HEALTHSOUTH CORP
Form 10-Q
October 28, 2016
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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FORM 10-Q

ý QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2016
OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
Commission File Number 001-10315

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HealthSouth Corporation
(Exact name of Registrant as specified in its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	63-0860407 (I.R.S. Employer Identification No.)
3660 Grandview Parkway, Suite 200 Birmingham, Alabama (Address of Principal Executive Offices)	35243 (Zip Code)

(205) 967-7116
(Registrant's telephone number)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No o

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 ý Accelerated filer o Non-Accelerated filer o Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2). Yes o No ý

The registrant had 89,796,334 shares of common stock outstanding, net of treasury shares, as of October 21, 2016.

TABLE OF CONTENTS

NOTE TO READERS

As used in this report, the terms "HealthSouth," "we," "us," "our," and the "Company" refer to HealthSouth Corporation and it consolidated subsidiaries, unless otherwise stated or indicated by context. This drafting style is suggested by the Securities and Exchange Commission and is not meant to imply that HealthSouth Corporation, the publicly traded parent company, owns or operates any specific asset, business, or property. The hospitals, operations, and businesses described in this filing are primarily owned and operated by subsidiaries of the parent company. In addition, we use the term "HealthSouth Corporation" to refer to HealthSouth Corporation alone wherever a distinction between HealthSouth Corporation and its subsidiaries is required or aids in the understanding of this filing.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This quarterly report contains historical information, as well as forward-looking statements that involve known and unknown risks and relate to, among other things, future events, changes to Medicare reimbursement and other healthcare laws and regulations from time to time, our business strategy, our dividend and stock repurchase strategies, our financial plans, our growth plans, our future financial performance, our projected business results, or our projected capital expenditures. In some cases, the reader can identify forward-looking statements by terminology such as "may," "will," "should," "could," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "targets," "potential," or "conti negative of these terms or other comparable terminology. Such forward-looking statements are necessarily estimates based upon current information and involve a number of risks and uncertainties, many of which are beyond our control. Any forward-looking statement is based on information current as of the date of this report and speaks only as of the date on which such statement is made. Actual events or results may differ materially from the results anticipated in these forward-looking statements as a result of a variety of factors. While it is impossible to identify all such factors, factors that could cause actual results to differ, such as decreases in revenues or increases in costs or charges, materially from those estimated by us include, but are not limited to, the following:

- each of the factors discussed in Item 1A, Risk Factors, of our Annual Report on Form 10-K for the year ended December 31, 2015, as well as uncertainties and factors discussed in Part II, Item 1A, Risk Factors, and elsewhere in this Form 10-Q, in our other filings from time to time with the SEC, or in materials incorporated therein by reference;
- changes in the rules and regulations of the healthcare industry at either or both of the federal and state levels, including those contemplated now and in the future as part of national healthcare reform and deficit reduction such as the reinstatement of the "75% Rule" or the introduction of site neutral payments with skilled nursing facilities for certain conditions, and related increases in the costs of complying with such changes;
- reductions or delays in, or suspension of, reimbursement for our services by governmental or private payors, including our ability to obtain and retain favorable arrangements with third-party payors;

