to develop or expand similar specialty services and outpatient services at our regional networks to yield high patient and physician satisfaction, improve revenue and gain operational efficiencies. As of May 2, 2017, we estimate that approximately 68% of our facilities are located in regional networks or are in close proximity to another CHS hospital.

We believe our market positioning strategy will create growth opportunities, allow us to develop long-term relationships with patients, physicians, employers and third-party payors and enable us to achieve an attractive return on investments in the expansion of our facilities and outpatient services and in physician recruitment.

Positioned for growth in outpatient services. We believe outpatient services widen the catchment area for our hospitals and regional networks and are consistent with care delivery trends, including greater convenience for our patients, increased efficiency for our physicians and lower cost of care for our patients and payors. Outpatient services generated approximately 57% of our net operating revenues, net of contractual allowance and discounts (but before the provision for bad debts) for the year ended December 31, 2016 and 56% of our net operating revenues, net of contractual allowance and discounts (but before the provision for bad debts) for the three months ended March 31, 2017. We intend to continue to invest in outpatient services to meet the needs of our communities, provide greater access to medical care and enhance the overall experience of our patients. In 2016, 63% of amounts incurred on our completed major capital projects related to outpatient services, compared to 37% in 2015. In particular, we have made capital investments at several strategic hospital locations to establish free-standing emergency departments, and expect to continue to make these investments in the future. In general, outpatient services require less capital investment than our acute care hospitals and provide an opportunity for attractive operating margins and a higher return on investment.

Emphasis on patient safety and quality of care. We maintain an emphasis on patient safety, the provision of quality care and improving clinical outcomes. We understand that high levels of quality are only achieved with a company-wide focus that embraces patient, physician and employee satisfaction and continual, systematic clinical improvements. We believe that a focus on continuous improvement yields the best results for patients, reduces risk and improves revenue through achievement of quality measures. We have developed and implemented programs to support and monitor patient safety and quality of care that include:

- standardized data and benchmarks to monitor hospital performance and quality improvement efforts;
- recommended policies and procedures based on nationally recognized medical and scientific evidence as well as training on evidence-based tools for improving patient, physician and employee satisfaction;
- leveraging of technology and sharing of evidence-based clinical best practices;

training programs for hospital management and clinical staff regarding regulatory and reporting requirements; and

implementation of specific leadership methods and error-prevention tools to create safer care environments for patients and staff.

As a result of these efforts, we have made significant progress in patient safety and clinical quality. In the facilities we have operated since before our acquisition of HMA (the legacy facilities), we have achieved an

Table of Contents

81% reduction in Serious Safety Events through the first quarter of 2017 from our baseline in 2013. In our more recently acquired HMA facilities, there has been a 45% reduction in Serious Safety Events through the first quarter of 2017 from their baseline in 2015. In addition, for our legacy facilities, we have significantly reduced Hospital-Acquired Infections, or HAIs, over the past several years, with a reduction in every HAI measure for each year that the measures have been publicly reported. Moreover, for the legacy facilities, our total HAI reduction rate was 28.9% from 2011 to 2016. Our quality efforts, along with payor incentive arrangements, generated approximately $15 million in 2016 earned incentives.

Strong history of improving operations and making strategic investments resulting in well capitalized facilities. We have extensive experience in improving the operations of our facilities. We have developed and implemented standardized and centralized services across key business areas, recruited new physicians and hospital leaders, and executed cost saving initiatives. Additionally, we have improved operations at many of our acquired facilities through strategies that have included expanding service offerings to include more complex care, optimizing our emergency room approach, increasing outpatient services and making capital investments in selected projects that generate an attractive return on investment. Our facilities have been well capitalized through strategic investments and represent a significant and tangible asset base. Many facilities have undergone or completed significant renovation or expansion projects within the last several years. In addition, we owned 117 of the 146 total facilities we operated as of May 2, 2017, which provides a valuable real estate base.

Experienced management team with a proven track record. We have a strong and committed management team that has substantial industry knowledge and a proven track record of operations success in the hospital industry. Our chief executive officer has over 30 years of experience in the healthcare industry. In addition, we recently strengthened our senior management team by promoting a new president and chief operating officer, with over 20 years of experience in the hospital industry. Our four division presidents have each worked at CHS for many years and average 24 years of experience in hospital and division executive roles. Additionally, we have recently made several key external hires to further strengthen our senior management team, including Tom Aaron, who will be replacing Larry Cash as our chief financial officer following Mr. Cash s retirement at our annual meeting of stockholders in May 2017.

Our Business Strategy

The key elements of our business strategy are to:

Optimize our asset portfolio. We are in the process of divesting certain hospital facilities and other non-hospital businesses in furtherance of our portfolio rationalization and deleveraging strategy as noted above. In addition, in connection with our announced divestiture initiative, strategic and other buyers have made offers to buy certain of our assets. Through consideration of these offers we have divested or may divest hospitals and non-hospital businesses when we find such offers to be attractive and in line with our operating strategy. By managing the size and geographic footprint of our business, we believe that we can focus future investments on our most attractive markets and regional networks where we have an opportunity to enhance our market position by providing additional patient access points to our inpatient and outpatient services and recruiting more physicians to improve the quality of care. We intend to continue to evaluate offers from potential buyers for additional divestitures to optimize our asset portfolio and believe this strategy will position us to improve cash flow and reduce leverage.

Between April 2016 and May 2, 2017, we have received: (i) approximately $1.6 billion in proceeds from the spin-off of Quorum Health Corporation and sale of our joint venture in Las Vegas, Nevada, (ii) approximately $287 million from the sale of our investments in non-hospital operations, and (iii) approximately $335 million in proceeds from the sale of 11 hospitals included in continuing operations in multiple transactions completed on May 1, 2017 (and we also retained working capital and eliminated capital lease liabilities of approximately

Table of Contents

$90 million in connection with these sales). Moreover, as of May 2, 2017, we had entered into definitive agreements with respect to the sale of an additional 12 hospitals included in continuing operations, and expect to receive approximately $900 million in proceeds from the sale of these facilities in 2017, if all of these sales are completed on the terms expected as of such date. Additionally, as of May 2, 2017, we had executed non-binding letters of intent with respect to the sale of seven hospitals included in continuing operations, and expect to receive approximately $625 million in proceeds from the sale of these facilities in 2017, if all of these sales are completed on the terms expected as of such date. Proceeds received from our portfolio rationalization program have been used, and are expected to continue to be used, to repay indebtedness. In addition, at such time, if any, that these additional divestitures are completed, these facilities will no longer be part of our operations and the guarantees of the notes by subsidiary guarantors sold as part of these divestitures will be released.

Increase revenue at our facilities. We are implementing a strategy to expand and rationalize service lines. We believe this focused service line strategy facilitates better capital allocation and drives volume, acuity and rate growth in desirable areas. In addition, we are expanding the medical services we provide through the recruitment of additional primary care physicians and specialists. We have further emphasized our recruiting efforts with respect to both employed and affiliated physicians by recruiting approximately 3,896 physicians in 2016, 4,152 in 2015 and 3,765 in 2014. In addition, over 70% of the physicians that commenced practice with us in 2016 were specialists. As of May 2, 2017, we had approximately 19,000 physicians on medical staffs. Recently, we have implemented a number of management tools to assist us in measuring and improving physician performance, improving workflow and increasing physician retention. During the period from 2012 through 2016, our revenues grew approximately 44% while our Adjusted EBITDA grew approximately 12%.

In addition, we intend to continue to expand the breadth of services offered at our hospitals through targeted capital expenditures, new service line strategies to add more complex and specialty services, increase the number of patient transfer centers to better coordinate care, and implement digital health solutions to improve patient engagement and satisfaction. Additionally, our capital expenditures have supported expanding the number of patient access points separate from the traditional hospital service location, including free-standing emergency departments, surgery centers, urgent care centers, and other sites that provide quicker access to care in a lower cost setting. Some of our initiatives include:

- Expanding our orthopedic program. We have implemented a program developed by an industry leading orthopedic consultant at 35 hospitals, and experienced a 5% same-store increase in hip or knee replacement surgery volumes in 2016. We intend to implement this program at 16 additional hospitals in 2017. We believe these standardized programs also benefit other orthopedic services at our hospitals;

- Expanding and renovating existing emergency rooms to improve service and reduce waiting times. We have implemented marketing campaigns in our local communities to increase awareness of our emergency room capabilities;

- Increasing the number of patient transfer centers to better coordinate care among our physicians, hospitals and outpatient centers. Transfer centers enable patients to be transported to the facility that provides the appropriate services they need, provide increased visibility into local hospital operations and help identify future service line opportunities for our hospitals. In 2016, 76 of our hospitals owned by us in 2016 used an outsourced vendor to facilitate over 17,000 transfers; and

Leveraging digital tools to create virtual access points, and improve our patient and physician experiences. These digital solutions use clinical protocols and analytics to drive patient outreach for scheduling appointments, assisting with referral management to keep patients in network when possible and provide post care follow-up, including treatment plans, health education, prescription reminders and prevention screening. We also have introduced a tool that enables patients to compare pricing for select outpatient services among our facilities and those of competitors in our markets.

