

REHABCARE GROUP INC  
Form 425  
May 20, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 20, 2011

**KINDRED HEALTHCARE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**001-14057**  
(Commission

File Number)

**61-1323993**  
(I.R.S. Employer

Identification No.)

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680 South Fourth Street Louisville, KY 40202-2412

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (502) 596-7300

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On May 20, 2011, Kindred Healthcare, Inc. (the Company ) issued a press release announcing that the Company has priced its previously announced offering of \$550 million aggregate principal amount of 8.25% senior notes due 2019 (the Senior Notes Offering ) at an issue price of 100%. The Senior Notes Offering is expected to close on June 1, 2011. The Company intends to use the net proceeds of the Senior Notes Offering and borrowings under certain senior secured credit facilities to fund the acquisition of RehabCare Group, Inc. ( RehabCare ) and to repay outstanding indebtedness of the Company and RehabCare. The press release, dated May 20, 2011, is attached as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

Exhibit 99.1 Press release dated May 20, 2011.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Kindred Healthcare, Inc.  
May 20, 2011

By: /s/ Joseph L. Landenwich  
Name: Joseph L. Landenwich  
Title: Senior Vice President, Corporate Legal Affairs and Corporate Secretary