- delays in the administrative appeals process associated with denied Medicare reimbursement claims, including from various Medicare audit programs, and our exposure to the related delay or reduction in the receipt of the reimbursement amounts for services previously provided;
- the ongoing evolution of the healthcare delivery system, including alternative payment models and value-based purchasing initiatives;
- our ability to comply with extensive and changing healthcare regulations as well as the increased costs of regulatory compliance and compliance monitoring in the healthcare industry, including the costs of investigating and defending asserted claims, whether meritorious or not;
- our ability to attract and retain nurses, therapists, and other healthcare professionals in a highly competitive environment with often severe staffing shortages and the impact on our labor expenses from potential union activity and staffing recruitment and retention;
- competitive pressures in the healthcare industry and our response to those pressures;
- changes in our payor mix or the acuity of our patients;
- our ability to successfully complete and integrate de novo developments, acquisitions, investments, and joint ventures consistent with our growth strategy, including realization of anticipated revenues, cost savings, and productivity improvements arising from the related operations;
- any adverse outcome of various lawsuits, claims, and legal or regulatory proceedings, including the ongoing investigations initiated by the U.S. Department of Health and Human Services, Office of the Inspector General;
- increased costs of defending and insuring against alleged professional liability and other claims and the ability to predict the costs related to such claims;
- potential incidents affecting the proper operation, availability, or security of our information systems;
- new or changing quality reporting requirements impacting operational costs or our Medicare reimbursement;
- the price of our common stock as it affects our willingness and ability to repurchase shares and the financial and accounting effects of any repurchases;
- our ability and willingness to continue to declare and pay dividends on our common stock;
- our ability to successfully integrate the inpatient rehabilitation hospitals acquired from Reliant Hospital Partners, LLC, and the home health agency operations of CareSouth Health System, Inc., including the realization of anticipated benefits from those acquisitions and avoidance of unanticipated difficulties, costs, or liabilities that could arise from the acquisitions or integrations;
- our ability to maintain proper local, state and federal licensing where we and our subsidiaries do business;
- our ability to attract and retain key management personnel, including as a part of executive management succession planning; and
- general conditions in the economy and capital markets, including any instability or uncertainty related to governmental impasse over approval of the United States federal budget, an increase to the debt ceiling, or an international sovereign debt crisis.

The cautionary statements referred to in this section also should be considered in connection with any subsequent written or oral forward-looking statements that may be issued by us or persons acting on our behalf. We undertake no duty to update these forward-looking statements, even though our situation may change in the future. Furthermore, we cannot guarantee future results, events, levels of activity, performance, or achievements.

PART I. FINANCIAL INFORMATION
Item 1. Financial Statements (Unaudited)
HealthSouth Corporation and Subsidiaries
Condensed Consolidated Statements of Operations
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
	(In Millions)			
Net operating revenues	$926.8	$778.6	$2,757.3	$2,283.6
Less: Provision for doubtful accounts	(14.8)	(10.7)	(46.7)	(33.2)
Net operating revenues less provision for doubtful accounts	912.0	767.9	2,710.6	2,250.4
Operating expenses:				
Salaries and benefits	497.4	417.1	1,469.6	1,204.0
Other operating expenses	126.3	106.7	367.0	314.1
Occupancy costs	17.6	12.5	53.5	37.1
Supplies	34.8	31.0	104.2	94.1
General and administrative expenses	30.3	30.6	96.6	97.3
Depreciation and amortization	43.5	33.7	128.8	98.3
Government, class action, and related settlements	—	—	—	8.0
Professional fees—accounting, tax, and legal	—	0.4	1.9	2.7
Total operating expenses	749.9	632.0	2,221.6	1,855.6
Loss on early extinguishment of debt	2.6	—	7.4	20.0
Interest expense and amortization of debt discounts and fees	42.5	35.6	130.5	98.3
Other income	(0.8)	(0.7)	(2.1)	(4.2)
Equity in net income of nonconsolidated affiliates	(2.5)	(2.4)	(7.3)	(6.3)
Income from continuing operations before income tax expense	120.3	103.4	360.5	287.0
Provision for income tax expense	42.1	35.9	124.2	98.4
Income from continuing operations	78.2	67.5	236.3	188.6
(Loss) income from discontinued operations, net of tax	(0.1)	0.3	(0.3)	(1.6)
Net income	78.1	67.8	236.0	187.0
Less: Net income attributable to noncontrolling interests	(16.4)	(17.1)	(53.7)	(50.9)
Net income attributable to HealthSouth	61.7	50.7	182.3	136.1
Less: Convertible perpetual preferred stock dividends	—	—	—	(1.6)
Net income attributable to HealthSouth common shareholders	$61.7	$50.7	$182.3	$134.5

(Continued)