Table of Contents

In addition to these initiatives, we believe our investments in expanding our footprint and patient access points through free-standing emergency departments, ambulatory surgery centers and urgent care centers will generate increased revenues and earnings from businesses with higher growth and operating margins. We believe that appropriate capital investments in our outpatient facilities combined with the development of our service capabilities will increase patient retention while providing an attractive return on investment. As of May 2, 2017, we had 55 surgery centers, 49 urgent care centers, 42 walk-in retail clinics, 9 free standing emergency departments, 131 diagnostic centers and approximately 900 physician clinics.

Increase productivity and operating efficiency. We focus on improving operating efficiency to enhance our operating margins. We seek to implement cost containment programs and adhere to operating philosophies that focus on standardizing and centralizing our methods of operation and management, including:

- monitoring and enhancing productivity of our human resources;
- capitalizing on purchasing efficiencies through the use of company-wide standardized purchasing contracts and terminating or renegotiating unfavorable vendor contracts;
- installing standardized management information systems, resulting in more streamlined clinical operations and more efficient billing and collection procedures; and
- improving patient safety and optimizing staffing allocation through our case and resource management program, which assists in improving clinical care and containing costs.

In 2016, we implemented a number of strategic and operational initiatives to increase our focus on productivity and reduce expenses. Some of these initiatives include:

- Consolidating local billing and collection functions into six centralized business offices. We completed the transition of 90% of our hospitals to this new system in 2016 and have started to benefit from lower patient denials, underpayment recoveries and reduced operating expenses;
- Implementing improved sourcing initiatives and new procurement and accounts payable systems. We have renegotiated contracts with numerous suppliers, including implant manufacturers and those providing technology and support services, to realize increased savings. In addition, we have implemented a new system to standardize procurement processes, improve workflow efficiency and provide analytics and business intelligence to identify potential future savings;
- Introducing physician practice performance programs. For our employed physicians, we are leveraging software solutions to measure and improve physician performance. We have also implemented programs to improve physician workflow, increase physician retention, optimize staffing at physician clinics and standardize onboarding processes;

Realizing employee benefit savings on medical benefits, prescription services and high medical claims; and

Reducing overtime and use of temporary staffing to align with patient admissions.

We intend to continue to try to identify new opportunities to reduce costs and improve productivity and physician practice performance.

Reduce leverage and improve cash flow. We intend to continue our strategy of increasing hospital revenues and reducing operating expenses to generate increased profitability and cash flow. We intend to continue utilizing cash flows from our operations to service debt and to fund capital projects that generate a high return on investment. In addition, as noted above, our portfolio rationalization and deleveraging strategy is ongoing, and between April 2016 and May 2, 2017, this strategy has generated approximately $2.2 billion in proceeds that

Table of Contents

have been used to repay indebtedness. Moreover, in addition to the hospital dispositions that closed prior to May 2, 2017, as of May 2, 2017, we had (i) executed definitive agreements with respect to the sale of an additional 12 hospitals included in continuing operations, and expect to receive approximately $900 million in proceeds from the sale of these facilities in 2017, and (ii) executed non-binding letters of intent with respect to the sale of seven additional hospitals included in continuing operations, and expect to receive approximately $625 million in proceeds from the sale of these facilities in 2017, in each case if all of these sales are completed on the terms expected as of such date. We intend to use the proceeds from these contemplated divestitures to pay down debt. In 2017, we may also try to divest additional hospitals, which, if completed, would provide us with additional funds for debt reduction. We believe that our portfolio rationalization strategy will allow us to better allocate capital into projects that generate a higher return on our investment in our most attractive markets and regional networks. We also intend to continue to manage our upcoming debt maturities and opportunistically optimize our capital structure, which may in either case include extending portions of our existing debt.

Industry Overview

According to the Centers for Medicare & Medicaid Services, or CMS, national healthcare expenditures in 2016 are projected to have grown 4.8% to approximately $3.4 trillion. In addition, these CMS projections, published 2017, indicate that total U.S. healthcare spending will grow at an average annual rate of 5.9% from 2018 through 2019 and by an average of 5.8% annually from 2020 through 2025. However, these projections do not take into account initiatives, programs or other developments that may result from the 2016 federal elections, including any potential significant modifications to or repeal of the Affordable Care Act. CMS also projected that total U.S. healthcare annual expenditures will exceed $5.5 trillion by 2025, accounting for approximately 19.9% of the total U.S. gross domestic product. CMS expects healthcare spending to be largely influenced by changes in economic growth and population aging, and anticipates faster growth in medical prices.

Hospital services, the market within the healthcare industry in which we primarily operate, is the largest single category of healthcare expenditures. In 2016, hospital care expenditures are estimated by CMS to have grown 4.9%, amounting to over $1 trillion. CMS estimates that the hospital services category will exceed $1.1 trillion in 2017, and projects growth in this category at an average of 5.5% annually from 2016 through 2025.

Recent Developments

Extension of Revolving Credit Facility

On May 9, 2017, we announced our intention to seek an amendment to our existing $1.0 billion revolving credit facility (Revolving Facility) to (i) extend the termination date from January 27, 2019 to January 27, 2021, (ii) reduce the aggregate commitments of those lenders that agree to so extend to no more than $750 million and (iii) effect certain other changes, including additional undertakings for the benefit of the lenders under the Revolving Facility (the Revolver Amendment). This offering is not conditioned upon us obtaining the Revolver Amendment, and we make no assurance that the changes that would result from the Revolver Amendment will be made on the terms described above or at all. For additional information on the Revolving Facility, see Description of Certain Indebtedness Credit Facility.

Portfolio Rationalization Program

As noted above, we have been implementing a portfolio rationalization and deleveraging strategy by divesting hospitals and non-hospital businesses that are attractive to strategic and other buyers. Between April 2016 and May 2, 2017, we have received: (i) approximately $1.6 billion in proceeds from the spin-off of Quorum Health Corporation

and sale of our joint venture in Las Vegas, Nevada, (ii) approximately $287 million from the sale of our investments in non-hospital operations, and (iii) approximately $335 million in proceeds from the sale

of 11 hospitals included in continuing operations in multiple transactions completed on May 1, 2017 (and we also retained working capital and eliminated capital lease liabilities of approximately $90 million in connection with these sales). Moreover, as of May 2, 2017, we had entered into definitive agreements with respect to the sale of an additional 12 hospitals included in continuing operations and we had executed non-binding letters of intent with respect to the sale of seven hospitals included in continuing operations.

In 2015, we completed the sale of eight hospitals for approximately $156 million of proceeds. In addition, a summary of the activity related to our portfolio rationalization program since December 31, 2015 is as follows:

Effective January 1, 2016, we sold Bartow Regional Medical Center (72 licensed beds) in Bartow Florida, and related outpatient services to BayCare Health Systems, Inc. for approximately $60 million in cash.

Effective February 1, 2016, we sold Lehigh Regional Medical Center (88 licensed beds) in Lehigh Acres, Florida, and related outpatient services to Prime Healthcare Services for approximately $11 million in cash.

On April 29, 2016, we completed the spin-off of 38 hospitals and Quorum Health Resources, LLC, or QHR (our subsidiary through which we provided management advisory and consulting services to non-affiliated general acute care hospitals located throughout the United States), into Quorum Health Corporation, or QHC, an independent, publicly traded corporation. In connection with the spin-off, we received approximately $1.2 billion of net proceeds from QHC and we recorded a non-cash dividend of approximately $713 million during the year ended December 31, 2016, representing the net assets of QHC distributed to our stockholders.

On April 29, 2016, we sold our unconsolidated minority equity interests in Valley Health System, LLC, a joint venture with Universal Health Systems, Inc., or UHS, representing four hospitals in Las Vegas, Nevada, in which we owned a 27.5% interest, and in Summerlin Hospital Medical Center, LLC, a joint venture with UHS representing one hospital in Las Vegas, Nevada, in which we owned a 26.1% interest. We received $403 million in cash in return for the sale of these equity interests and recognized a gain of approximately $94 million on the sale of our investment during the year ended December 31, 2016.

