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HEALTHCARE SERVICES GROUP INC

Form 424B3

October 23, 2006

Filed pursuant to Rule 424(b)(3)
Registration number 333-137713

PROSPECTUS

368,572 SHARES OF COMMON STOCK

HEALTHCARE SERVICES GROUP, INC.

This prospectus relates to the offer and sale by the selling stockholders identified in this prospectus of up to an aggregate 368,572 shares of our common stock. We will not receive any proceeds from the sale of our common stock under this prospectus.

The selling stockholders may sell the securities from time to time on any stock exchange or automated interdealer quotation system on which the securities are listed, in the over-the-counter market, in privately negotiated transactions or otherwise, at fixed prices that may be changed, at market prices prevailing at the time of sale, at prices related to prevailing market prices or at prices otherwise negotiated.

Our principal executive offices are located at the 3220 Tillman Drive, Glenview Corporate Center, Suite 300, Bensalem, Pennsylvania 19020. Our telephone number is (215) 639-4274.

Our common stock is listed on the Nasdaq Global Market under the symbol "HCSG." The last reported sale price for our common stock on October 23, 2006 was \$28.04 per share.

THIS INVESTMENT INVOLVES A HIGH DEGREE OF RISK. SEE "RISK FACTORS"
BEGINNING ON PAGE 2.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES
COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS
PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A
CRIMINAL OFFENSE.

The date of this prospectus is October 23, 2006.