HealthSouth Corporation and Subsidiaries
Condensed Consolidated Statements of Operations (Continued)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
	(In Millions, Except Per Share Data)			
Weighted average common shares outstanding:				
Basic	89.1	90.6	89.3	89.1
Diluted	99.4	101.5	99.5	101.4
Earnings per common share:				
Basic earnings per share attributable to HealthSouth common shareholders:				
Continuing operations	$0.69	$0.56	$2.03	$1.52
Discontinued operations	—	—	—	(0.02)
Net income	$0.69	$0.56	$2.03	$1.50
Diluted earnings per share attributable to HealthSouth common shareholders:				
Continuing operations	$0.64	$0.52	$1.90	$1.43
Discontinued operations	—	—	—	(0.02)
Net income	$0.64	$0.52	$1.90	$1.41
Cash dividends per common share	$0.24	$0.23	$0.70	$0.65
Amounts attributable to HealthSouth common shareholders:				
Income from continuing operations	$61.8	$50.4	$182.6	$137.7
(Loss) income from discontinued operations, net of tax	(0.1)	0.3	(0.3)	(1.6)
Net income attributable to HealthSouth	$61.7	$50.7	$182.3	$136.1

The accompanying notes to condensed consolidated financial statements are an integral part of these condensed statements.

HealthSouth Corporation and Subsidiaries
Condensed Consolidated Statements of Comprehensive Income
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
	(In Millions)			
COMPREHENSIVE INCOME				
Net income	$78.1	$67.8	$236.0	$187.0
Other comprehensive (loss) income, net of tax:				
Net change in unrealized (loss) gain on available-for-sale securities:				
Unrealized net holding (loss) gain arising during the period	(0.2)	(0.7)	0.4	0.2
Reclassifications to net income	—	(0.6)	—	(1.2)
Other comprehensive (loss) income before income taxes	(0.2)	(1.3)	0.4	(1.0)
Provision for income tax benefit (expense) related to other comprehensive income items	0.1	0.5	(0.2)	0.4
Other comprehensive (loss) income, net of tax	(0.1)	(0.8)	0.2	(0.6)
Comprehensive income	78.0	67.0	236.2	186.4
Comprehensive income attributable to noncontrolling interests	(16.4)	(17.1)	(53.7)	(50.9)
Comprehensive income attributable to HealthSouth	$61.6	$49.9	$182.5	$135.5

The accompanying notes to condensed consolidated financial statements are an integral part of these condensed statements.

HealthSouth Corporation and Subsidiaries
Condensed Consolidated Balance Sheets
(Unaudited)

	September 30, 2016	December 31, 2015
	(In Millions)	
Assets		
Current assets:		
Cash and cash equivalents	$76.4	$ 61.6
Accounts receivable, net of allowance for doubtful accounts of $52.2 in 2016; $39.3 in 2015	419.2	410.5
Other current assets	170.4	126.6
Total current assets	666.0	598.7
Property and equipment, net	1,353.1	1,310.1
Goodwill	1,915.6	1,890.1
Intangible assets, net	410.1	419.4
Deferred income tax assets	72.6	190.8
Other long-term assets	213.9	197.0
Total assets[1]	$4,631.3	$ 4,606.1
Liabilities and Shareholders' Equity		
Current liabilities:		
Current portion of long-term debt	$36.8	$ 36.8
Accounts payable	67.5	61.6
Accrued expenses and other current liabilities	371.7	328.0
Total current liabilities	476.0	426.4
Long-term debt, net of current portion	2,974.0	3,134.7
Other long-term liabilities	158.1	144.6
	3,608.1	3,705.7
Commitments and contingencies		
Redeemable noncontrolling interests	109.4	121.1
Shareholders' equity:		
HealthSouth shareholders' equity	726.3	611.4
Noncontrolling interests	187.5	167.9
Total shareholders' equity	913.8	779.3
Total liabilities[1] and shareholders' equity	$4,631.3	$ 4,606.1

(1) Our consolidated assets as of September 30, 2016 include total assets of variable interest entities of $258.0 million, which cannot be used by us to settle the obligations of other entities. Our consolidated liabilities as of September 30, 2016 include total liabilities of the variable interest entities of $51.1 million. See Note 3, Variable Interest Entities.