On September 29, 2016, we signed a definitive agreement with subsidiaries of Curae Health, Inc. to sell the hospitals and associated assets at Merit Health Gilmore Memorial (95 licensed beds) in Amory, Mississippi, Merit Health Batesville (112 licensed beds) in Batesville, Mississippi, and Merit Health Northwest Mississippi (181 licensed beds) in Clarksdale, Mississippi.

On November 17, 2016, we signed a definitive agreement for the sale of two hospitals, a clinic and their associated assets to MultiCare Health System. Facilities included in the transaction include Deaconess Hospital (388 licensed beds) in Spokane, Washington, Valley Hospital (123 licensed beds) in Spokane Valley, Washington and the multi-specialty Rockwood Clinic in Spokane, Washington.

On December 13, 2016, we signed a definitive agreement to sell two hospitals and their associated assets to subsidiaries of Sunnyside Community Hospital and Clinics. Facilities included in the transaction are Yakima Regional Medical and Cardiac Center (214 licensed beds) in Yakima, Washington and Toppenish Community Hospital (63 licensed beds) in Toppenish, Washington.

On December 22, 2016, we completed the sale and leaseback of ten medical office buildings for net proceeds of $159 million to HCP, Inc. The buildings, with a combined total of 756,183 square feet, are located in five states and support a wide array of diagnostic, medical and surgical services in an outpatient setting for the respective hospitals.

On December 31, 2016, we completed the sale of an 80% majority ownership interest in our home care division to a subsidiary of Almost Family, Inc. for $128 million.

Table of Contents

On March 14, 2017, we signed a definitive agreement to sell four Pennsylvania hospitals and their associated assets to subsidiaries of PinnacleHealth System. Hospitals included in the transaction are Memorial Hospital of York (100 licensed bed) in York, Pennsylvania, Lancaster Regional Medical Center (214 licensed bed) in Lancaster, Pennsylvania, Heart of Lancaster Regional Medical Center (148 licensed bed) in Lititz, Pennsylvania and Carlisle Regional Medical Center (165 licensed bed) in Carlisle, Pennsylvania.

On April 28, 2017, we signed a definitive agreement for the sale of Lake Area Medical Center (88 licensed beds) in Lake Charles, Louisiana to subsidiaries of CHRISTUS Health.

On May 1, 2017, we sold AllianceHealth Pryor (52 licensed beds) in Pryor, Oklahoma, and its associated assets to Ardent Health Services Inc. for approximately $1 million in cash. For the historical periods prior to divestiture, this hospital has been reported in discontinued operations.

On May 1, 2017, we sold Stringfellow Memorial Hospital (125 licensed beds) in Anniston, Alabama, and its associated assets to The Health Care Authority of the City of Anniston for approximately $14 million in cash.

On May 1, 2017, we sold Merit Health Gilmore Memorial and Merit Health Batesville and the associated assets to Curae Health, Inc. for approximately $32 million in a combination of cash and a note receivable from the buyer. The remaining hospital included in this definitive agreement (Merit Health Northwest Mississippi) is scheduled to close in the second quarter of 2017.

On May 1, 2017, we sold Easton Hospital (196 licensed beds) in Easton, Pennsylvania, Sharon Regional Health System (258 licensed beds) in Sharon, Pennsylvania, Northside Medical Center (355 licensed beds) in Youngstown, Ohio, Trumbull Memorial Hospital (311 licensed beds) in Warren, Ohio, Hillside Rehabilitation Hospital (69 licensed beds) in Warren, Ohio, Wuesthoff Health System Rockledge (298 licensed beds) in Rockledge, Florida, Wuesthoff Health System Melbourne (119 licensed beds) in Melbourne, Florida and Sebastian River Medical Center (154 licensed beds) in Sebastian, Florida, and the associated assets to Steward Health, Inc. for approximately $304 million in cash.

On May 1, 2017, we signed a definitive agreement with subsidiaries of HCA Holdings, Inc., or HCA, to sell the hospitals and associated assets of Tomball Regional Medical Center (350 licensed beds) in Tomball, Texas and South Texas Regional Medical Center (67 licensed beds) in Jourdanton, Texas. South Texas Regional Medical Center will be acquired by Methodist Healthcare System of San Antonio, Ltd., L.L.P, a partnership between HCA and Methodist Healthcare Ministries.

The table below provides certain additional information with respect to our operations (a) that were divested in 2016, beginning with the spin-off of 38 hospitals to Quorum Health Corporation in April 2016, (b) related to hospitals that have been divested in 2017 through May 2, 2017, (c) related to hospitals included in continuing operations in respect of which, as of May 2, 2017, we had entered into definitive agreements that had not yet closed, and (d) related to hospitals included in continuing operations in respect of which, as of May 2, 2017, we had entered into non-binding letters of intent for sale that had not yet progressed to definitive agreements. The net operating revenues, income from continuing operations before taxes, Adjusted EBITDA, capital expenditures, and other investments included in the table below are for the year ended December 31, 2016, and the number of hospitals and licensed beds is as of March 31, 2017 (other than in the case of the divestitures included under the caption Completed in 2016, which are as of the date of the QHC spin-off in April 2016). For additional information regarding the Adjusted EBITDA information presented below, see Non-GAAP Financial Measures and Summary Historical Financial and Other Data. Prospective investors are cautioned that with respect to our intended divestitures subject to definitive agreements or non-binding letters of intent, there can be no assurance that these divestitures will be completed or, if they are

completed, the ultimate timing of the completion of these divestitures or the aggregate amount of proceeds we will receive from the divestitures.

Table of Contents

		Completed and Intended Divestitures		
	Completed in 2016(1)	Completed in 2017 (through May 2, 2017)(2)	Subject to Definitive Agreements (as of May 2, 2017)(3)	Subject to Non-binding Letters of Intent (as of May 2, 2017)(4)
		($ in millions)		
Hospitals	38	11	12	7
Licensed Beds	3,582	2,092	2,101	992
Proceeds (Approx.)	$ 1,900	$ 425(5)	$ 900	$ 625
Year ended December 31, 2016				
Net Operating Revenues	$ 925	$ 1,096	$ 1,491	$ 812
Income from Continuing Operations Before Taxes	$ 124	$ (40)	$ (38)	$ (36)
Adjusted EBITDA	$ 109	$ 37	$ 84	$ 40
Capital Expenditures	$ 25	$ 44	$ 55	$ 24
Other Investments(6)	$ 3	$ 9	$ 17	$ 4

(1) The information with respect to divestitures completed in 2016 (a) does not include the sales of Bartow Regional Medical Center, which closed on January 1, 2016 and Lehigh Regional Medical Center, which closed on February 1, 2016; (b) includes the sale and leaseback to HCP, Inc. as a component of the $1.9 billion of sale proceeds received but not for the other metrics set forth in the table above because we continue to operate the divested medical office buildings; (c) includes the sale of our joint venture interests in Valley Health System, LLC and Summerlin Hospital Medical Center, LLC as a component of sales proceeds, income from continuing operations before taxes and Adjusted EBITDA but not for the other metrics set forth in the table above because this involved the sale of a minority equity interest; and (d) includes the impact of the spin-off of Quorum Health Corporation and the sale of our home care division (except that the home health care division does not impact the calculation of hospitals and licensed beds). Net operating revenues, income from continuing operations before taxes, Adjusted EBITDA, capital expenditures and other investments for the year ended December 31, 2016, are amounts attributable to divested operations that were completed in 2016 as noted above prior to completion of such divestitures.

(2) The information with respect to divestitures completed in 2017, through May 2, 2017, does not include the sale of AllianceHealth Pryor which was completed on May 1, 2017, as that hospital was not included in continuing operations during the year ended December 31, 2016.

(3) This column sets forth information with respect to the 12 hospitals included in continuing operations subject to definitive agreements as of May 2, 2017. We intend to complete the divestitures of these hospital operations subject to definitive agreements prior to September 30, 2017. The information with respect to operations subject to definitive agreements excludes the definitive agreement for Williamson Memorial Hospital since this hospital was not included in continuing operations for the year ended December 31, 2016.

(4) This column sets forth information with respect to the seven hospitals subject to non-binding letters of intent as of May 2, 2017. All of these hospitals were included in continuing operations for the year ended December 31, 2016.

(5) Represents cash proceeds of $335 million and $90 million from the retention of working capital and elimination of capital lease liabilities.

(6) Other Investments reflects other cash investments, primarily related to internal-use software and physician

recruiting.

