

COMMUNITY HEALTH SYSTEMS INC

Form S-4/A

November 18, 2013

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Registration No. 333-191339

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

AMENDMENT NO. 1
TO
FORM S-4
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

8062
(Primary Standard Industrial

13-3893191
(I.R.S. Employer

Incorporation or Organization) Classification Code Number) Identification Number)

4000 Meridian Boulevard

Franklin, Tennessee 37067

(615) 465-7000

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

Rachel A. Seifert

Community Health Systems, Inc.

Executive Vice President, Secretary and General Counsel

4000 Meridian Boulevard

Franklin, Tennessee 37067

(615) 465-7000

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

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New York, New York 10022

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Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable on or after the effective date of this registration statement after all other conditions to the completion of the merger described herein have been satisfied or waived.

If the securities being registered on this Form are to be offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

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The information in this proxy statement/prospectus is not complete and may be changed. Community Health Systems, Inc. may not issue these securities until the registration statement filed with the Securities and Exchange Commission is effective. This proxy statement/prospectus is not an offer to sell these securities and Community Health Systems, Inc. is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

PRELIMINARY COPY SUBJECT TO COMPLETION, DATED NOVEMBER 18, 2013

PROXY STATEMENT/PROSPECTUS

PROPOSED MERGER YOUR VOTE IS IMPORTANT

Dear stockholders of Health Management Associates, Inc.:

On July 29, 2013, the boards of directors of Health Management Associates, Inc., or HMA, and Community Health Systems, Inc., or CHS, each approved an agreement and plan of merger, entered into on July 29, 2013 and amended on September 24, 2013 and, as amended, referred to as the merger agreement, providing for HMA to be acquired by CHS, which transaction is referred to as the merger. You are cordially invited to attend a special meeting of HMA stockholders to be held at the Ritz-Carlton Golf Resort Naples, 2600 Tiburón Drive, Naples, Florida 34109, at 8:00 a.m., local time, on January 8, 2014.

At the HMA special meeting, you will be asked to consider and vote upon a proposal to adopt the merger agreement, pursuant to which HMA would be acquired through a merger with a wholly owned subsidiary of CHS. If the merger contemplated by the merger agreement is completed, each share of common stock of HMA outstanding immediately prior to the effective time of the merger (other than treasury shares of HMA and any shares of HMA common stock owned by CHS or any subsidiary of CHS or HMA, and other than shares of HMA common stock as to which dissenters' rights have been properly exercised), pursuant to the General Corporation Law of the State of Delaware, will be converted into the right to receive (1) \$10.50 in cash, without interest, (2) 0.06942 shares of common stock of CHS and (3) one contingent value right issued by CHS, and is subject to any applicable withholding of taxes and the payment of cash in lieu of fractional shares. This is referred to as the merger consideration. CHS expects to issue approximately 18,361,256 shares of CHS common stock and approximately 264,495,187 CVRs in the merger. The implied value of the stock portion of the merger consideration will fluctuate as the market price of CHS common stock fluctuates. You should obtain current stock price quotations for CHS common stock and HMA common stock before deciding how to vote with respect to the adoption of the merger agreement. CHS common stock and HMA common stock are listed for trading on the New York Stock Exchange under the symbols CYH and HMA, respectively. In addition, the value, if any, of the CVRs is speculative.

At the HMA special meeting, you also will be asked to consider and vote upon a proposal to approve, on a non-binding, advisory basis, the compensation that may be paid or become payable to HMA's named executive

officers that is based on or otherwise relates to the merger and a proposal to adjourn the HMA special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the HMA special meeting.

After careful consideration, on July 29, 2013, the HMA board of directors unanimously approved the merger agreement, the merger and the other transactions contemplated by the merger agreement and declared that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable, fair to and in the best interests of HMA and its stockholders. On August 12, 2013, Glenview Capital Management, LLC, or Glenview, delivered written consents from holders of HMA common stock, or their duly authorized proxies, sufficient to replace the entire HMA board of directors with nominees of Glenview pursuant to a consent solicitation process that had previously been commenced by Glenview. As a result of Glenview's successful consent solicitation, HMA announced on August 16, 2013, following an independent inspector of election's certification of written consents, that all of the incumbent HMA board members were removed and replaced by the Glenview nominees. On November 12, 2013, after careful consideration, the new HMA board of directors unanimously determined to reaffirm the determination of the prior HMA board of directors that the merger agreement and the transactions contemplated by the merger agreement are advisable to and in the best interests of HMA and its stockholders. **The HMA board of directors unanimously recommends that you vote FOR the adoption of the merger agreement; FOR the approval, on a non-binding, advisory basis, of the compensation that may be paid or become payable to HMA's named executive officers that is based on or otherwise relates to the merger; and FOR the approval of the adjournment of the HMA special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the HMA special meeting.**

The accompanying document is a proxy statement of HMA and a prospectus of CHS, and provides you with information about HMA, CHS, the proposed merger and the special meeting of HMA stockholders. HMA and CHS encourage you to read the entire proxy statement/prospectus carefully.

