

UNIVERSAL HEALTH SERVICES INC

Form S-8

August 11, 2015

As filed with the Securities and Exchange Commission on August 11, 2015

Registration No. 333-

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

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

**UNIVERSAL HEALTH SERVICES, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**23-2077891**  
**(I.R.S. Employer**  
**Identification No.)**

**Universal Corporate Center**

**367 South Gulph Road**

**King of Prussia, Pennsylvania  
(Address of Principal Executive Offices)**

**19406  
(Zip Code)**

**UNIVERSAL HEALTH SERVICES, INC. THIRD AMENDED AND RESTATED 2005 STOCK INCENTIVE  
PLAN**

**(Full title of the plan)**

**ALAN B. MILLER**

**Chairman of the Board, President and Chief Executive Officer**

**UNIVERSAL HEALTH SERVICES, INC.**

**Universal Corporate Center**

**367 South Gulph Road**

**King of Prussia, Pennsylvania 19406**

**(Name and address of agent for service)**

**(610) 768-3300**

**(Telephone number, including area code, of agent for service)**

**Copies of all communications, including all communications sent to the agent for service, should be sent to:**

**WARREN J. NIMETZ, ESQ.**

**Norton Rose Fulbright US LLP**

**666 Fifth Avenue**

**New York, New York 10103**

(212) 318-3000

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. (Check one):

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 Securities<br>to be registered  | Amount<br>to be<br>registered (1) | Proposed<br>maximum<br>offering price<br>per share | Proposed<br>maximum<br>aggregate<br>offering price | Amount of<br>registration fee |
|--|-----------------------------------|--|--|-------------------------------|
| Class B Common Stock, \$0.01 par value per share   |                                   |  |  |                               |
| -To be issued under the Third Amended and Restated 2005 Stock Incentive Plan                   | 6,807,291                         | \$142.40 <sup>(2)</sup>                            | \$969,358,238.40                                   | \$112,639.43                  |
| -Subject to outstanding options under the Third Amended and Restated 2005 Stock Incentive Plan | 8,692,709                         | \$79.64 <sup>(3)</sup>                             | \$692,287,344.76                                   | \$80,443.79                   |
| Total  | 15,500,000                        |  | \$1,661,645,583.16                                 | \$193,083.22                  |

- (1) Represents 15,500,000 shares of the registrant's Class B Common Stock which may be issued pursuant to awards granted and awards that may be granted under the Universal Health Services, Inc. Third Amended and Restated 2005 Stock Incentive Plan (the "Plan"). In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers an additional indeterminable number of shares as may be necessary to adjust the number of shares being offered or issued pursuant to the Plan as a result of any stock split, stock dividend, recapitalization or similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares.
- (2) Estimated solely for the purpose of determining the registration fee in accordance with Rule 457(c) and (h) of the Securities Act on the basis of the average of the high and low sales prices of the registrant's Class B Common Stock on the New York Stock Exchange on August 7, 2015.
- (3) Estimated solely for the purpose of determining the registration fee in accordance with Rule 457(h) of the Securities Act on the basis of \$79.64, the weighted-average exercise price per share of stock options outstanding

under the Plan as of August 7, 2015.

### **Explanatory Note**

Universal Health Services, Inc. (the Company) is filing this registration statement on Form S-8 under the Securities Act of 1933, as amended, to register an additional 15,500,000 shares of Class B Common Stock authorized for issuance under the Universal Health Services, Inc. Third Amended and Restated 2005 Stock Incentive Plan.

In accordance with General Instruction E to Form S-8, this registration statement incorporates by reference the contents of the Company's Form S-8 registration statements, File Nos. 333-126025, filed with the Securities and Exchange Commission on June 22, 2005 and 333-156425, filed with the Securities and Exchange Commission on December 23, 2008.

### **PART II**

#### **INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

#### **Item 8. Exhibits.**

- 4.1 Third Amended and Restated 2005 Stock Incentive Plan, previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on August 7, 2015, is incorporated herein by reference.
- 5.1 Opinion of Norton Rose Fulbright US LLP.
- 23.1 Consent of PricewaterhouseCoopers LLP.
- 23.2 Consent of Norton Rose Fulbright US LLP (included in Exhibit 5.1).
- 24.1 Power of Attorney (included in the signature page).

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 King of Prussia, State of Pennsylvania, on the 11th day of August, 2015.

UNIVERSAL HEALTH SERVICES, INC.

By: /s/ ALAN B. MILLER  
 Alan B. Miller  
 President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Alan B. Miller and Steve Filton, or either of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said 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 fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either 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 of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| Signatures  | Title  | Date            |
|---|--|-----------------|
| /s/ ALAN B. MILLER<br><b>Alan B. Miller</b>         | Chairman of the Board, President, Chief Executive Officer and Director (Principal Executive Officer) | August 11, 2015 |
| /s/ MARC D. MILLER<br><b>Marc D. Miller</b>         | Director and President   | August 11, 2015 |
| /s/ ANTHONY PANTALEONI<br><b>Anthony Pantaleoni</b> | Director   | August 11, 2015 |
| /s/ ROBERT H. HOTZ<br><b>Robert H. Hotz</b>         | Director   | August 11, 2015 |
| /s/ JOHN H. HERRELL                                 | Director   | August 11, 2015 |

**John H. Herrell**

/s/ LAWRENCE S. GIBBS

Director

August 11, 2015

**Lawrence S. Gibbs**

/s/ EILEEN C. McDONNELL

Director

August 11, 2015

**Eileen C. McDonnell**

/s/ STEVE FILTON

Senior Vice President, Chief Financial Officer,  
Chief Accounting Officer and Secretary (Principal  
Financial Officer and Principal Accounting Officer)

August 11, 2015

**Steve Filton**

**INDEX TO EXHIBITS**

| <b>Exhibit<br/>No.</b> | <b>Description</b>   |
|------------------------|--|
| 4.1                    | Third Amended and Restated 2005 Stock Incentive Plan, previously filed as Exhibit 10.1 to the Company's Current Report on Form 10-Q, filed on August 7, 2015, is incorporated herein by reference. |
| 5.1                    | Opinion of Norton Rose Fulbright US LLP  |
| 23.1                   | Consent of PricewaterhouseCoopers LLP  |
| 23.2                   | Consent of Norton Rose Fulbright US LLP (included in Exhibit 5.1).   |
| 24.1                   | Power of Attorney (included in the signature page).  |