Table of Contents

Exploration of Alternatives

Our Board of Directors adopted a Stockholder Protection Rights Agreement on October 3, 2016, which expired on April 1, 2017. During the term of the Stockholder Protection Rights Agreement, with the assistance of advisors, we explored a variety of financial sponsor options, as well as other potential alternatives. In the normal course of our business, we continue to explore financial sponsor options as well as other potential alternatives. There can be no certainty that any such exploration will result in a transaction of any kind. We do not expect to make further public comment with respect to the foregoing in future periodic reports or other SEC filings, unless we deem further public comment is appropriate or required.

Our Corporate Information

Community Health Systems, Inc. was incorporated in the State of Delaware on June 6, 1996. CHS/ Community Health Systems, Inc. was incorporated in the State of Delaware on March 25, 1985. Our principal executive offices are located at 4000 Meridian Boulevard, Franklin, Tennessee 37067, and our telephone number is (615) 465-7000. Our website is www.chs.net. Information on our website shall not be deemed part of this prospectus supplement or the accompanying prospectus.

Table of Contents

THE OFFERING

The summary below describes the principal terms of the additional 2023 notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. You should carefully review the Description of the Notes section of this prospectus supplement, which contains a more detailed description of the terms and conditions of the additional 2023 notes.

Issuer	CHS/Community Health Systems, Inc.
Notes Offered	$900,000,000 aggregate principal amount of 6.250% senior secured notes due 2023 (the additional 2023 notes). The additional 2023 notes will have identical terms, other than issue date and issue price, as the $2.2 billion aggregate principal amount of 6.250% Senior Secured Notes due 2023 that we issued on March 16, 2017 (the existing 2023 notes and, together with the additional 2023 notes, the notes) under an indenture dated as of March 16, 2017, as amended and supplemented by a first supplemental indenture dated as of March 16, 2017 (the existing indenture). The additional 2023 notes will be issued under the existing indenture, as amended and supplemented by a second supplemental indenture dated as of the issue date of the additional 2023 notes (the existing indenture, as so amended and supplemented, the indenture). The additional 2023 notes and the existing 2023 notes will be treated as a single class for all purposes of the indenture, including waivers, amendments, redemptions and offers to purchase. The additional 2023 notes will have the same CUSIP and ISIN numbers as, and will be fungible with, the existing 2023 notes immediately upon issuance.
Maturity Date	The additional 2023 notes will mature on March 31, 2023.
Interest	The additional 2023 notes will bear interest at a rate of 6.250% per annum.
Interest Payment Dates	The Issuer will pay interest semi-annually on March 31 and September 30 of each year. The first interest payment date on the additional 2023 notes will be September 30, 2017, and the first payment will include accrued interest from March 16, 2017, the issue date of the existing 2023 notes.
Guarantees	The additional 2023 notes will be unconditionally guaranteed on a first-priority senior secured basis by Holdings and certain of our current and future domestic subsidiaries (subject to a shared lien of equal priority

with certain other obligations, including obligations under the Credit Facility, the 2021 Secured Notes and the existing 2023 notes, and subject to certain prior ranking liens permitted by the indenture).

Excluding intercompany payables and receivables, we estimate that our non-guarantor subsidiaries accounted for:

- approximately $1.6 billion, or 36%, of our total net operating revenue,
- approximately $173 million, or 72%, of our total net cash

Table of Contents

provided by operating activities, and approximately $(34) million, or 19%, of our total net loss, in each case, for the three months ended March 31, 2017; and

approximately $9.6 billion, or 44%, of our total assets, and approximately $1.9 billion, or 10%, of our total liabilities, in each case, as of March 31, 2017.

Ranking of the Notes

The additional 2023 notes will be the Issuer s senior secured obligations. Accordingly, the additional 2023 notes will:

rank equal in right of payment to all of the Issuer s existing and future senior indebtedness that is not subordinated in right of payment to the notes (including indebtedness under the Credit Facility, the Existing Notes and the existing 2023 notes);

rank senior in right of payment to any of the Issuer s future indebtedness that is subordinated in right of payment to the notes;

be effectively senior to all of the Issuer s existing and future unsecured indebtedness (including the 2019 Notes, the 2020 Notes and the 2022 Notes) to the extent of the value of the assets securing the notes (after giving effect to the sharing of such value with holders of equal or prior ranking liens);

be effectively subordinated to any of the Issuer s existing and future indebtedness that is secured by assets that do not secure the notes to the extent of the value of such assets (including indebtedness under our Credit Facility which is secured by certain pledges of subsidiary stock that will not be pledged to secure the additional 2023 notes); and

be structurally subordinated to all liabilities of the Issuer s subsidiaries that will not guarantee the additional 2023 notes.

As of March 31, 2017, on an as adjusted basis, we would have had approximately $9.5 billion aggregate principal amount of senior secured indebtedness outstanding, approximately $6.1 billion of senior unsecured indebtedness outstanding and an additional $944 million that we would have been able to borrow under our revolving credit facility. See Capitalization and Description of Certain Indebtedness.

Ranking of the Guarantees

The guarantee of the additional 2023 notes by each guarantor will be a senior secured obligation of such guarantor and will:

- rank equal in right of payment to all of such guarantor s existing and future senior indebtedness that is not subordinated in right of payment to such guarantee (including guarantees by such guarantor of the Credit Facility, the Existing Notes and the existing 2023 notes);

- rank senior in right of payment to any of such guarantor s future indebtedness that is subordinated in right of payment to such guarantee;

Table of Contents

	be effectively senior to all of such guarantor s existing and future unsecured indebtedness (including guarantees by such guarantor of the 2019 Notes, the 2020 Notes and the 2022 Notes) to the extent of the value of the assets securing such guarantees (after giving effect to the sharing of such value with holders of equal or prior ranking liens); and
	be effectively subordinated to any of such guarantor s existing and future indebtedness that is secured by assets that do not secure such guarantee to the extent of the value of such assets (including guarantees under our Credit Facility which is secured by certain pledges of subsidiary stock that will not be pledged to secure the guarantee of the additional 2023 notes).
Collateral	The additional 2023 notes and the guarantees thereof are secured by a first-priority lien (subject to a shared lien of equal priority with certain other obligations, including obligations under the Credit Facility, the 2021 Secured Notes and the existing 2023 notes, and subject to other prior ranking liens permitted by the indenture) on substantially the same assets that secure the obligations under our Credit Facility and the 2021 Secured Notes, subject to certain exceptions. See Description of the Notes Collateral.
Intercreditor Agreement	We will enter into a joinder to the first lien intercreditor agreement which will govern the relative rights of the secured parties in respect of the Credit Facility, the 2021 Secured Notes, the existing 2023 notes and the additional 2023 notes. The intercreditor agreement will provide, among other things, that to the extent there are liens on assets to secure the Credit Facility, the 2021 Secured Notes, the existing 2023 notes and the additional 2023 notes, such liens will be of equal priority. See Description of the Notes Pari Passu Intercreditor Arrangements.
Optional Redemption	At any time prior to March 31, 2020, we may redeem some or all of the notes at a redemption price equal to 100% of the principal amount of the notes plus accrued and unpaid interest, if any, to the applicable redemption date plus the applicable make-whole premium set forth in this prospectus supplement.
	We may redeem some or all of the notes at any time and from time to time on or after March 31, 2020, at the redemption price set forth in this prospectus supplement plus accrued and unpaid interest, if any, to the applicable redemption date. In addition, at any time prior to March 31, 2020, we may redeem up to 40% of the aggregate principal amount of the notes with the proceeds of certain equity offerings at the redemption

price set forth in this prospectus supplement plus accrued and unpaid interest, if any, to the applicable redemption date. See Description of the Notes Optional Redemption.

Change of Control

If a change of control occurs, each holder of notes will have the right to require us to purchase all or a portion of its notes at 101% of the

Table of Contents

	principal amount of the notes on the date of purchase plus accrued and unpaid interest, if any, to the date of repurchase. See Description of the Notes Change of Control.
Certain Covenants	The indenture that governs the notes will contain covenants that, among other things, limit our ability and the ability of our restricted subsidiaries to: • incur or guarantee additional indebtedness; • pay dividends or make other restricted payments; • make certain investments; • incur restrictions on the ability of our restricted subsidiaries to pay dividends or make certain other payments; • create or incur certain liens; • sell assets and subsidiary stock; • impair the security interests; • transfer all or substantially all of our assets or enter into merger or consolidation transactions; and • enter into transactions with our affiliates. However, these limitations are subject to a number of important qualifications and exceptions. See Description of the Notes Certain Covenants.
Use of Proceeds	We intend to use the net proceeds from this offering and available cash to repay $712 million aggregate principal amount of terms loans outstanding under our Term A Facility, to pay related fees and expenses and for general corporate purposes, which may include the repayment of

	secured debt. See Use of Proceeds.
No Listing	We do not intend to list the additional 2023 notes on any securities exchange. Although the underwriters have informed us that they intend to make a market in the notes, they are not obligated to do so and may discontinue market-making activities at any time without notice. Accordingly, a liquid market for the notes may not be maintained.
Conflict of Interest	Affiliates of Merrill Lynch, Pierce, Fenner & Smith Incorporated and RBC Capital Markets, LLC will each receive at least 5% of the net proceeds of this offering in connection with the repayment of amounts outstanding under the Term A Facility. See Use of Proceeds. Accordingly, this offering is being made in compliance with the requirements of Rule 5121 of Financial Industry Regulation Authority (FINRA). Because neither Merrill Lynch, Pierce, Fenner & Smith Incorporated nor RBC Capital Markets, LLC is primarily responsible for managing this offering, pursuant to Rule 5121, the appointment of a qualified independent underwriter is not necessary.