You may also obtain more information about HMA and CHS from documents HMA and CHS have filed with the Securities and Exchange Commission.

For a discussion of risk factors you should consider in evaluating the merger agreement you are being asked to adopt, see Risk Factors beginning on page 30 of the accompanying proxy statement/prospectus.

Your vote is important. Adoption of the merger agreement requires the approval of the holders of at least 70% of the outstanding shares of HMA common stock entitled to vote thereon. The failure of any stockholder to vote will have the same effect as a vote against adopting the merger agreement. Accordingly, whether or not you plan to attend the HMA special meeting, you are requested to promptly vote your shares by proxy electronically via the Internet, by telephone or by sending in the appropriate paper proxy card as instructed in these materials. If you sign, date and mail your proxy card without indicating how you wish to vote, your vote will be counted as a vote FOR each of the proposals described in the accompanying proxy statement/prospectus.

Granting a proxy will not prevent you from voting your shares in person if you choose to attend the HMA special meeting.

We thank you for your continued support of HMA.

Sincerely,

The board of directors of Health Management Associates, Inc.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the merger described in the accompanying proxy statement/prospectus nor have they approved or disapproved of the issuance of the CHS common stock or the CVRs in connection with the merger, or determined if the accompanying proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

The accompanying proxy statement/prospectus is dated November [], 2013 and is first being mailed to HMA stockholders on or about November [], 2013

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HEALTH MANAGEMENT ASSOCIATES, INC.

5811 Pelican Bay Boulevard

Suite 500

Naples, Florida 34108-2710

(239) 598-3131

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS TO BE HELD ON JANUARY 8, 2014

NOTICE IS HEREBY GIVEN that a special meeting of stockholders of Health Management Associates, Inc., or HMA, will be held at the Ritz-Carlton Golf Resort Naples, 2600 Tiburón Drive, Naples, Florida 34109, at 8:00 a.m., local time, on January 8, 2014. Holders of HMA common stock at the close of business on November 22, 2013 (such date and time, the record date) will be asked to:

- Proposal 1. consider and vote upon the adoption of the Agreement and Plan of Merger, dated as of July 29, 2013, as it may be amended from time to time, by and among HMA, Community Health Systems, Inc., or CHS, and FWCT-2 Acquisition Corporation (the merger agreement);
- Proposal 2. consider and vote, on a non-binding, advisory basis, to approve compensation that may be paid or become payable to HMA's named executive officers that is based on or otherwise relates to the merger contemplated by the merger agreement; and
- Proposal 3. consider and vote upon the approval of the adjournment of the HMA special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the HMA special meeting.

Please refer to the attached proxy statement/prospectus and the merger agreement for further information with respect to the business to be transacted at the HMA special meeting. HMA expects to transact no other business at the meeting. Holders of record of HMA common stock as of the record date will be entitled to notice of and to vote at the HMA special meeting with regard to Proposals 1-3 described above.

The HMA board of directors unanimously recommends that you vote FOR the adoption of the merger agreement; FOR the approval, on a non-binding, advisory basis, of the compensation that may be paid or become payable to HMA's named executive officers that is based on or otherwise relates to the merger; and FOR the approval of the adjournment of the HMA special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the HMA special meeting.

Your vote is important regardless of the number of shares that you own. Whether or not you plan on attending the HMA special meeting, we urge you to read the proxy statement/prospectus carefully and to please vote your shares as promptly as possible. You may vote your shares by proxy electronically via the Internet, by telephone, by completing and sending in the appropriate paper proxy card or in person at the HMA special meeting.

All HMA stockholders as of the record date are cordially invited to attend the HMA special meeting.

By Order of the Board of Directors

Kathleen K. Holloway

Corporate Secretary

Naples, Florida

November [], 2013

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REFERENCES TO ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates by reference important business and financial information about each of CHS and HMA from documents that each company has filed or will file with the Securities and Exchange Commission, or the SEC, but that are not being included in or delivered with this proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You may read and copy the documents incorporated by reference in this proxy statement/prospectus and other information about each of CHS and HMA that is filed with the SEC under the Securities and Exchange Act of 1934, or the Exchange Act, at the SEC's Public Reference Room at 100 F Street, N.E., Washington, DC 20549. You can also obtain such documents free of charge through the SEC's website, www.sec.gov, or by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

For information about

For information about

Community Health Systems, Inc.:

Health Management Associates, Inc.:

By Mail: Community Health Systems, Inc.
4000 Meridian Boulevard
Franklin, Tennessee 37067
Attention: Investor Relations

By Mail: Health Management Associates, Inc.
5811 Pelican Bay Boulevard, Suite 500
Naples, Florida 34108
Attention: Investor Relations

By Telephone: (615) 465-7000

By Telephone: (239) 598-3131

If you would like to request any documents, please do so by December 26, 2013 in order to receive them before the HMA special meeting.

