

BEVERLY ENTERPRISES INC

Form S-3MEF

October 14, 2003

As filed with the Securities and Exchange Commission on October 14, 2003

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

BEVERLY ENTERPRISES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

62-1691861

(I.R.S. Employer
Identification No.)

One Thousand Beverly Way
Fort Smith, Arkansas 72919
(479) 201-2000

(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

Douglas J. Babb

Executive Vice President,
General Counsel And Secretary
One Thousand Beverly Way
Fort Smith, Arkansas 72919
(479) 201-2000

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

The Commission Is Requested to Send Copies of All Communications to:

Gary Olson, Esq.
Latham & Watkins LLP
633 West Fifth Street, Suite 4000
Los Angeles, California 90071-2007
(213) 485-1234

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-52708

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price per Unit(1) | Proposed Maximum Aggregate Offering Price(1) | Amount of Registration Fee |
|--|-------------------------|---|--|----------------------------|
| Common Stock (\$.10 Par Value) issuable upon conversion of Debt Securities | \$15,000,000 | 100% | \$15,000,000 | \$1,215 |

(1) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended. **This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 426(b) under the Securities Act of 1933, as amended.**

INCORPORATION BY REFERENCE

The contents of the Registration Statement on Form S-3 (File No. 333-52708), filed by Beverly Enterprises, Inc. pursuant to the Securities Act of 1933, as amended, are incorporated by reference herein.

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*

Director

October 10, 2003

Marilyn R. Seymann, Ph.D.

By:

/s/ JOHN G. ARENA

Attorney-in-Fact

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|----------------------------------|
| 5.1 | Consent of Latham & Watkins LLP. |
| 23.1 | Consent of Ernst & Young LLP. |
| 24.1 | Power of Attorney. |