Table of Contents

Risk Factors

Investing in the notes involves substantial risk. See Risk Factors on page S-31 for a discussion of certain factors that you should consider before investing in the notes.

Table of Contents

SUMMARY HISTORICAL FINANCIAL AND OTHER DATA

The following table sets forth a summary of our consolidated historical financial and other data as of and for the periods presented. The summary historical financial information presented below for each of the three years in the period ended December 31, 2016 has been derived from our audited consolidated financial statements incorporated by reference in this prospectus supplement. Our consolidated financial statements for each of the three years in the period ended December 31, 2016 have been audited by Deloitte & Touche LLP, an independent registered public accounting firm. The summary historical financial information presented below for the three months ended March 31, 2017 and 2016 has been derived from our unaudited interim condensed consolidated financial statements incorporated by reference in this prospectus supplement. In the opinion of management, such information contains all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the results for such periods.

The following summary historical financial and other data should be read in conjunction with the section entitled Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and the related notes thereto, included in our Annual Report on Form 10-K filed with the SEC on February 21, 2017, and the section entitled Part I. Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations and our unaudited interim condensed consolidated financial statements and the related notes thereto, included in our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2017 filed with the SEC on May 2, 2017, each of which are incorporated by reference in this prospectus supplement.

Table of Contents

	Year Ended December 31,			Three Months Ended March 31,	
	2016	2015	2014	2017	2016
			(In millions)		
Consolidated Statement of (Loss) Income Data					
Operating revenues (net of contractual allowances and discounts)	$ 21,275	$ 22,564	$ 21,561	$ 5,168	$ 5,754
Provision for bad debts	2,837	3,127	2,922	682	755
Net operating revenues	18,438	19,437	18,639	4,486	4,999
Operating costs and expenses:					
Salaries and benefits	8,624	8,991	8,618	2,061	2,317
Supplies	3,011	3,048	2,862	749	799
Other operating expenses	4,248	4,520	4,322	1,057	1,173
Government and other legal settlements and related costs	16	4	101	(41)	
Electronic health records incentive reimbursement	(70)	(160)	(259)	(6)	(18)
Rent	450	457	434	109	119
Depreciation and amortization	1,100	1,172	1,106	236	298
Amortization of software to be abandoned			75		
Impairment and loss on sale of businesses, net	1,919	68	41	250	17
Total operating costs and expenses	19,298	18,100	17,300	4,415	4,705
(Loss) income from operations	(860)	1,337	1,339	71	294
Interest expense, net	962	973	972	229	251
Loss from early extinguishment of debt	30	16	73	21	
Gain on sale of investments in unconsolidated affiliates	(94)				
Equity in earnings of unconsolidated affiliates	(43)	(63)	(48)	(3)	(20)
(Loss) income from continuing operations before income taxes	(1,715)	411	342	(176)	63
(Benefit from) provision for income taxes	(104)	116	82		26
(Loss) income from continuing operations	(1,611)	295	260	(176)	37
Discontinued operations, net of taxes:					
Loss from operations of entities sold or held for sale	(7)	(27)	(7)	(1)	
Impairment of hospitals sold or held for sale	(8)	(5)	(50)		(1)
Loss on sale, net		(4)			
Loss from discontinued operations, net of taxes	(15)	(36)	(57)	(1)	(1)
Net (loss) income	(1,626)	259	203	(177)	36
Less: Net income attributable to noncontrolling interests	95	101	111	22	25
Net (loss) income attributable to Community Health Systems, Inc. stockholders	$ (1,721)	$ 158	$ 92	$ (199)	$ 11

Table of Contents

	Year Ended December 31,			Three Months Ended March 31,	
	2016	2015	2014	2017	2016
			(In millions)		
Consolidated Statement of Cash Flows Data					
Net cash provided by operating activities	$ 1,137	$ 921	$ 1,615	242	294
Net cash provided by (used in) investing activities	630	(1,051)	(4,351)	(171)	(371)
Net cash (used in) provided by financing activities	(1,713)	(195)	2,872	(62)	74

	Year Ended December 31,			Three Months Ended March 31,	
	2016	2015	2014	2017	2016
			(Dollars in millions)		
Consolidated Data					
Number of hospitals (at end of period)	155	194	197	155	194
Licensed beds (at end of period)(1)	26,222	29,853	30,137	26,009	29,936
Beds in service (at end of period)(2)	23,229	26,312	27,000	23,336	26,285
Admissions(3)	857,412	940,292	924,557	212,242	239,700
Adjusted admissions(4)	1,867,348	2,038,103	1,969,770	449,012	513,192
Patient days(5)	3,832,104	4,175,214	4,091,183	972,885	1,076,226
Average length of stay (days)(6)	4.5	4.4	4.4	4.6	4.5
Occupancy rate (beds in service)(7)	43.1%	43.3%	43.8%	46.5%	45.1%
Net operating revenues	$ 18,438	$ 19,437	$ 18,639	$ 4,486	$ 4,999
Net inpatient revenues as a % of net patient revenues before provision for bad debts	43.2%	42.8%	43.9%	43.9%	43.9%
Net outpatient revenues as a % of net patient revenues before provision for bad debts	56.8%	57.2%	56.1%	56.1%	56.1%
Net (loss) income attributable to Community Health Systems, Inc. stockholders	$ (1,721)	$ 158	$ 92	$ (199)	$ 11
Net (loss) income attributable to Community Health Systems, Inc. stockholders as a % of net operating revenues	(9.3)%	0.8%	0.5%	(4.4)%	0.2%
Adjusted EBITDA(8)	$ 2,225	$ 2,670	$ 2,777	$ 527	$ 633
Adjusted EBITDA as a % of net operating revenues(8)	12.1%	13.7%	14.9%	11.7%	12.7%
Further Adjusted EBITDA Through 5/2/17 Divestitures(9)	$ 2,132				

Further Adjusted EBITDA Through 5/2/17 Divestitures as a % of Non-GAAP Adjusted Net Operating Revenues Through 5/2/17 Divestitures(9)	13.0%

Table of Contents

	Year Ended December 31,			Three Months Ended March 31,	
	2016	2015	2014	2017	2016
			(In millions)		
Consolidated Balance Sheet Data					
Cash and cash equivalents	$ 238	$ 184	$ 509	$ 247	$ 181
Total assets	21,944	26,595	27,118	21,660	26,724
Long-term debt	14,789	16,556	16,378	14,687	16,665
Deferred income taxes	411	593	845	415	599
Other long-term Liabilities	1,575	1,698	1,692	1,469	1,723
Redeemable noncontrolling interests in equity of consolidated subsidiaries	554	571	531	552	565
Community Health Systems, Inc. stockholders equity	1,615	4,019	4,003	1,429	4,003
Noncontrolling interests in equity of consolidated subsidiaries	113	86	80	112	115

	Year Ended December 31,		(Decrease)	Three Months Ended March 31,		(Decrease)
	2016	2015	Increase	2017	2016	Increase
	(Dollars in millions)					
Same-Store Data(10)						
Admissions(3)	818,559	834,383	(1.9)%	211,090	214,289	(1.5)%
Adjusted admissions(4)	1,773,093	1,782,134	(0.5)%	446,053	452,436	(1.4)%
Patient days(5)	3,678,397	3,752,264		969,056	973,873	
Average length of stay (days)(6)	4.5	4.5		4.6	4.5	
Occupancy rate (beds in service)(7)	43.4%	44.3%		46.5%	46.1%	
Net operating revenues	$ 17,481	$ 17,248	1.4%	$ 4,424	$ 4,392	0.7%
Income from operations	$ 1,069	$ 1,498	(28.6)%	$ 275	$ 295	(6.8)%
Income from operations as a % of net operating revenues	6.1%	8.7%		6.3%	6.8%	
Depreciation and amortization	$ 1,045	$ 1,030		$ 232	$ 268	
Equity in earnings of unconsolidated affiliates	$ (14)	$ (11)		$ (3)	$ (2)	

	March 31, 2017 As Adjusted (In millions)
Other Financial Data	
Secured Net Debt(11)	$ 8,379
Total Net Debt(12)	$ 14,504

(1) Licensed beds are the number of beds for which the appropriate state agency licenses a facility regardless of whether the beds are actually available for patient use.
(2) Beds in service are the number of beds that are readily available for patient use.
(3) Admissions represent the number of patients admitted for inpatient treatment.
(4) Adjusted admissions is a general measure of combined inpatient and outpatient volume. We computed adjusted admissions by multiplying admissions by gross patient revenues and then dividing that number by gross inpatient revenues.