The accompanying notes to condensed consolidated financial statements are an integral part of these condensed statements.

HealthSouth Corporation and Subsidiaries
Condensed Consolidated Statements of Shareholders' Equity
(Unaudited)

	Nine Months Ended September 30, 2016 (In Millions)							
	HealthSouth Common Shareholders							
	Number of Common Shares Outstanding	Common Stock	Capital in Excess of Par Value	Accumulated Deficit	Accumulated Other Comprehensive Loss	Treasury Stock	Noncontrolling Interests	Total
Balance at beginning of period	90.1	$ 1.1	$2,834.9	$(1,696.0)	$ (1.2)	$(527.4)	$ 167.9	$779.3
Net income	—	—	—	182.3	—	—	42.5	224.8
Receipt of treasury stock	(0.4)	—	—	—	—	(9.9)	—	(9.9)
Dividends declared on common stock	—	—	(63.4)	—	—	—	—	(63.4)
Stock-based compensation	—	—	16.1	—	—	—	—	16.1
Stock options exercised	0.3	—	6.6	—	—	(4.8)	—	1.8
Distributions declared	—	—	—	—	—	—	(43.1)	(43.1)
Capital contributions from consolidated affiliates	—	—	—	—	—	—	17.0	17.0
Fair value adjustments to redeemable noncontrolling interests, net of tax	—	—	10.2	—	—	—	—	10.2
Repurchases of common stock in open market	(0.7)	—	—	—	—	(24.1)	—	(24.1)
Other	0.5	—	2.4	—	0.2	(0.7)	3.2	5.1
Balance at end of period	89.8	$ 1.1	$2,806.8	$(1,513.7)	$ (1.0)	$(566.9)	$ 187.5	$913.8

	Nine Months Ended September 30, 2015 (In Millions)							
	HealthSouth Common Shareholders							
	Number of Common Shares Outstanding	Common Stock	Capital in Excess of Par Value	Accumulated Deficit	Accumulated Other Comprehensive Loss	Treasury Stock	Noncontrolling Interests	Total
Balance at beginning of period	87.8	$ 1.0	$2,810.5	$(1,879.1)	$ (0.5)	$(458.7)	$ 146.3	$619.5
Net income	—	—	—	136.1	—	—	40.8	176.9
Conversion of preferred stock	3.3	—	93.2	—	—	—	—	93.2
Receipt of treasury stock	(0.6)	—	—	—	—	(17.2)	—	(17.2)
Dividends declared on common stock	—	—	(59.1)	—	—	—	—	(59.1)
Dividends declared on convertible perpetual preferred stock	—	—	(1.6)	—	—	—	—	(1.6)
Stock-based compensation	—	—	19.0	—	—	—	—	19.0
Stock options exercised	0.2	—	6.6	—	—	(4.4)	—	2.2
Distributions declared	—	—	—	—	—	—	(36.7)	(36.7)

Capital contributions from consolidated affiliates	—	—	—	—	—	—	9.5	9.5
Fair value adjustments to redeemable noncontrolling interests, net of tax	—	—	(14.9)	—	—	—	—	(14.9)
Other	0.7	0.1	1.6	—	(0.6)	(1.6)	(0.1)	(0.6)
Balance at end of period	91.4	$ 1.1	$2,855.3	$(1,743.0)	$ (1.1)	$(481.9)	$ 159.8	$790.2

The accompanying notes to condensed consolidated financial statements are an integral part of these condensed statements.