For additional information on documents incorporated by reference in this proxy statement/prospectus, please see "Where You Can Find More Information" beginning on page 189. Please note that information contained on the websites of CHS or HMA is not incorporated by reference in, nor considered to be part of, this proxy statement/prospectus.

ABOUT THIS PROXY STATEMENT/PROSPECTUS

CHS has supplied all information contained in or incorporated by reference into this proxy statement/prospectus relating to CHS. HMA has supplied all information contained in or incorporated by reference into this proxy statement/prospectus relating to HMA. CHS and HMA have both contributed to information relating to the merger.

You should rely only on the information contained in or incorporated by reference into this proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in or incorporated by reference into this proxy statement/prospectus. This proxy statement/prospectus is dated November [], 2013, and is based on information as of November [], 2013 or such other date as may be noted. You should not assume that the information contained in this proxy statement/prospectus is accurate as of any other date. You should not assume that the information contained in any document incorporated or deemed to be incorporated by reference herein is accurate as of any date other than the date of such document. Any statement contained in a

document incorporated or deemed to be incorporated by reference into this proxy statement/prospectus will be deemed to be modified or superseded 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 into this proxy statement/prospectus modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this proxy statement/prospectus. Neither the mailing of this proxy statement/prospectus to the stockholders of HMA nor the taking of any actions contemplated hereby by CHS or HMA at any time will create any implication to the contrary.

This proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction in which or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction.

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DEFINED TERMS

This proxy statement/prospectus generally avoids the use of technical defined terms, but a few frequently used terms may be helpful for you to have in mind at the outset. Unless otherwise specified or if the context so requires, this proxy statement/prospectus refers to:

the transaction pursuant to which CHS's wholly owned subsidiary, Merger Sub, will merge with and into HMA, and HMA will become a direct or indirect wholly owned subsidiary of CHS, and the conversion of shares of HMA common stock into rights to receive cash, shares of CHS common stock and contingent value rights issued by CHS, as the merger ;

the Agreement and Plan of Merger, dated as of July 29, 2013 (as it may be amended from time to time), by and among HMA, CHS and Merger Sub, pursuant to which the merger will be completed, as the merger agreement ;

the (1) \$10.50 in cash, without interest, (2) 0.06942 shares of CHS common stock to be paid by CHS and (3) one contingent value right issued by CHS in accordance with the terms of the CVR agreement in exchange for each share of HMA common stock pursuant to the terms of the merger agreement, as the merger consideration ;

Community Health Systems, Inc., a Delaware corporation, as CHS ;

the board of directors of CHS as the CHS board of directors ;

the by-laws of CHS, as amended and restated on February 27, 2008, as the CHS By-laws ;

the restated certificate of incorporation of CHS, as amended on May 18, 2010, as the CHS Charter ;

the common stock, par value \$0.01 per share, of CHS as CHS common stock ;

FWCT-2 Acquisition Corporation, a Delaware corporation and a wholly owned subsidiary of CHS, as Merger Sub ;

Health Management Associates, Inc., a Delaware corporation, as HMA ;

the board of directors of HMA as the HMA board of directors ;

the by-laws of HMA, as amended and restated on December 7, 2010, and as amended and restated as of August 12, 2013, as the HMA By-laws ;

the fifth restated certificate of incorporation of HMA, as amended on March 3, 1999, as the HMA Charter ;

the class A common stock, par value \$0.01 per share, of HMA as HMA common stock ;

the General Corporation Law of the State of Delaware, as the DGCL ;

the Contingent Value Rights Agreement as the CVR agreement ; and

a contingent value right issued by CHS in accordance with the terms of the CVR agreement as a CVR or contingent value right .

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QUESTIONS AND ANSWERS

The questions and answers below highlight only selected information from this proxy statement/prospectus. They do not contain all of the information that may be important to you. The HMA board of directors is soliciting proxies from its stockholders to vote at a special meeting of HMA stockholders, to be held at the Ritz-Carlton Golf Resort Naples, 2600 Tiburón Drive, Naples, Florida 34109, at 8:00 a.m., local time, on January 8, 2014, and any adjournment or postponement of that meeting. You should read carefully this entire proxy statement/prospectus and the additional documents incorporated by reference into this proxy statement/prospectus to fully understand the matters to be acted upon and the voting procedures for the HMA special meeting.

