

NATIONAL HEALTHCARE CORP
Form SC 13G/A
September 24, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2

(Amendment No. 1)*

NATIONAL HEALTHCARE CORPORATION
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

635906100
(CUSIP Number)

September 23, 2009
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed.

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 635906100
 SCHEDULE 13G

Page 2 of 12 Pages

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The 1818 Fund II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 **-0-** SHARED VOTING POWER

7 **634,155** SOLE DISPOSITIVE POWER

8 **-0-** SHARED DISPOSITIVE POWER

634,155

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

634,155

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.6%

12 TYPE OF REPORTING PERSON

PN

CUSIP No. 635906100
 SCHEDULE 13G

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 **Brown Brothers Harriman & Co.**
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x
 (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 -0-
 SHARED VOTING POWER

7 **634,155**
 SOLE DISPOSITIVE POWER

8 -0-
 SHARED DISPOSITIVE POWER

634,155

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 **634,155**
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (a) o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.6%

12 TYPE OF REPORTING PERSON

PN

CUSIP No. 635906100
 SCHEDULE 13G

Page 4 of 12 Pages

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

T. Michael Long

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x
 (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 **-0-** SHARED VOTING POWER

7 **634,155** SOLE DISPOSITIVE POWER

8 **-0-** SHARED DISPOSITIVE POWER

634,155

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

634,155

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.6%

12 TYPE OF REPORTING PERSON

IN

CUSIP No. 635906100
 SCHEDULE 13G

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Lawrence C. Tucker

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x
 (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 **-0-** SHARED VOTING POWER

7 **634,155** SOLE DISPOSITIVE POWER

8 **-0-** SHARED DISPOSITIVE POWER

634,155

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12 TYPE OF REPORTING PERSON

IN

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ITEM 1. (a) Name of Issuer

National Healthcare Corporation (the "Company").

(b) Address of Issuer's Principal Executive Offices

100 Vine Street, Suite 1400, Murfreesboro, TN 37130

ITEM 2. (a) Name of Persons Filing

(i) The 1818 Fund II, L.P. (the "Fund")

(ii) Brown Brothers Harriman & Co., the general partner of the Fund ("BBH&Co.")

(iii) T. Michael Long; and

(iv) Lawrence C. Tucker ("Tucker")(i) through (iv) collectively, the "Reporting Persons").

(b) Address of Principal Business Office

The address of the principal business offices of each of the Reporting Persons is 140 Broadway New York, New York 10005.

(c) Citizenship

Fund- a Delaware limited partnership

BBH& Co.- a New York limited partnership

Long- United States

Tucker- United States

(d) Title of Class of Securities

Common Stock, par value \$0.01 per share (the "Common Stock" or "Shares")

(e) CUSIP Number:

635906100

ITEM 3. If this statement is filed pursuant to either Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