HealthSouth Corporation and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(Unaudited)

	Nine Months Ended September 30,	
	2016	2015
	(In Millions)	
Cash flows from operating activities:		
Net income	$236.0	$187.0
Loss from discontinued operations, net of tax	0.3	1.6
Adjustments to reconcile net income to net cash provided by operating activities—		
Provision for doubtful accounts	46.7	33.2
Provision for government, class action, and related settlements	—	8.0
Depreciation and amortization	128.8	98.3
Loss on early extinguishment of debt	7.4	20.0
Equity in net income of nonconsolidated affiliates	(7.3)	(6.3)
Distributions from nonconsolidated affiliates	5.9	4.5
Stock-based compensation	17.4	21.8
Deferred tax expense	110.6	88.0
Other	11.7	8.2
Change in assets and liabilities, net of acquisitions—		
Accounts receivable	(75.7)	(83.7)
Other assets	(4.4)	(8.3)
Accounts payable	1.9	4.4
Accrued payroll	(1.2)	(16.6)
Accrued interest payable	6.0	13.9
Other liabilities	11.8	(3.0)
Premium received on bond issuance	—	9.8
Premium paid on redemption of bonds	(5.8)	(11.8)
Net cash used in operating activities of discontinued operations	(0.6)	(0.8)
Total adjustments	253.2	179.6
Net cash provided by operating activities	489.5	368.2

(Continued)

HealthSouth Corporation and Subsidiaries
Condensed Consolidated Statements of Cash Flows (Continued)
(Unaudited)

	Nine Months Ended September 30,	
	2016	2015
	(In Millions)	
Cash flows from investing activities:		
Purchases of property and equipment	(113.9)	(85.2)
Capitalized software costs	(17.5)	(20.7)
Acquisitions of businesses, net of cash acquired	(19.6)	(87.1)
Proceeds from sale of marketable securities	—	12.8
Purchase of restricted investments	(0.8)	(6.5)
Net change in restricted cash	(7.1)	3.2
Other	2.6	4.1
Net cash used in investing activities	(156.3)	(179.4)
Cash flows from financing activities:		
Principal borrowings on term loan facilities	—	125.0
Proceeds from bond issuance	—	1,400.0
Principal payments on debt, including pre-payments	(195.2)	(546.3)
Borrowings on revolving credit facility	260.0	315.0
Payments on revolving credit facility	(240.0)	(615.0)
Debt amendment and issuance costs	—	(31.3)
Repurchases of common stock, including fees and expenses	(24.1)	—
Dividends paid on common stock	(62.4)	(56.3)
Distributions paid to noncontrolling interests of consolidated affiliates	(49.5)	(39.7)
Other	(7.2)	(5.3)
Net cash (used in) provided by financing activities	(318.4)	546.1
Increase in cash and cash equivalents	14.8	734.9
Cash and cash equivalents at beginning of period	61.6	66.7
Cash and cash equivalents at end of period	$76.4	$801.6
Supplemental schedule of noncash financing activity:		
Conversion of preferred stock to common stock	$—	$93.2

The accompanying notes to condensed consolidated financial statements are an integral part of these condensed statements.
7

HealthSouth Corporation and Subsidiaries
Notes to Condensed Consolidated Financial Statements

1. Basis of Presentation

HealthSouth Corporation, incorporated in Delaware in 1984, including its subsidiaries, is one of the nation's largest providers of post-acute healthcare services, offering both facility-based and home-based post-acute services in 34 states and Puerto Rico through its network of inpatient rehabilitation hospitals, home health agencies, and hospice agencies.

The accompanying unaudited condensed consolidated financial statements of HealthSouth Corporation and Subsidiaries should be read in conjunction with the consolidated financial statements and accompanying notes filed with the United States Securities and Exchange Commission in HealthSouth's Annual Report on Form 10-K filed on February 24, 2016 (the "2015 Form 10-K"). The unaudited condensed consolidated financial statements have been prepared in accordance with the rules and regulations of the SEC applicable to interim financial information. Certain information and note disclosures included in financial statements prepared in accordance with generally accepted accounting principles in the United States of America have been omitted in these interim statements, as allowed by such SEC rules and regulations. The condensed consolidated balance sheet as of December 31, 2015 has been derived from audited financial statements, but it does not include all disclosures required by GAAP. However, we believe the disclosures are adequate to make the information presented not misleading.

The unaudited results of operations for the interim periods shown in these financial statements are not necessarily indicative of operating results for the entire year. In our opinion, the accompanying condensed consolidated financial statements recognize all adjustments of a normal recurring nature considered necessary to fairly state the financial position, results of operations, and cash flows for each interim period presented.

