

ENSIGN GROUP, INC  
Form S-8  
February 12, 2016

Registration No. 333-\_\_\_\_\_  
As filed with the Securities and Exchange Commission on February 12, 2016

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

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

\_\_\_\_\_  
The Ensign Group, Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

33-0861263  
(IRS Employer Identification No.)

27101 Puerta Real, Suite 450, Mission Viejo, CA  
(Address of principal executive offices)

92691  
(Zip code)

\_\_\_\_\_  
The Ensign Group, Inc. 2007 Omnibus Incentive Plan  
(Full title of the plan)

Chad A. Keetch, Esq.  
Executive Vice President and Secretary  
The Ensign Group, Inc.  
27101 Puerta Real, Suite 450  
Mission Viejo, CA 92691  
(Name and Address of agent for service)  
(949) 487-9500

With a copy to:  
Craig S. Mordock  
Sheppard Mullin Richter & Hampton LLP  
650 Town Center Drive, 4th Floor  
Costa Mesa, CA 92626-1993  
(714) 513-5100

(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 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      Smaller reporting company  
x                                      o                                      o                                      o

(Do not check if a smaller reporting company)

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CALCULATION OF REGISTRATION FEE

| Amount to<br>be registered(1) | Proposed maximum<br>offering price per share (2) | Proposed maximum<br>aggregate offering price (2) | Amount of<br>registration fee |
|-------------------------------|--|--|-------------------------------|
| 1,932,483                     | \$18.48  | \$35,712,286                                     | \$3,596                       |

(1) This Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of outstanding shares of the Registrant's common stock.

(2) Estimated solely for calculating the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act of 1933, on the basis of the average of the high and low sales prices per share of the Registrant's common stock on February 11, 2016, as reported by The NASDAQ Stock Market.

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EXPLANATORY NOTE

This registration statement is being filed solely for the registration of additional shares of common stock of The Ensign Group, Inc. (the Company or Registrant) for issuance pursuant to The Ensign Group, Inc. 2007 Omnibus Incentive Plan (the Plan). Accordingly, pursuant to General Instruction E to Form S-8, the contents of the earlier registration statements relating to the Plan (Registration Nos. 333-148379; 333-157757; 333-172380, 333-190552 and 333-197917) are hereby incorporated by reference in this registration statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this registration statement the following documents, which have been filed with the Securities and Exchange Commission:

- (a) the Registrant's Annual Report on Form 10-K for the year ended December 31, 2015 filed with the Commission on February 10, 2016;
- (b) the Registrant's Current Reports on Form 8-K filed on February 11 and 12, 2016; and  
the description of the Registrant's common stock, par value \$0.001 per share, contained in the Registrant's
- (c) Registration Statement on Form 8-A (File No. 001-33757) filed on October 19, 2007, including any amendment or report filed for the purpose of updating such description.

All reports and definitive proxy or information statements filed pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended after the date of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this registration statement and to be a part hereof from the date of filing of such documents. The Registrant expressly excludes from such incorporation information furnished pursuant to Item 2.02 or Item 7.01 of any Current Report on Form 8-K. Any document or any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a subsequently filed document or a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated herein by reference modifies or supersedes such document or such statement. Any such document or statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 8. Exhibits.

| Exhibit No. | Description  | Where Located  |
|-------------|--|--|
| 4.1         | The Ensign Group, Inc. 2007 Omnibus Incentive Plan   | Incorporated by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-142897) |
| 5.1         | Opinion of Sheppard Mullin Richter & Hampton LLP   | Filed herewith   |
| 23.1        | Consent of Deloitte & Touche LLP   | Filed herewith   |
| 23.2        | Consent of Sheppard Mullin Richter & Hampton LLP (contained in Exhibit 5.1 to this registration statement) | Filed herewith   |
| 24.1        | Power of Attorney (included in the signature pages to this registration statement)                         | Filed herewith   |

**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 Mission Viejo, State of California on February 12, 2016.

THE ENSIGN GROUP, INC.

By: /s/ Christopher R. Christensen  
 Christopher R. Christensen  
 Chief Executive Officer and President

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS that each of the undersigned officers and directors does hereby constitute and appoint Christopher R. Christensen and Chad A. Keetch, and each of them, or their substitute or substitutes, as his or her true and lawful attorneys-in-fact and agents, with full power and authority to do any and all acts and things and to execute and file or cause to be filed any and all instruments, documents or exhibits which said attorneys and agents, or either one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this registration statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this registration statement, to any and all amendments, both pre-effective and post-effective, and supplements to this registration statement and to any and all instruments, documents or exhibits filed as part of or in conjunction with this registration statement or amendments or supplements thereof, with the powers of substitution and revocation, and each of the undersigned hereby ratifies and confirms all that said attorneys and agents, or either one of them, or their substitute or substitutes, shall 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 dates indicated below.

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 dates indicated below.

| Signature  | Title  | Date              |
|--|--|-------------------|
| /s/ Christopher R. Christensen<br>Christopher R. Christensen | Chief Executive Officer, President and Director<br>(principal executive officer) | February 12, 2016 |
| /s/ Suzanne D. Snapper<br>Suzanne D. Snapper                 | Chief Financial Officer (principal financial and<br>accounting officer)          | February 12, 2016 |
| /s/ Roy E. Christensen<br>Roy E. Christensen                 | Director   | February 12, 2016 |
| /s/ Antoinette T. Hubenette<br>Antoinette T. Hubenette       | Director   | February 12, 2016 |
| /s/ Lee A. Daniels<br>Lee A. Daniels                         | Director   | February 12, 2016 |
| /s/ Daren J. Shaw<br>Daren J. Shaw                           | Director   | February 12, 2016 |

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/s/ John G. Nackel  
John G. Nackel

Director

February 12, 2016

/s/ Barry M. Smith  
Barry M. Smith

Director

February 12, 2016

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