Table of Contents

(5) Patient days represent the total number of days of care provided to inpatients.
(6) Average length of stay (days) represents the average number of days inpatients stay in our hospitals.
(7) We calculated occupancy rate percentages by dividing the average daily number of inpatients by the weighted-average number of beds in service.
(8) EBITDA is a non-GAAP financial measure which consists of net (loss) income attributable to Community Health Systems, Inc. before interest, income taxes, depreciation and amortization. Adjusted EBITDA, also a non-GAAP financial measure, is EBITDA adjusted to add back net income attributable to noncontrolling interests and to exclude the effect of discontinued operations, loss from early extinguishment of debt, impairment and (gain) loss on sale of businesses, gain on sale of investments in unconsolidated affiliates, amortization of software to be abandoned, acquisition and integration expenses from the acquisition of HMA, expense incurred related to the spin-off of QHC, expense incurred related to the sale of a majority ownership interest in our home care division, expense related to government and other legal settlements and related costs, and (income) expense from fair value adjustments on the CVR agreement liability accounted for at fair value related to the HMA legal proceedings, and related legal expenses. Adjusted EBITDA does not reflect adjustments for any completed or intended divestitures. We have from time to time sold noncontrolling interests in certain of our subsidiaries or acquired subsidiaries with existing noncontrolling interest ownership positions. We believe that it is useful to present Adjusted EBITDA because it adds back the portion of EBITDA attributable to these third-party interests and clarifies for investors our portion of EBITDA generated by continuing operations. We report Adjusted EBITDA as a measure of financial performance. Adjusted EBITDA is a key measure used by our management to assess the operating performance of our hospital operations and to make decisions on the allocation of resources. Adjusted EBITDA is also used to evaluate the performance of our executive management team and is one of the primary targets used to determine short-term cash incentive compensation. In addition, our management utilizes Adjusted EBITDA in assessing our consolidated results of operations and operational performance and in comparing our results of operations between periods. We believe it is useful to provide investors and other users of our financial statements this performance measure to align with how management assesses our results of operations. Adjusted EBITDA also is comparable to a similar metric called Consolidated EBITDA, as defined in our senior secured credit facility, which is a key component in the determination of our compliance with some of the covenants under our senior secured credit facility (including our ability to service debt and incur capital expenditures), and is used to determine the interest rate and commitment fee payable under the Credit Facility (although Adjusted EBITDA does not include all of the adjustments described in the senior secured credit facility). For further discussion of Consolidated EBITDA and how that measure is utilized in the calculation of our debt covenants, see the Capital Resources section of Part I, Item 2 of our Quarterly Report on Form 10-Q filed with the SEC on May 2, 2017, which is incorporated by reference into this prospectus supplement.

Adjusted EBITDA is not a measurement of financial performance under U.S. GAAP. It should not be considered in isolation or as a substitute for net income, operating income, or any other performance measure calculated in accordance with U.S. GAAP. The items excluded from Adjusted EBITDA are significant components in understanding and evaluating financial performance. We believe such adjustments are appropriate as the magnitude and frequency of such items can vary significantly and are not related to the assessment of normal operating performance. Additionally, our calculation of Adjusted EBITDA may not be comparable to similarly titled measures reported by other companies. See Non-GAAP Financial Measures for additional information regarding our use of this measure, including the limitations thereof.

Table of Contents

The following table reflects the reconciliation of Adjusted EBITDA, as defined, to net (loss) income attributable to Community Health Systems, Inc. stockholders as derived directly from our consolidated financial statements for the years ended December 31, 2016, 2015 and 2014 and the three months ended March 31, 2017 and 2016 (in millions):

	Year Ended December 31,			Three Months Ended March 31,	
	2016	2015	2014	2017	2016
Net (loss) income attributable to Community Health Systems, Inc. stockholders	$ (1,721)	$ 158	$ 92	$ (199)	$ 11
Adjustments:					
(Benefit from) provision for income taxes	(104)	116	82		26
Depreciation and amortization	1,100	1,172	1,106	236	298
Net income attributable to noncontrolling interests	95	101	111	22	25
Loss from discontinued operations	15	36	57	1	1
Amortization of software to be abandoned			75		
Interest expense, net	962	973	972	229	251
Loss from early extinguishment of debt	30	16	73	21	
Impairment and (gain) loss on sale of businesses, net	1,919	68	41	250	17
Gain on sale of investments in unconsolidated affiliates	(94)				
Expenses related to the acquisition and integration of HMA		1	69		
Expense (income) from government and other legal settlements and related costs	16	4	105	(41)	
(Income) expense from fair value adjustments and legal expenses related to cases covered by the CVR	(6)	8	(6)	7	
Expenses related to the sale of a majority interest in home care division	1			1	
Expenses related to the spin-off of Quorum Health Corporation	12	17			4
Adjusted EBITDA	$ 2,225	$ 2,670	$ 2,777	$ 527	$ 633

(9) For information regarding Further Adjusted EBITDA Through 5/2/17 Divestitures and Non-GAAP Adjusted Net Operating Revenues Through 5/2/17 Divestitures, including applicable reconciliations, see Other Non-GAAP Financial Measures Further Adjusted EBITDA Through 5/2/17 Divestitures and Non-GAAP Adjusted Net Operating Revenues Through 5/2/17 Divestitures below.

(10) Same-store operating results and statistical data exclude information for the hospitals divested in the spin-off of QHC for all periods presented. Same-store operating results and statistical data include information for the hospitals divested in 2017 through May 2, 2017, as a result of the fact that all such hospitals were held by us as of March 31, 2017, in light of the fact that such dispositions were completed as of May 1, 2017. For all hospitals owned throughout all periods presented, the same-store operating results and statistical data reflect the indicated periods. In addition, same-store comparisons exclude our hospitals that have previously been classified as discontinued operations for accounting purposes.

(11)

Secured Net Debt means total secured debt less $700 million outstanding under our Receivables Facility, less cash and cash equivalents, as of March 31, 2017, on an adjusted basis as reflected in Capitalization below. On May 4, 2017, using a portion of the cash received from the sale of certain hospitals on May 1, 2017, we prepaid approximately $261 million of term loans under the Credit Facility. This prepayment is not reflected in the Secured Net Debt figure set forth above. For more detailed information regarding the components of Secured Net Debt, including a description of applicable adjustments, see Capitalization below.

Table of Contents

(12) Total Net Debt means the aggregate of all outstanding indebtedness less $700 million outstanding under our Receivables Facility, less cash and cash equivalents, as of March 31, 2017, on an as adjusted basis as reflected in Capitalization below. On May 4, 2017, using a portion of the cash received from the sale of certain hospitals on May 1, 2017, we prepaid approximately $261 million of term loans under the Credit Facility. This prepayment is not reflected in the Total Net Debt figure set forth above. For more detailed information regarding the components of Total Net Debt, including a description of applicable adjustments, see Capitalization below.

Other Non-GAAP Financial Measures

This prospectus supplement, including this section below, presents certain additional non-GAAP financial measures. This section provides certain information with respect to such non-GAAP financial measures, including reconciliations to the applicable GAAP financial measures.

Further Adjusted EBITDA Through 5/2/17 Divestitures, Further Adjusted EBITDA Through 12/31/16 Divestitures, and Non-GAAP Adjusted Net Operating Revenues Through 5/2/17 Divestitures

The Summary section of this prospectus supplement, and the Summary Historical Financial and Other Data section of this prospectus supplement set forth above, present Further Adjusted EBITDA Through 5/2/17 Divestitures for the year ended December 31, 2016. Further Adjusted EBITDA Through 5/2/17 Divestitures is Adjusted EBITDA (calculated as reflected in footnote (8) in this section above), further adjusted to (i) remove the impact for the year ended December 31, 2016, of the operations included in our divestitures that were completed (x) during 2016 beginning in April 2016 (but such amounts do not adjust for the impact of Bartow Regional Medical Center, which was sold on January 1, 2016, and Lehigh Regional Medical Center, which was sold on February 1, 2016), and (y) during 2017 through May 2, 2017, in each case as if those divestitures were completed on January 1, 2016, (ii) with respect to hospital acquisitions that were completed during 2016 (we have completed no hospital acquisitions in 2017), include the estimated impact that such acquired operations would have had on our Adjusted EBITDA for the year ended December 31, 2016, as if such operations had been acquired by us as of January 1, 2016, which estimate was derived by calculating the incremental results for the period in 2016 prior to the date of the acquisition by annualizing actual results of operations in 2016 from the date of acquisition, together with such actual results of operations, and (iii) add back stock-based compensation expense in 2016.