See also Note 12, Segment Reporting.

Variable Interest Entities—

Effective January 1, 2016, in connection with our adoption of ASU 2015-02, we updated our evaluation of all jointly held legal entities to determine whether they are now variable interest entities ("VIEs") under the new guidance. Any entity considered a VIE is evaluated to determine which party is the primary beneficiary and thus should consolidate the VIE. This analysis is complex, involves uncertainties, and requires significant judgment on various matters. In order to determine if we are the primary beneficiary of a VIE, we must determine what activities most significantly impact the economic performance of the entity, whether we have the power to direct those activities, and if our obligation to absorb losses or receive benefits from the VIE could potentially be significant to the VIE.

Net Operating Revenues—

We derived consolidated Net operating revenues from the following payor sources:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Medicare	74.8 %	75.1 %	75.0 %	74.8 %
Medicare Advantage	7.9 %	7.5 %	7.9 %	7.8 %
Managed care	10.1 %	9.9 %	9.9 %	10.0 %
Medicaid	3.3 %	3.4 %	3.3 %	3.0 %
Other third-party payors	1.5 %	1.5 %	1.4 %	1.6 %
Workers' compensation	0.8 %	0.8 %	0.8 %	0.9 %
Patients	0.5 %	0.5 %	0.5 %	0.6 %
Other income	1.1 %	1.3 %	1.2 %	1.3 %
Total	100.0%	100.0%	100.0%	100.0%

HealthSouth Corporation and Subsidiaries
Notes to Condensed Consolidated Financial Statements

Inpatient Rehabilitation Revenues
Our inpatient rehabilitation segment derived its Net operating revenues from the following payor sources:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Medicare	73.3 %	73.2 %	73.3 %	73.0 %
Medicare Advantage	7.6 %	7.7 %	7.7 %	7.9 %
Managed care	11.4 %	11.2 %	11.3 %	11.3 %
Medicaid	3.0 %	3.0 %	3.0 %	2.6 %
Other third-party payors	1.8 %	1.7 %	1.7 %	1.9 %
Workers' compensation	1.0 %	1.0 %	1.0 %	1.1 %
Patients	0.6 %	0.6 %	0.6 %	0.7 %
Other income	1.3 %	1.6 %	1.4 %	1.5 %
Total	100.0%	100.0%	100.0%	100.0%

Home Health and Hospice Revenues
Our home health and hospice segment derived its Net operating revenues from the following payor sources:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Medicare	81.8 %	84.7 %	82.4 %	84.1 %
Medicare Advantage	8.8 %	6.7 %	8.9 %	7.1 %
Managed care	4.5 %	2.9 %	3.7 %	2.9 %
Medicaid	4.7 %	5.7 %	4.8 %	5.7 %
Other third-party payors	— %	— %	— %	0.1 %
Patients	0.1 %	— %	0.1 %	0.1 %
Other income	0.1 %	— %	0.1 %	— %
Total	100.0%	100.0%	100.0%	100.0%

See Note 1, Summary of Significant Accounting Policies, to the consolidated financial statements accompanying the 2015 Form 10-K for our policies related to Net operating revenues, Accounts receivable, and our Allowance for doubtful accounts.
Recent Accounting Pronouncements—
In February 2015, the FASB issued ASU 2015-02, "Consolidations (Topic 810) - Amendments to the Consolidation Analysis," which provided guidance on evaluating whether a reporting entity should consolidate certain legal entities. Specifically, the amendments modified the evaluation of whether limited partnerships and similar legal entities are VIEs. Under this analysis, limited partnerships and other similar entities are considered a VIE unless the limited partners hold substantive kick-out rights or participating rights. Further, the amendments eliminated the presumption that a general partner should consolidate a limited partnership under the voting interest model, as well as affect the consolidation analysis of reporting entities that are involved with VIEs, particularly those that have fee arrangements and related party relationships. This standard was effective for annual periods beginning after December 15, 2015 and interim periods within those annual periods. We elected to adopt this guidance using the modified retrospective approach. Our adoption of this guidance resulted in certain limited partnership-like entities that were previously consolidated as voting interest entities to now be consolidated as VIEs, for

which additional disclosures are required. Our adoption of ASU 2015-02 did not have a material impact on our financial position, results of operations, or cash flows. See Note 3, Variable Interest Entities.

