

KINDRED HEALTHCARE, INC  
Form S-8  
July 31, 2014

As filed with the Securities and Exchange Commission on July 31, 2014

Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**KINDRED HEALTHCARE, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or other Jurisdiction of**  
**Incorporation or Organization)**

**8050**  
**(Primary Standard Industrial**  
**Classification Code Number)**  
**680 South Fourth Street**  
**Louisville, KY 40202-2412**

**61-1323993**  
**(I.R.S. Employer**  
**Identification Number)**

**(502) 596-7300**

**(Address, including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)**

**Kindred Healthcare, Inc. 2011 Stock Incentive Plan, Amended and Restated**

**(Full Title of the Plan)**

**Joseph L. Landenwich, Esq.**

**Co-General Counsel and Corporate Secretary**

**Kindred Healthcare, Inc.**

**680 South Fourth Street**

**Louisville, KY 40202-2412**

**(502) 596-7300**

**(Name, Address, and Telephone Number, Including Area Code, of Agent for Service)**

*with copies to:*

**Michael Albano, Esq.**

**Cleary, Gottlieb, Steen & Hamilton**

**One Liberty Plaza**

**New York, NY 10006**

**(212) 225-2000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**Calculation of Registration Fee**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Kindred Healthcare, Inc. Common Stock, par value \$0.25 per share, to be issued under the Kindred Healthcare, Inc. 2011 Stock Incentive Plan, Amended and Restated	2,700,000	\$24.165	\$65,245,500	\$8,403.62

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Kindred Healthcare, Inc. (the "Registrant") common stock, par value \$0.25 per share (the "Common Stock") that become issuable under the Kindred Healthcare, Inc. 2011 Stock Incentive Plan, Amended and Restated (the "Stock Incentive Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction affected without the receipt of consideration that increases the number of the registrant's outstanding shares of Common Stock.
- (2) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(c) under the Securities Act, based on the average of the high and low prices of the Common Stock of the Registrant as reported on the New York Stock Exchange on July 28, 2014.

### **Explanatory Note**

On March 26, 2014, the Board of Directors of the Registrant amended and restated the Stock Incentive Plan to, among other things, increase the maximum number of shares of Common Stock that may be issued pursuant to awards that may be granted under the Stock Incentive Plan by 2,700,000. The Registrant's shareholders approved the amendments to the Stock Incentive Plan at the Registrant's Annual Meeting of Shareholders held on May 22, 2014.

The additional shares of Common Stock to be registered by this Registration Statement are of the same class as those securities covered by the Registrant's previously filed Registration Statement on Form S-8 filed on May 31, 2011 (Registration No. 333-174615) with respect to the Stock Incentive Plan (the Prior Registration Statement). This Registration Statement on Form S-8 has been prepared and filed pursuant to and in accordance with the requirements of General Instruction E to Form S-8 for the purpose of effecting the registration under the Securities Act of an additional 2,700,000 shares of Common Stock issuable pursuant to awards to be granted under the Stock Incentive Plan. Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statement, made in connection with the Plan, including the periodic reports that the Registrant filed after the Prior Registration Statement to maintain current information about the Registrant, are incorporated herein by reference.

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**Part II****Item 8. Exhibits.**

In addition to the exhibits filed or incorporated by reference into the Prior Registration Statement, the following documents are filed as exhibits to this Registration Statement.

Exhibit No.	Description	Method of Filing
4.1	The Kindred Healthcare, Inc. 2011 Stock Incentive Plan, Amended and Restated	Filed as Appendix A to the Registrant's Proxy Statement on Schedule 14A, filed by the Registrant with the Securities and Exchange Commission on April 3, 2014
5.1	Opinion of Joseph L. Landenwich as to the validity of the securities being registered	Filed herewith
23.1	Consent of PricewaterhouseCoopers LLP	Filed herewith
23.2	Consent of Joseph L. Landenwich	Included in Exhibit 5.1
24	Power of Attorney (filed as part of signature pages)	Included on the signature page

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## SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Louisville, Kentucky, on the 31st day of July, 2014.

KINDRED HEALTHCARE, INC.

By: /s/ Stephen D. Farber  
Name: Stephen D. Farber  
Title: Executive Vice President, Chief  
Financial Officer

## POWER OF ATTORNEY

Each person whose signature appears below on this Registration Statement hereby constitutes and appoints Stephen D. Farber and Joseph L. Landenwich, and each of them, with full power to act without the other, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities (unless revoked in writing) to sign any and all amendments (including post-effective amendments thereto) to this Registration Statement to which this power of attorney is attached, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting to such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by each of the following persons in the capacities indicated, on the 31st day of July 2014.

<b>Signature</b>	<b>Title</b>
/s/ Paul J. Diaz <b>Paul J. Diaz</b>	Chief Executive Officer and Director (Principal Executive Officer)
/s/ Stephen D. Farber <b>Stephen D. Farber</b>	Executive Vice President, Chief Financial Officer (Principal Financial Officer)
/s/ John J. Lucchese <b>John J. Lucchese</b>	Senior Vice President and Chief Accounting Officer  (Principal Accounting Officer)

<b>Signature</b>	<b>Title</b>
/s/ Phyllis R. Yale <b>Phyllis R. Yale</b>	Chair of the Board
/s/ Joel Ackerman <b>Joel Ackerman</b>	Director
/s/ Jonathan D. Blum <b>Jonathan D. Blum</b>	Director
/s/ Thomas P. Cooper, M.D. <b>Thomas P. Cooper, M.D.</b>	Director
/s/ Heyward R. Donigan <b>Heyward R. Donigan</b>	Director
/s/ Richard Goodman <b>Richard Goodman</b>	Director
/s/ Christopher T. Hjelm <b>Christopher T. Hjelm</b>	Director
/s/ Fred J. Kleisner <b>Fred J. Kleisner</b>	Director
/s/ John H. Short, Ph.D. <b>John H. Short, Ph.D.</b>	Director

EXHIBIT INDEX

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