In addition, the table set forth below presents Further Adjusted EBITDA Through 12/31/16 Divestitures for the twelve months ended March 31, 2017. Further Adjusted EBITDA Through 12/31/16 Divestitures is Adjusted EBITDA (calculated as reflected in footnote (8) in this section above), further adjusted to (i) remove the impact for the twelve months ended March 31, 2017, of the operations included in our divestitures that were completed during 2016 beginning in April 2016 (but such amounts do not adjust for the impact of Bartow Regional Medical Center, which was sold on January 1, 2016, and Lehigh Regional Medical Center, which was sold on February 1, 2016), as if those divestitures were completed on January 1, 2016, and (ii) add back stock-based compensation expense for the twelve months ended March 31, 2017. Further Adjusted EBITDA Through 12/31/16 Divestitures for the twelve months ended March 31, 2017 does not include any adjustment for acquisitions completed in 2016 in the same manner as Further Adjusted EBITDA Through 5/2/17 Divestitures for the year ended December 31, 2016 as noted in the paragraph above due to the fact that no acquisitions have been completed since April 1, 2016.

For additional information regarding the divestitures we completed in 2016 and in 2017, see Summary Recent Developments Portfolio Rationalization Program in this prospectus supplement. For additional information regarding the acquisitions we completed in 2016, see Executive Overview in Part I, Item 2 of our Quarterly Report on Form 10-Q filed with the SEC on May 2, 2017, incorporated by reference into this prospectus supplement.

Table of Contents

In addition, the table set forth below presents our non-GAAP Adjusted Net Operating Revenues Through 5/2/17 Divestitures and our Further Adjusted EBITDA Through 5/2/17 Divestitures Margin, in each case for the year ended December 31, 2016. Our non-GAAP Adjusted Net Operating Revenues Through 5/2/17 Divestitures represents our net operating revenues, further adjusted to (i) remove the impact for the year ended December 31, 2016, of the operations included in our divestitures that were completed (x) during 2016 beginning in April 2016 (but such amounts do not adjust for the impact of Bartow Regional Medical Center, which was sold on January 1, 2016, and Lehigh Regional Medical Center, which was sold on February 1, 2016) and (y) during 2017 through May 2, 2017, in each case as if those divestitures were completed on January 1, 2016 and (ii) with respect to hospital acquisitions that were completed during 2016 (we have completed no hospital acquisitions in 2017), include the estimated impact that such acquired operations would have had on our net operating revenues for the year ended December 31, 2016, as if such operations had been acquired by us as of January 1, 2016, which estimate was derived by calculating the incremental results for the period in 2016 prior to the date of the acquisition by annualizing actual results of operations in 2016 from the date of acquisition, together with such actual results of operations. Our Further Adjusted EBITDA Through 5/2/17 Divestitures Margin is determined by dividing our Further Adjusted EBITDA Through 5/2/17 Divestitures by our non-GAAP Adjusted Net Operating Revenues Through 5/2/17 Divestitures.

We believe that it is useful to present Further Adjusted EBITDA Through 5/2/17 Divestitures for the year ended December 31, 2016, because (i) it adjusts for the impact of divestitures that were completed from April 2016 through May 2, 2017 in connection with our portfolio rationalization strategy as well as hospital acquisitions that were completed during 2016 (we have completed no hospital acquisitions in 2017), and thus clarifies for investors and other users of our financial statements our portion of Adjusted EBITDA for the year ended December 31, 2016, generated by operations held by us as of May 2, 2017, and (ii) it excludes and highlights the impact of stock-based compensation expense, which we believe is useful in assessing our underlying operating results in light of the non-cash nature and variability of stock-based compensation expense. We believe that it is useful to present non-GAAP Adjusted Net Operating Revenues Through 5/2/17 Divestitures and Further Adjusted EBITDA Through 5/2/17 Divestitures Margin for the year ended December 31, 2016, because such non-GAAP financial measures similarly adjust for the impact of divestitures that were completed in 2016 from April 2016 through May 2, 2017 in connection with our portfolio rationalization strategy as well as hospital acquisitions that were completed during 2016 (we have completed no hospital acquisitions in 2017) and thus clarify for investors and other users of our financial statements our applicable operating performance for the year ended December 31, 2016, with respect to these metrics generated by operations held by us as of May 2, 2017.

We believe that it is useful to present Further Adjusted EBITDA Through 12/31/16 Divestitures because (i) it presents what we believe is a useful operating metric for purposes of the presentation of secured net debt ratios and total net ratios as noted below, taking into account the fact that this metric is presented for the twelve months ended March 31, 2017, the same date as of which secured net debt and total net debt is calculated for purposes of these ratios as noted below, (ii) it adjusts for the impact of divestitures that were completed from April 2016 through December 31, 2016 in connection with our portfolio rationalization strategy, and thus clarifies for investors and other users of our financial statements our portion of Adjusted EBITDA for the twelve months ended March 31, 2017, generated by operations held by us as of December 31, 2016, and (iii) it excludes and highlights the impact of stock-based compensation expense, which we believe is useful in assessing our underlying operating results in light of the non-cash nature and variability of stock-based compensation expense. Further Adjusted EBITDA Through 12/31/16 Divestitures does not adjust for the dispositions we have completed in 2017 through May 2, 2017.

Table of Contents

The following table presents our non-GAAP Adjusted Net Operating Revenues Through 5/2/17 Divestitures, Further Adjusted EBITDA Through 5/2/17 Divestitures and Further Adjusted EBITDA Through 5/2/17 Divestitures Margin, in each case, for the year ended December 31, 2016.

	Year Ended December 31, 2016 (Dollars in millions)
Non-GAAP Adjusted Net Operating Revenues Through 5/2/17 Divestitures	$ 16,463
Further Adjusted EBITDA Through 5/2/17 Divestitures	$ 2,132
Further Adjusted EBITDA Through 5/2/17 Divestitures Margin	13.0%

The following table reflects the reconciliation of non-GAAP Adjusted Net Operating Revenues Through 5/2/17 Divestitures, as defined, to net operating revenues, as derived directly from our consolidated financial statements for the year ended December 31, 2016:

	Year Ended December 31, 2016 (In millions)
Net operating revenues	$ 18,438
Adjustments:	
2016 completed divestitures	(925)
2017 completed divestitures	(1,096)
2016 completed acquisitions(a)	46
Non-GAAP Adjusted Net Operating Revenues Through 5/2/17 Divestitures	$ 16,463

(a) The net operating revenues of hospital acquisitions completed in 2016 has been determined based on the estimated net operating revenues of such acquired operations for the year ended December 31, 2016, as if such acquired operations had been acquired by us as of January 1, 2016, which estimate was derived by calculating the incremental revenue for the period in 2016 prior to the date of the acquisition by annualizing actual results of operations in 2016 from the date of acquisition, together with such actual results of operations.

The following table reflects the reconciliation of Further Adjusted EBITDA Through 5/2/17 Divestitures to Adjusted EBITDA, each as defined, on a consolidated basis, for the year ended December 31, 2016 (for a reconciliation of Adjusted EBITDA to net (loss) income attributable to Community Health Systems, Inc. stockholders, the most comparable GAAP measure on a consolidated basis, for the year ended December 31, 2016, see footnote (8) above).

	Year Ended December 31, 2016 (In millions)
Adjusted EBITDA	$ 2,225
Adjustments:	

2016 completed divestitures(a)		(109)
2017 completed divestitures(a)		(37)
2016 completed acquisitions(b)		7
Stock-based compensation expense		46
Further Adjusted EBITDA Through 5/2/17 Divestitures	$	2,132

(a) For additional information regarding the Adjusted EBITDA impact for the year ended December 31, 2016 for our divestitures completed in 2016 (beginning in April 2016 (which amounts do not adjust for the impact of Bartow Regional Medical Center, which was sold on January 1, 2016, and Lehigh Regional Medical

Table of Contents

Center, which was sold on February 1, 2016)) and in 2017 through May 2, 2017, and a reconciliation of such non-GAAP financial measures, see below under Other Non-GAAP Financial Measures 2016 Adjusted EBITDA 2016 Disposed Operations, 2017 Disposed Operations, Definitive Agreement Operations and LOI Operations.

