

Edgar Filing: BEVERLY ENTERPRISES INC - Form 8-K

BEVERLY ENTERPRISES INC  
Form 8-K  
April 12, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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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) April 12, 2005  
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BEVERLY ENTERPRISES, INC.  
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(Exact Name of Registrant as Specified in Charter)

|   |                             |   |
|---|-----------------------------|---|
| Delaware  | 1-9550                      | 62-1691861                              |
| -----   | -----                       | -----                                   |
| (State or Other Jurisdiction of<br>Incorporation) | (Commission<br>File Number) | (I.R.S. Employer<br>Identification No.) |

|  |            |
|--|------------|
| One Thousand Beverly Way<br>Fort Smith, Arkansas | 72919      |
| -----  | -----      |
| (Address of Principal Executive Offices)         | (Zip Code) |

Registrant's telephone number including area code (479) 201-2000  
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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 7.01 Regulation FD Disclosure.

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On April 12, 2005, Beverly Enterprises, Inc. (the "Company") issued a press release announcing that it has reached an agreement with the Formation Capital consortium - comprised of Formation Capital LLC, Appaloosa Management LP, Franklin Mutual Advisers LLC, and Northbrook NBV - under which the consortium will terminate its proxy contest. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statement, Pro Forma Financial Information and Exhibits.

(a) Exhibits

| Exhibit No.<br>----- | Exhibit<br>----- |
|----------------------|------------------|
| 99.1                 | Press Release    |

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SIGNATURE

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.

Dated: April 12, 2005

BEVERLY ENTERPRISES, INC.

By: /s/Pamela H. Daniels

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Name: Pamela H. Daniels  
Title: Senior Vice President, Controller and  
Chief Accounting Officer

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EXHIBIT INDEX

| Exhibit No.<br>----- | Exhibit<br>----- |
|----------------------|------------------|
| 99.1                 | Press Release    |

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