

LIFEPOINT HEALTH, INC.  
Form FWP  
November 20, 2015

**Issuer Free Writing Prospectus Dated November 19, 2015**

**Filed Pursuant to Rule 433**

**Registration Statement No. 333-202368**

Pricing Term Sheet

**LifePoint Health, Inc.**

**\$500,000,000 5.875% Senior Notes due 2023**

November 19, 2015

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**Pricing Supplement**

Pricing Supplement dated November 19, 2015 to the Preliminary Prospectus Supplement dated November 19, 2015, of LifePoint Health, Inc. This Pricing Supplement is qualified in its entirety by reference to the Preliminary Prospectus Supplement. The information in this Pricing Supplement supplements the Preliminary Prospectus Supplement and supersedes the information in the Preliminary Prospectus Supplement to the extent it is inconsistent with the information in the Preliminary Prospectus Supplement. Capitalized terms used in this Pricing Supplement but not defined have the meanings given them in the Preliminary Prospectus Supplement.

Change in Size of Offering

The total offering size has been increased from \$300 million to \$500 million, which represents an increase of \$200 million from the amount reflected in the Preliminary Prospectus Supplement. See [Changes to the Preliminary Prospectus Supplement](#) below.

<b>Issuer</b>	LifePoint Health, Inc.
<b>Guarantors</b>	Guaranteed on an unsecured senior basis by certain of the Issuer's existing and future domestic subsidiaries
<b>Title of Securities</b>	5.875% Senior Notes due 2023 (the "Notes")

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<b>Form of Offering</b>	SEC Registered
<b>Aggregate Principal Amount</b>	\$500,000,000
<b>Gross Proceeds Before Expenses</b>	\$500,000,000
<b>Underwriting Discount</b>	\$6,250,000
<b>Net Proceeds Before Expenses</b>	\$493,750,000
<b>Maturity Date</b>	December 1, 2023
<b>Public Offering Price</b>	100.000% plus accrued interest from and including December 4, 2015
<b>Coupon</b>	5.875%

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<b>Yield to Worst</b>	5.875%
<b>Spread to Benchmark Treasury</b>	385 basis points
<b>Benchmark Treasury</b>	1.875% due October 31, 2022
<b>Interest Payment Dates</b>	June 1 and December 1 of each year, beginning on June 1, 2016
<b>Record Dates</b>	May 15 and November 15 of each year
<b>Trade Date</b>	November 19, 2015
<b>Settlement Date</b>	December 4, 2015 (T+10)

It is expected that delivery of the Notes will be made against payment therefor on or about December 4, 2015, which will be the tenth business day following the date of pricing of the Notes. Under Rule 15c6-1 of the Exchange Act, trades in the secondary market generally settle in three business days, unless parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the Notes prior to the delivery hereunder will be required, by virtue of the fact that the Notes will settle in T+10, to specify alternative settlement arrangements to prevent a failed settlement. Purchasers of Notes who wish to trade the Notes prior to their delivery hereunder should consult their own advisors.

**Make-Whole Redemption** Make-whole redemption at Treasury Rate + 50 basis points prior to December 1, 2018

**Optional Redemption** On or after December 1, 2018, at the following redemption prices (expressed as a percentage of principal amount), plus accrued and unpaid interest, if any, on the Notes redeemed during the twelve-month period indicated beginning on December 1 of the years indicated below:

<b>Year</b>	<b>Price</b>
2018	104.406%
2019	102.938%
2020	101.469%
2021 and thereafter	100.000%

**Equity Clawback** Up to 35% at 105.875% prior to December 1, 2018

**Change of Control** 101% plus accrued and unpaid interest, if any

**Use of Proceeds** The Issuer intends to use the net proceeds from this offering for general corporate purposes, including, but not limited to, the financing of possible acquisitions and repurchases of the Issuer's outstanding common stock from time to time.

**Joint Book-Running Managers**

Citigroup Global Markets Inc.  
Barclays Capital Inc.  
Merrill Lynch, Pierce, Fenner & Smith Incorporated  
Goldman, Sachs & Co.  
J.P. Morgan Securities LLC  
UBS Securities LLC

**Co-Managers**

Fifth Third Securities, Inc.  
Mitsubishi UFJ Securities (USA), Inc.  
SunTrust Robinson Humphrey, Inc.  
Credit Agricole Securities (USA) Inc.  
Regions Securities LLC  
SMBC Nikko Securities America, Inc.

**CUSIP Number**

53219LAN9

**ISIN**

US53219LAN91

**Denominations**

Minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof

**Changes to the Preliminary Prospectus Supplement**

**Offering Size:**

Disclosures set forth throughout the preliminary prospectus supplement are updated to reflect the increase in the size of the offering from an aggregate principal amount of Notes of \$300,000,000 to \$500,000,000. All figures presented as giving effect to the offering, including net proceeds from the offering and as adjusted cash and cash equivalents, total debt and total capitalization, excluding unamortized discount and premium, are increased accordingly to give effect to the increase in the offering size.

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**Other information (including financial information) presented in the Preliminary Prospectus Supplement is deemed to have changed to the extent affected by the changes described herein.**

**The Issuer has filed a registration statement (including a prospectus) with the Securities and Exchange Commission, or SEC, for the Offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the Issuer has filed with the SEC for more complete information about the Issuer and the offering. You may get these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, copies of the preliminary prospectus supplement and accompanying prospectus may be obtained by contacting Citigroup Global Markets Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, emailing [prospectus@citi.com](mailto:prospectus@citi.com) or calling toll free 1-800-831-9146.**

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