

COMMUNITY HEALTH SYSTEMS INC

Form S-8

September 16, 2011

Table of Contents

As filed with the Securities and Exchange Commission on September 16, 2011

Registration No. 333- _____

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

**FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

COMMUNITY HEALTH SYSTEMS, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

13-3893191
(I.R.S. Employer Identification No.)

4000 Meridian Boulevard
Franklin, Tennessee
(Address of Principal Executive Offices)

37067
(Zip Code)

Community Health Systems, Inc. 2009 Stock Option and Award Plan
(Full Title of the Plan)

Rachel A. Seifert
Executive Vice President, Secretary and General Counsel
Community Health Systems, Inc.
4000 Meridian Boulevard
Franklin, Tennessee 37067

(Name and Address of Agent for Service)

(615) 465-7000

(Telephone Number, Including Area Code, of Agent For Service)

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 definition 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

| Title Of Each Class Of Securities To Be Registered | Amount To Be Registered⁽¹⁾ | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount Of Registration Fee⁽²⁾ |
|---|--|--|--|---|
| Common Stock, par value \$0.01 per share | 1,200,000 | \$17.47 ⁽³⁾ | \$20,964,000 ⁽³⁾ | \$2,434 |

- (1) This Registration Statement covers 1,200,000 additional shares of common stock, par value \$0.01 per share, of Community Health Systems, Inc. (the Registrant or the Corporation) available for issuance pursuant to awards under the Corporation s 2009 Stock Option and Award Plan (the Plan). This Registration Statement also covers any additional shares of common stock of the Registrant that become issuable pursuant to awards by reason of any stock dividend, stock split, recapitalization or other similar transaction that results in an increase in the number of the outstanding shares of common stock of the Registrant.
 - (2) Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of additional securities for the Plan. A Registration Statement on Form S-8 has been filed previously on December 14, 2009 (Registration No. 333-163689) for the existing securities under the Plan.
 - (3) Calculated solely for purposes of this offering under Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, on the basis of the average of the high and low selling prices per share of common stock of the Registrant on September 12, 2011, as reported on the New York Stock Exchange.
-

TABLE OF CONTENTS

PART II

Item 3. Incorporation of Documents by Reference

Item 8. Exhibits

SIGNATURES

EXHIBIT INDEX

EX-5

EX-23.1

Table of Contents

EXPLANATORY NOTE

Incorporation by Reference. This Registration Statement is filed pursuant to General Instruction E to Form S-8. The contents of the Registration Statement on Form S-8 (Registration No. 333-163689) are incorporated herein by reference and made a part hereof.

Registration of Additional Shares of Common Stock Under the Plan. This Registration Statement on Form S-8 is filed by the Registrant to register an additional 1,200,000 shares of common stock, par value \$0.01 per share, of Community Health Systems, Inc., which may be awarded under the Community Health Systems, Inc. 2009 Stock Option and Award Plan pursuant to an amendment and restatement of such plan authorized by the stockholders of the Registrant on May 17, 2011.

Table of Contents

**PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 3. Incorporation of Documents by Reference.

The contents of each of the Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission (the Commission) on December 14, 2009 (Registration No. 333-163689) by Community Health Systems, Inc., a Delaware corporation (the Corporation or the Registrant), are incorporated herein by reference. In addition, the following new documents filed with the Commission by the Corporation are incorporated herein by reference:

- (a) the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, filed with the Commission on February 25, 2011;
- (b) the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2011, filed with the Commission on April 29, 2011, and the Registrant's Quarterly Report on Forms 10-Q and 10-Q/A for the fiscal quarter ended June 30, 2011, filed with the Commission on August 1, 2011 and August 3, 2011, respectively;
- (c) the Registrant's Current Reports on Form 8-K, filed with the Commission on each of January 10, 2011, January 14, 2011, April 11, 2011, April 18, 2011, April 20, 2011, April 22, 2011, May 2, 2011, May 10, 2011, and May 18, 2011; and
- (d) the description of the Registrant's common stock contained in the Corporation's Registration Statement on Form 8-A, File No. 001-15925, filed with the Commission on June 5, 2000.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the effective date of this Registration Statement, prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents. In no event, however, will any information that the Registrant discloses under Item 2.02 or Item 7.01 (and any related exhibits) of any Current Report on Form 8-K that the Registrant may from time to time furnish to the Commission be incorporated by reference into, or otherwise become a part of, this Registration Statement. Any statement contained in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

Item 8. Exhibits.

Exhibit No. Description

- 5 Opinion of Kirkland & Ellis LLP.*
- 10 Community Health Systems, Inc. 2009 Stock Option and Award Plan (incorporated by reference to the Registrant's Definitive Proxy Statement on Form DEF 14A filed with the Commission on April 7, 2011).
- 23.1 Consent of Deloitte & Touche LLP.*
- 23.2 Consent of Kirkland & Ellis LLP (included in Exhibit 5).*
- 24 Power of Attorney (included on signature page).*

* Filed herewith.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Franklin, State of Tennessee on this 16th day of September, 2011.

**COMMUNITY HEALTH SYSTEMS,
INC.**

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

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints, Wayne T. Smith, 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, to sign any and all amendments (including post-effective amendments) to this registration statement on Form S-8 and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

-4-

Table of Contents

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| Signature | Title | Date |
|--|--|--------------------|
| /s/ Wayne T. Smith Wayne T. Smith | Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer) | September 16, 2011 |
| /s/ W. Larry Cash W. Larry Cash | Executive Vice President, Chief Financial Officer (Principal Financial and Accounting Officer) and Director | September 16, 2011 |
| /s/ John A. Clerico John A. Clerico | Director | September 16, 2011 |
| /s/ James S. Ely III James S. Ely III | Director | September 16, 2011 |
| /s/ John A. Fry John A. Fry | Director | September 16, 2011 |
| /s/ William Norris Jennings, M.D. William Norris Jennings, M.D. | Director | September 16, 2011 |
| /s/ Julia B. North Julia B. North | Director | September 16, 2011 |
| /s/ H. Mitchell Watson, Jr. H. Mitchell Watson, Jr. | Director | September 16, 2011 |

Table of Contents

EXHIBIT INDEX

Exhibit No. Description

| | |
|------|--|
| 5 | Opinion of Kirkland & Ellis LLP.* |
| 10 | Community Health Systems, Inc. 2009 Stock Option and Award Plan (incorporated by reference to the Registrant's Definitive Proxy Statement on Form DEF 14A filed with the Commission on April 7, 2011). |
| 23.1 | Consent of Deloitte & Touche LLP.* |
| 23.2 | Consent of Kirkland & Ellis LLP (included in Exhibit 5).* |
| 24 | Power of Attorney (included on signature page).* |

* Filed herewith