

COMMUNITY HEALTH SYSTEMS INC

Form S-8

August 08, 2003

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As filed with the Securities and Exchange Commission on \_\_\_\_\_, 2003

Registration No. 333-

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM S-8

### REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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## 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 Number)

**155 Franklin Road, Suite 400**

**Brentwood, Tennessee 37027**

(Address of principal executive offices)

**Community Health Systems, Inc.**

**2000 Stock Option and Award Plan**

**(As Amended and Restated February 25, 2003)**

(Full title of the plan)

**Rachel A. Seifert**

**Senior Vice President, Secretary and General Counsel**

**155 Franklin Road, Suite 400**

**Brentwood, Tennessee 37027**

**(615) 373-9600**

(Name, address, and telephone number of agent for service)

### CALCULATION OF REGISTRATION FEE

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Title of Securities to be Registered	Amount to be	Proposed Maximum Offering Price Per	Proposed Maximum Aggregate Offering	Amount of
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	Registered(1)	Share(2)	Price	Registration Fee
Common Stock, par value \$0.01 per share (the "Common Stock")	8,000,000 shares	\$21.67	\$173,360,000	\$14,024.82

- (1) Includes an indeterminate number of shares of Common Stock that may be issued in the event of stock splits, stock dividends or similar transactions in accordance with Rule 416 of the Securities Act of 1933, as amended (the "Securities Act").
- (2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and (h) of the Securities Act based upon the average of the high and low sales prices for the Common Stock as reported by the New York Stock Exchange on August 6, 2003.

## EXPLANATORY NOTE

By a registration statement on Form S-8 filed with the Securities and Exchange Commission (the "SEC") on August 31, 2000 (File No. 333-44870), Community Health Systems, Inc. (the "Registrant") registered 4,562,791 shares of Common Stock, reserved for issuance upon the exercise of exercise of options and/or stock appreciation rights and/or the grant of other awards under the Registrant's 2000 Stock Option and Award Plan (the "Plan").

This registration statement is being filed pursuant to Instruction E to Form S-8 to register 8,000,000 additional shares of Common Stock issuable upon the exercise of exercise of options and/or stock appreciation rights and/or the grant of other awards under the Plan.

## INCORPORATION OF CONTENTS OF REGISTRATION STATEMENT BY REFERENCE

Pursuant to Instruction E to Form S-8, the Registrant hereby incorporates by reference into this registration statement the contents of the Registrant's registration statement on Form S-8 (File No. 333-44870) and any post-effective amendments thereto.

## OTHER INFORMATION REQUIRED IN THIS REGISTRATION STATEMENT

### Item 8. Exhibits

Exhibit No.	Description of Exhibit
4.1*	Community Health Systems, Inc. 2000 Stock Option and Award Plan (As Amended and Restated February 25, 2003).
5.1*	Opinion of Fried, Frank, Harris, Shriver and Jacobson as to the validity of the Common Stock covered by this registration statement.
23.1	Consent of Fried, Frank, Harris, Shriver and Jacobson (included in Exhibit 5.1).
23.2*	Consent of Deloitte & Touche LLP.
24.1	Power of Attorney (included on the signature page included in this registration statement).

\*

filed herewith

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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 Brentwood, State of Tennessee, on August 8, 2003.

COMMUNITY HEALTH SYSTEMS, INC. (REGISTRANT)

By: /s/ WAYNE T. SMITH

Wayne T. Smith

Title: Chairman of the Board, President and Chief Executive Officer  
3**POWER OF ATTORNEY****KNOW ALL PERSONS BY THESE PRESENTS:**

That each person whose signature appears below constitutes and appoints Wayne T. Smith, as his or her true and lawful attorney-in-fact and agent with full powers of substitution and resubstitution, for him or her in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and any and all documents in connection therewith, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the SEC, 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 in and about the premises in order to effectuate the same, as fully to all intents and purposes as he or she might or could do in person, and hereby ratifies, approves and confirms all that his or her said attorney-in-fact and agent, each acting alone, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

Pursuant to the requirements of the Securities Act, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Name	Title	Date
/s/ WAYNE T. SMITH		
Wayne T. Smith	Chairman of the Board, President and Chief Executive Officer (principal executive officer)	August 8, 2003
/s/ W. LARRY CASH		
W. Larry Cash	Executive Vice President, Chief Financial Officer and Director (principal financial officer)	August 8, 2003
/s/ T. MARK BUFORD		
T. Mark Buford	Vice President and Corporate Controller (principal accounting officer)	August 8, 2003

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Name	Title	Date
<hr/> /s/ JOHN A. CLERICO	Director	August 8, 2003
John A. Clerico		
<hr/> /s/ ROBERT J. DOLE	Director	August 8, 2003
Robert J. Dole		
<hr/> /s/ J. ANTHONY FORSTMANN	Director	August 8, 2003
J. Anthony Forstmann		
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<hr/> /s/ THEODORE J. FORSTMANN	Director	August 8, 2003
Theodore J. Forstmann		
<hr/> /s/ DALE F. FREY	Director	August 8, 2003
Dale F. Frey		
<hr/> /s/ SANDRA J. HORBACH	Director	August 8, 2003
Sandra J. Horbach		
<hr/> /s/ HARVEY KLEIN, M.D.	Director	August 8, 2003
Harvey Klein, M.D.		
<hr/> /s/ THOMAS H. LISTER	Director	August 8, 2003
Thomas H. Lister		
<hr/> /s/ MICHAEL A. MILES	Director	August 8, 2003
Michael A. Miles		

Constituting a majority of the Board of Directors of Community Health Systems, Inc.

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