(b) The Adjusted EBITDA of hospital acquisitions completed in 2016 has been determined based on the estimated Adjusted EBITDA of such acquired operations for the year ended December 31, 2016, as if such acquired operations had been acquired by us as of January 1, 2016, which estimate was derived by calculating the incremental results for the period in 2016 prior to the date of the acquisition by annualizing actual results of operations in 2016 from the date of acquisition, together with such actual results of operations.

The following table reflects the reconciliation of Adjusted EBITDA, as defined, to net (loss) income attributable to Community Health Systems, Inc. stockholders for the twelve months ended March 31, 2017. We calculate Adjusted EBITDA for the twelve months ended March 31, 2017 as follows: (i) Adjusted EBITDA for the year ended December 31, 2016, minus (ii) Adjusted EBITDA for the three months ended March 31, 2016 plus (iii) Adjusted EBITDA for the three months ended March 31, 2017.

	Year Ended December 31, 2016	Three Months Ended March 31, 2016	Three Months Ended March 31, 2017	Twelve Months Ended March 31, 2017
		(In millions)		
Net (loss) income attributable to Community Health Systems, Inc. stockholders	$ (1,721)	$ 11	$ (199)	$ (1,931)
Adjustments:				
Benefit from income taxes	(104)	26		(130)
Depreciation and amortization	1,100	298	236	1,038
Net income attributable to noncontrolling interests	95	25	22	92
Loss from discontinued operations	15	1	1	15
Interest expense, net	962	251	229	940
Loss from early extinguishment of debt	30		21	51
Impairment and (gain) loss on sale of businesses, net	1,919	17	250	2,152
Gain on sale of investments in unconsolidated affiliates	(94)			(94)
Expense (income) from government and other legal settlements and related costs	16		(41)	(25)
(Income) expense from fair value adjustments and legal expenses related to cases covered by the CVR	(6)		7	1
Expenses related to the sale of a majority interest in home care division	1		1	2
Expenses related to the spin-off of Quorum Health Corporation	12	4		8

Adjusted EBITDA	$ 2,225	$ 633	$ 527	$ 2,119

Table of Contents

The following table reflects the reconciliation of Further Adjusted EBITDA Through 12/31/16 Divestitures to Adjusted EBITDA, each as defined, on a consolidated basis, for the twelve months ended March 31, 2017 as follows: (i) Further Adjusted EBITDA Through 12/31/16 Divestitures for the year ended December 31, 2016, minus (ii) Further Adjusted EBITDA Through 12/31/16 Divestitures for the three months ended March 31, 2016 plus (iii) Further Adjusted EBITDA Through 12/31/16 Divestitures for the three months ended March 31, 2017:

	Year Ended December 31, 2016	Three Months Ended March 31, 2016	Three Months Ended March 31, 2017	Twelve Months Ended March 31, 2017
			(In millions)	
Adjusted EBITDA	$ 2,225	$ 633	$ 527	$ 2,119
Adjustments:				
2016 completed divestitures(a)	(109)	(83)		(26)
2016 completed acquisitions	7	7		
Stock-based compensation expense	46	14	9	41
Further Adjusted EBITDA Through 12/31/16 Divestitures	$ 2,169	$ 571	$ 536	$ 2,134

(a) For additional information regarding the Adjusted EBITDA impact for the twelve months ended March 31, 2017 for our divestitures completed in 2016 (beginning in April 2016 (which amounts do not adjust for the impact of Bartow Regional Medical Center, which was sold on January 1, 2016, and Lehigh Regional Medical Center, which was sold on February 1, 2016)), and a reconciliation of such non-GAAP financial measures, see below under Other Non-GAAP Financial Measures 2016 Adjusted EBITDA 2016 Disposed Operations, 2017 Disposed Operations, Definitive Agreement Operations and LOI Operations.

Secured Net Debt and Total Net Debt Ratio

The following table presents (i) the ratio of our Secured Net Debt as of March 31, 2017 (as defined in the Other Financial Data section of this section above) to our Further Adjusted EBITDA Through 12/31/16 Divestitures (calculated as reflected above) for the twelve months ended March 31, 2017, and (ii) the ratio of our Total Net Debt as of March 31, 2017 (as defined in the Other Financial Data section of this section above) to our Further Adjusted EBITDA Through 12/31/16 Divestitures for the twelve months ended March 31, 2017. Further Adjusted EBITDA Through 12/31/16 Divestitures does not adjust for the dispositions we have completed in 2017 through May 2, 2017. Neither Secured Net Debt nor Total Net Debt includes debt under our Receivables Facility.

Secured Net Debt/Further Adjusted EBITDA Through 12/31/16 Divestitures	3.9x
Total Net Debt/Further Adjusted EBITDA Through 12/31/16 Divestitures	6.8x

2016 Adjusted EBITDA 2016 Disposed Operations, 2017 Disposed Operations, Definitive Agreement Operations, and LOI Operations

The Summary section of this prospectus supplement presents Adjusted EBITDA (calculated as reflected in footnote (8) in this section above) for the year ended December 31, 2016, with respect to (a) operations included in our

divestitures that were completed in 2016 (beginning in April 2016 (which amounts do not adjust for the impact of Bartow Regional Medical Center, which was sold on January 1, 2016, and Lehigh Regional Medical Center, which was sold on February 1, 2016)) (the 2016 Disposed Operations), (b) operations included in our continuing operations related to hospitals that had been divested in 2017 through May 2, 2017 (the 2017 Disposed Operations), (c) operations included in our continuing operations related to hospitals in respect of which, as of May 2, 2017, we had entered into definitive agreements but that had not closed (the

Table of Contents

Definitive Agreement Operations), and (d) operations included in our continuing operations related to hospitals in respect of which, as of May 2, 2017, we had entered into non-binding letters of intent to dispose such operations but that had not progressed to definitive agreements (the LOI Operations). For additional information regarding these divestitures and potential divestitures, as applicable, see Summary Recent Developments Portfolio Rationalization Program.

We present Adjusted EBITDA for the year ended December 31, 2016 with respect to the 2016 Disposed Operations because we believe that, by reflecting the impact of divestitures that were completed in 2016 (beginning in April 2016 (which amounts do not adjust for the impact of Bartow Regional Medical Center, which was sold on January 1, 2016, and Lehigh Regional Medical Center, which was sold on February 1, 2016)), this measure highlights for investors and other users of our financial statements our portion of Adjusted EBITDA for the year ended December 31, 2016, generated by these operations that are no longer held by us. Similarly, we present Adjusted EBITDA with respect to the 2017 Disposed Operations for the year ended December 31, 2016, because we believe that, by reflecting the impact of these dispositions completed in 2017 through May 2, 2017, this measure separately highlights for investors and other users of our financial statements our portion of Adjusted EBITDA for the year ended December 31, 2016, generated by these operations no longer held by us. In addition, we present Adjusted EBITDA with respect to the Definitive Agreement Operations for the year ended December 31, 2016, because we believe that, by reflecting the impact of these potential dispositions subject to a definitive agreement as of May 2, 2017, this measure separately highlights for investors and other users of our financial statements our portion of Adjusted EBITDA for the year ended December 31, 2016, generated by these operations that no longer would be held by us in the event that the potential divestitures in respect of these definitive agreements were ultimately completed. Finally, we present Adjusted EBITDA with respect to LOI Operations for the year ended December 31, 2016, because we believe that this measure separately highlights for investors and other users of our financial statements our portion of Adjusted EBITDA for the year ended December 31, 2016, generated by these operations that no longer would be held by us in the event that the potential divestitures in respect of these non-binding letters of intent were ultimately completed. However, in the case of the potential dispositions subject to definitive agreements or non-binding letters of intent, there can be no assurance that these potential divestitures will be completed or, if they are completed, the ultimate timing of the completion of these divestitures.

The following table reflects the reconciliation of our Adjusted EBITDA attributable to the 2016 Disposed Operations to our income from continuing operations before income taxes (the most comparable GAAP measure to which this non-GAAP financial measure can be reconciled) attributable to the 2016 Disposed Operations for the period ended December 31, 2016:

	Year Ended December 31, 2016 (In millions)
Income from continuing operations before income taxes	$ 124
Adjustments:	
Depreciation and amortization	43
Interest expense, net	36
Gain on sale of investments in unconsolidated affiliates	(94)
Adjusted EBITDA	$ 109

Table of Contents