

HELIAN HEALTH GROUP INC
Form S-4
September 17, 2015
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As filed with the Securities and Exchange Commission on September 17, 2015

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

KINDRED HEALTHCARE, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

8050

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(Primary standard industrial classification code number)

61-1323993

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

680 South Fourth Street

Louisville, Kentucky 40202-2412

(502) 596-7300

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

and the Guarantors identified in Table of Additional Registrant Guarantors below

Joseph L. Landenwich, Esq.

Co-General Counsel and Corporate Secretary

Kindred Healthcare, Inc.

680 South Fourth Street

Louisville, Kentucky 40202

(502) 596-7300

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

Nicolas Grabar, Esq.

Cleary Gottlieb Steen & Hamilton LLP

One Liberty Plaza

New York, New York 10006

(212) 225-2000

(Copies of all communications, including communications sent to agent for service)

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

If 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. "

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. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price(1)	Amount of registration fee(2)
8.00% Senior Notes due 2020	\$750,000,000	100%	\$750,000,000	\$87,150
Guarantees for the 8.00% Senior Notes due 2020	(3)	(3)	(3)	(3)
8.75% Senior Notes due 2023	\$600,000,000	100%	\$600,000,000	\$69,720
Guarantees for the 8.75% Senior Notes due 2023	(3)	(3)	(3)	(3)

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 under the Securities Act of 1933, as amended (the Securities Act).

(2) Calculated pursuant to Rule 457 under the Securities Act.

(3) Pursuant to Rule 457(n) under the Securities Act, no registration fee is required with respect to the guarantees.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the registration statement shall become effective on such date as the Securities and Exchange Commission (the SEC), acting pursuant to said Section 8(a), may determine.

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TABLE OF ADDITIONAL REGISTRANT GUARANTORS

Exact Name of Additional Registrant As Specified in its Charter*	State or Other	I.R.S. Employer Identification No.	Primary Standard Industrial Classification Code Number	Address, including Zip
	Jurisdiction of Incorporation or Organization			Code, and Telephone Number, including Area Code, of Principal Executive Offices
ABC Hospice, LLC	Texas	20-8716006	8082	680 South Fourth Street Louisville, Kentucky 40202-2412
Aberdeen Holdings, Inc.	Texas	72-2695805	8000	(502) 596-7300 680 South Fourth Street Louisville, Kentucky 40202-2412
Able Home Healthcare, Inc.	Texas	77-0601595	8000	(502) 596-7300 680 South Fourth Street Louisville, Kentucky 40202-2412
Access Home Health of Florida, LLC	Delaware	06-1451363	8082	(502) 596-7300 680 South Fourth Street Louisville, Kentucky 40202-2412
Advanced Oncology Services, Inc.	Florida	65-0180784	8000	(502) 596-7300 680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300

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Alpine Home Health Care, LLC	Colorado	36-4473376	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Alpine Home Health II, Inc.	Colorado	20-1987917	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Alpine Home Health, Inc.	Mississippi	64-0921774	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Alpine Resource Group, Inc.	Colorado	20-1987950	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
American Homecare Management Corp.	Delaware	11-3306095	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
American Hospice, Inc.	Texas	75-2486047	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
American VitalCare, L.L.C.	California	22-2646452	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300

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Asian American Home Care, Inc.	California	94-3247811	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Avery Manor Nursing, L.L.C.	Delaware	20-3618851	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Bayberry Care Center, L.L.C.	Delaware	20-4454621	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Bethany Hospice, LLC	Delaware	20-2999369	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Braintree Nursing, L.L.C.	Delaware	20-3618766	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
BWB Sunbelt Home Health Services, LLC	Texas	75-1901342	8000	680 South Fourth Street Louisville, Kentucky (502) 596-7300

40202-2412

(502) 596-7300

California Hospice, LLC

Texas

30-0711730

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

California Nursing Centers, L.L.C.

Delaware

20-4454493

8050

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Capital Care Resources of South
Carolina, LLC

Georgia

56-2102603

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Capital Care Resources, LLC

Georgia

58-2411159

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Capital Health Management Group,
LLC

Georgia

58-2313705

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Care Center of Rossmoor, L.L.C.

Delaware

20-4454602

8050

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

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Centerre Healthcare Corporation	Delaware	06-1646451	8069	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Central Arizona Home Health Care, Inc.	Arizona	86-0714789	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Chaparral Hospice, Inc.	Texas	35-2224605	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Chattahoochee Valley Home Care Services, LLC	Georgia	03-0387821	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Chattahoochee Valley Home Health, LLC	Georgia	34-1994007	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
CHC Management Services, LLC	Missouri	20-8092157	8069	680 South Fourth Street Louisville, Kentucky (502) 596-7300

40202-2412

(502) 596-7300

CHMG Acquisition LLC

Georgia

04-3813487

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

CHMG of Atlanta, LLC

Georgia

54-2089073

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

CHMG of Griffin, LLC

Georgia

54-2089075

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Clear Lake Rehabilitation Hospital,
L.L.C.

