

BEVERLY ENTERPRISES INC

Form DEFA14A

September 26, 2005

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

**FORM 8-K
CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) September 26, 2005

BEVERLY ENTERPRISES, INC.

(Exact Name of Registrant as Specified in Charter)

| | | |
|---|---------------------------------|---|
| Delaware | 1-9550 | 62-1691861 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

| | |
|--|-------|
| One Thousand Beverly Way Fort Smith, Arkansas | 72919 |
|--|-------|

| | |
|---|-------------------------------------|
| (Address of Principal Executive Offices) Registrant's telephone number including area code | (Zip Code) (479) 201-2000 |
|---|-------------------------------------|

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Conference Call Transcript

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Item 8.01 Other Events

On September 26, 2005, William R. Floyd, the Chairman, President and Chief Executive Officer of Beverly Enterprises, Inc. (BEI) held a conference call with BEI associates to discuss the recent amendment of the merger agreement with North American Senior Care, Inc. A transcript of the conference call is provided in Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits

(a) Exhibits

| Exhibit No. | Exhibit |
|-------------|----------------------------|
| 99.1 | Conference call transcript |

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: September 26, 2005

BEVERLY ENTERPRISES, INC.

By: /s/ Pamela H. Daniels

Name: Pamela H. Daniels

Title: Senior Vice President, Controller and
Chief Accounting Officer

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EXHIBIT INDEX

| Exhibit No. | Exhibit |
|-------------|----------------------------|
| 99.1 | Conference call transcript |