Q: Why have I received this proxy statement/prospectus?

A: You are receiving this document because you were a stockholder of record of HMA on the record date for the HMA special meeting. On July 29, 2013, the boards of directors of HMA and CHS each approved the merger agreement, entered into on July 29, 2013, providing for HMA to be acquired by CHS. On November 12, 2013, after careful consideration, the new HMA board of directors unanimously determined to reaffirm the determination of the prior HMA board of directors that the merger agreement and the transactions contemplated by the merger agreement are advisable to and in the best interests of HMA and its stockholders. A copy of the merger agreement is attached to this proxy statement/prospectus as *Annex A*, which we encourage you to review. In order to complete the merger, HMA stockholders must vote to adopt the merger agreement. Adoption of the merger agreement requires the approval of the holders of at least 70% of the outstanding shares of HMA common stock entitled to vote thereon.

This document is being delivered to you as both a proxy statement of HMA and a prospectus of CHS. It is a proxy statement because the HMA board of directors is soliciting proxies from its stockholders to vote on the adoption of the merger agreement at a special meeting of HMA stockholders as well as the other matters set forth in the notice of the meeting and described in this proxy statement/prospectus, and your proxy will be used at the meeting or at any adjournment or postponement of the meeting. It is a prospectus because CHS will issue CHS common stock and CVRs to HMA stockholders in the merger. On or about November [], 2013, HMA intends to begin to deliver to its stockholders of record as of the close of business on November 22, 2013, printed versions of these materials.

Your vote is important.

Q: What is the merger transaction upon which I am being asked to vote?

A: Holders of HMA common stock as of the record date are being asked to vote on the adoption of the merger agreement, pursuant to which a wholly owned subsidiary of CHS, FWCT-2 Acquisition Corporation, referred to as Merger Sub, will merge with and into HMA, with HMA surviving as a direct or indirect wholly owned subsidiary of CHS.

IF HMA STOCKHOLDERS FAIL TO ADOPT THE MERGER AGREEMENT, THE MERGER CANNOT BE COMPLETED.

Q: What will I receive for my shares of HMA common stock in the merger?

A: Subject to certain limitations set forth in the merger agreement, HMA stockholders will receive the following in exchange for each share of HMA common stock in the merger:

\$10.50 in cash, without interest,

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0.06942 shares of CHS common stock, and

one contingent value right, or CVR, issued by CHS and payable upon final resolution of certain existing legal matters involving HMA.

The implied value of the stock portion of the merger consideration will fluctuate as the market price of CHS common stock fluctuates. You should obtain current stock price quotations for CHS common stock and HMA common stock before deciding how to vote with respect to the adoption of the merger agreement. CHS common stock and HMA common stock are listed for trading on the New York Stock Exchange under the symbols CYH and HMA, respectively. In addition, the value, if any, of the CVRs is speculative.

Q: What are the terms of the CVR?

A: Upon the closing of the merger, CHS and a trustee mutually acceptable to CHS and HMA will enter into a Contingent Value Rights Agreement governing the terms of the CVRs. A holder of a CVR will be entitled to receive a cash payment of up to \$1.00 per CVR following and conditioned upon the final resolution of certain existing legal matters involving HMA. If the amount of certain specified losses (including attorney's fees and expenses) arising out of or relating to such legal matters exceeds a deductible of \$18,000,000, the amount payable in respect of each CVR will be reduced (but not below zero) by a pro rata portion (based on the total number of CVRs outstanding at the time of final resolution of such legal matters) of \$0.90 for each dollar of losses in excess of the \$18,000,000 deductible. To the extent such specified losses arising out of such legal matters exceeds approximately \$318,000,000, the amount payable in respect of each CVR will be zero. For purposes of calculating the payment to the CVR holders, the amount of such losses will be net of any amounts actually recovered by CHS under insurance policies. After the closing of the merger, CHS will control the management and disposition of the above mentioned legal matters involving HMA, including with respect to the defense, negotiation and settlement thereof. The CVRs do not have a finite payment date.

For more information on the terms of the CVRs, see the section entitled "Description of the CVRs" beginning on page 166 and see the form of CVR agreement attached as *Annex B* to this proxy statement/prospectus.

Q: Where will the CHS common stock and the CVR that I receive in the merger be traded?

A: CHS will apply to have the new shares of CHS common stock issued in the merger listed on the New York Stock Exchange,