Delaware

20-2971820

8060

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Colorado Hospice, L.L.C.

Colorado

27-2141126

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Compass Hospice, Inc.

Texas

27-0001235

8000

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

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Country Estates Nursing, L.L.C.	Delaware	20-3618740	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Courtland Gardens Health Center, Inc.	Connecticut	06-1149454	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
CRH of Arlington, LLC	Delaware	46-4445306	8069	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
CRH of Avon, LLC	Delaware	47-2071854	8069	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
CRH of Cleveland, LLC	Delaware	45-0923586	8069	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
CRH of Dallas, LLC	Missouri	20-8182311	8069	680 South Fourth Street Louisville, Kentucky

40202-2412

(502) 596-7300

CRH of Fort Worth, LLC

Delaware

27-0862820

8069

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

CRH of Indianapolis, LLC

Delaware

45-3338192

8069

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

CRH of Lancaster, LLC

Missouri

27-0670878

8069

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

CRH of Langhorne, LLC

Delaware

27-3267166

8069

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

CRH of Madison, LLC

Delaware

46-3214780

8069

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

CRH of Memphis, LLC

Delaware

90-0911604

8069

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

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CRH of Oklahoma City, LLC	Delaware	27-5346177	8069	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
CRH of Springfield, LLC	Delaware	46-1158523	8069	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
CRH of St. Louis, LLC	Missouri	20-8734892	8069	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
CRH of Waukesha, LLC	Missouri	26-2332031	8069	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Eastern Carolina Home Health Agency, LLC	North Carolina	56-1590744	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Faith Home Health and Hospice, LLC	Kansas	47-0884412	8082	680 South Fourth Street Louisville, Kentucky (502) 596-7300

40202-2412

(502) 596-7300

Faith in Home Services, L.L.C.

Kansas

20-1931763

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

Family Hospice, Ltd.

Texas

75-2588221

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

FHI GP, Inc.

Texas

75-2588220

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

FHI Health Systems, Inc.

Delaware

75-2588219

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

FHI LP, Inc.

Nevada

88-0335145

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

(502) 596-7300

FHI Management, Ltd.

Texas

75-2588222

8082

680 South Fourth Street

Louisville, Kentucky

40202-2412

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First Home Health, Inc.	West Virginia	55-0750157	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Focus Care Health Resources, Inc.	Texas	75-2784006	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Foothill Nursing Company Partnership	California	91-1473634	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Forestview Nursing, L.L.C.	Delaware	20-3618900	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
GBA Holding, Inc.	Texas	75-2855493	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
GBA West, LLC	Texas	26-2944774	8000	680 South Fourth Street Louisville, Kentucky (502) 596-7300

40202-2412

(502) 596-7300

Gentiva Certified Healthcare Corp. Delaware 11-2645333 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Gentiva Health Services (Certified), Inc. Delaware 11-3454105 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Gentiva Health Services (USA) LLC Delaware 11-3414024 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Gentiva Health Services Holding Corp. Delaware 11-3454104 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Gentiva Health Services, Inc. Delaware 36-4335801 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Gentiva Rehab Without Walls, LLC Delaware 06-1725406 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

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Gentiva Services of New York, Inc.	New York	11-2802024	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Georgia Hospice, LLC	Texas	27-4251135	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Gilbert s Home Health Agency, Inc.	Mississippi	64-0730826	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Gilbert s Hospice Care of Mississippi, LLC	Mississippi	20-1296854	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Gilbert s Hospice Care, LLC	Mississippi	20-0566932	8082	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Girling Health Care Services of Knoxville, Inc.	Tennessee	62-1406895	8082	680 South Fourth Street Louisville, Kentucky (502) 596-7300

40202-2412

(502) 596-7300

Girling Health Care, Inc. Texas 74-2115034 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Goddard Nursing, L.L.C. Delaware 20-3618957 8050 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Greenbrae Care Center, L.L.C. Delaware 20-4454677 8050 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Greens Nursing and Assisted Living, L.L.C. Delaware 20-2822083 8050 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Harborlights Nursing, L.L.C. Delaware 20-3618878 8050 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

Harden Clinical Services, LLC Texas 27-1519643 8082 680 South Fourth Street
Louisville, Kentucky

40202-2412

(502) 596-7300

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Exact Name of Additional Registrant

As Specified in its Charter*