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HEALTHSOUTH CORP  
Form 8-K  
September 07, 2001

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: September 7, 2001

HEALTHSOUTH Corporation

-----  
(Exact Name of Registrant as Specified in its Charter)

|                               |              |                     |
|-------------------------------|--------------|---------------------|
| Delaware                      | 1-10315      | 63-0860407          |
| -----                         | -----        | -----               |
| State or Other                | (Commission  | (I.R.S. Employer    |
| Jurisdiction of Incorporation | File Number) | Identification No.) |
| or Organization)              |              |                     |

One HEALTHSOUTH Parkway  
Birmingham, Alabama  
-----  
(Address of Principal  
Executive Offices)

35243  
-----  
(Zip Code)

Registrant's Telephone Number,  
Including Area Code:

(205) 967-7116

Item 5. OTHER EVENTS AND REGULATION FD DISCLOSURE

On September 7, 2001, HEALTHSOUTH Corporation issued a press release under Rule 135c under the Securities Act of 1933, announcing that it proposed to offer \$500 million principal amount of senior unsecured notes to qualified institutional investors in a private placement. A copy of that press release is attached to this Form 8-K as Exhibit 99-1. Nothing in that press release or this Form 8-K is either an offer to sell or a solicitation of an offer to buy these notes. Because these notes will be offered through a private placement, they will not be registered under the Securities Act of 1933 or any state securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Item 9. REGULATION FD DISCLOSURE

In connection with its proposed private placement of senior unsecured notes, on September 7, 2001, HEALTHSOUTH Corporation made available an

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"electronic roadshow" using slides containing the information attached to this Form 8-K as Exhibit 99-2. We expect to use these slides, in whole or in part and possibly with modifications, in connection with presentations to prospective purchasers of the notes and also in connection with presentations to investors, analysts and others during the third and fourth quarters of 2001. We are furnishing the text of these slides pursuant to the Securities and Exchange Commission's Regulation FD. This information is furnished pursuant to Item 9 of Form 8-K and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, unless we specifically incorporate it by reference in a document filed under the Securities Act of 1933 or the Securities Exchange Act of 1934. By filing this report on Form 8-K and furnishing this information, we make no admission as to the materiality of any information in this report that is required to be disclosed solely by reason of Regulation FD.

The information contained in the slides is summary information that is intended to be considered in the context of our SEC filings and other public announcements that we may make, by press release or otherwise, from time to time. We undertake no duty or obligation to publicly update or revise the information contained in this report, although we may do so from time to time as our management believes is warranted. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases or through other public disclosure.

The text of the slides included with this report omits various graphic images included in the actual slides. We expect to make copies of the actual slides, including such graphic images, available for viewing at the "Investor Relations" section of our website located at [www.healthsouth.com](http://www.healthsouth.com), although we reserve the right to discontinue that availability at any time.

Nothing in these slides or this Form 8-K is either an offer to sell or a solicitation of an offer to buy the senior unsecured notes. Because these notes will be offered through a private placement, they will not be registered under the Securities Act of 1933 or any state securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Some of the matters discussed in this report (including its exhibit) may constitute forward-looking statements. Some of these forward-looking statements can be identified by the use of forward-looking terminology such as "believes", "expects", "may", "will", "should", "seeks", "approximately",

"intends", "plans", "estimates" or "anticipates" or the negative thereof or other comparable terminology, or by discussions of strategy, plans or intentions. Without limiting the generality of the preceding statement, all statements in this report concerning or relating to estimated and projected earnings, margins, costs, expenditures, cash flows, growth rates and financial results are forward-looking statements. In addition, we, through our senior management, from time to time make forward-looking public statements concerning our expected future operations and performance and other developments. These forward-looking statements are necessarily estimates reflecting our best judgment based upon current information and involve a number of risks and uncertainties. There can be no assurance that other factors will not affect the accuracy of these forward-looking statements or that our actual results will not differ materially from the results anticipated in such forward-looking statements. While it is impossible to identify all such factors, factors which could cause actual results to differ materially from those estimated by us include, but are not limited to, changes in the regulation of the healthcare industry at either or both of the federal and state levels, changes or delays in reimbursement for our services by governmental or private payors, changes to or

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delays in the implementation of the prospective payment system for inpatient rehabilitation services, competitive pressures in the healthcare industry and our response thereto, our ability to obtain and retain favorable arrangements with third-party payors, unanticipated delays in the implementation of our Integrated Service Model or other strategies, general conditions in the economy and capital markets and other factors which may be identified from time to time in our SEC filings and other public announcements.

Item 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

- 99-1. Text of Press Release Issued September 7, 2001.
- 99-2. Text of Investor Relations Slideshow/Electronic Roadshow In Use Beginning September 7, 2001.

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.

Date: September 7, 2001

HEALTHSOUTH CORPORATION

By /s/ WILLIAM W. HORTON

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William W. Horton  
Executive Vice President  
and Corporate Counsel