In February 2016, the FASB issued ASU 2016-02, "Leases (Topic 842)," in order to increase transparency and comparability by recognizing lease assets and liabilities on the balance sheet and disclosing key information about leasing arrangements. Under the new standard, lessees will recognize a right-of-use asset and a corresponding lease liability for all leases other than leases that meet the definition of a short-term lease. The liability will be equal to the present value of lease payments. The asset will be based on the liability, subject to adjustment, such as for initial direct costs. For income statement purposes, the FASB retained a dual model, requiring leases to be classified as either operating or finance. Operating leases will result in straight-line expense while finance leases will result in an expense pattern similar to current capital leases. Classification will be based on criteria that are similar to those applied in current lease accounting. This standard will be effective for HealthSouth for the annual reporting period beginning after December 15, 2018. Early adoption is permitted. We continue to review the requirements of this standard and its impact on our financial position, results of operations, or cash flows.

In March 2016, the FASB issued ASU 2016-09, "Improvements to Employee Share-Based Payment Accounting (Topic 718)," to simplify various aspects of share-based payment accounting and presentation. The new standard requires entities to record all of the tax effects related to share-based payments at settlement (or expiration) through the income statement. This will require us to reclassify tax benefits in excess of compensation cost ("windfalls") and tax deficiencies ("shortfalls") to the extent of previous windfalls from Capital in excess of par value to Provision for income tax expense. This change is required to be applied prospectively to all excess tax benefits and tax deficiencies resulting from settlements after the date of adoption of the ASU. The standard eliminates the requirement to delay recognition of a windfall tax benefit until it reduces current taxes payable. This change is required to be applied on a modified retrospective basis, with a cumulative-effect adjustment to opening retained earnings. In addition, all income tax-related cash flows resulting from share-based windfall tax benefits are required to be reported as operating activities on the statement of cash flows as opposed to the current presentation as an inflow from financing activities and an outflow from operating activities. Either prospective or retrospective transition of this provision is permitted. Finally, the standard clarifies that all cash payments made to taxing authorities on the employees' behalf for withheld shares should be presented as financing activities on the statement of cash flows. This change will be applied retrospectively. For HealthSouth, this guidance is effective for annual reporting periods beginning after December 15, 2016 and interim periods within that reporting period. Early adoption is permitted, with any adjustments reflected as of the beginning of the fiscal year of adoption. Upon adoption, we anticipate recognizing our net windfall balance as an increase to Deferred income tax assets and a corresponding decrease to Accumulated deficit. Additionally, the historical and future amount of cash flows resulting from share-based windfall benefits and cash payments made to taxing authorities on the employees' behalf for withheld shares will result in an increase to our historical and future Cash flows from operating activities and a decrease to Cash flows from financing activities.

In June 2016, the FASB issued ASU 2016-13, "Financial Instruments – Credit Losses (Topic 326)," which provides guidance for accounting for credit losses on financial instruments. The new guidance introduces an approach based on expected losses to estimate credit losses on certain types of financial instruments and modifies the impairment model for available-for-sale debt securities. The new guidance is effective for HealthSouth for the annual period beginning after December 15, 2019 and interim periods within that reporting period. Early adoption is permitted beginning after December 15, 2018. We continue to review the requirements of this standard and any potential impact it may have on our financial position, results of operations, or cash flows.

In August 2016, the FASB issued ASU 2016-15, "Statement of Cash Flows (Topic 230), Classification of Certain Cash Receipts and Cash Payments," to reduce diversity in practice in how certain transactions are classified in the statement of cash flows. In addition, the standard clarifies when cash receipts and cash payments have aspects of more than one class of cash flows and cannot be separated, classification will depend on the predominant source or use. The new guidance is effective retrospectively for HealthSouth for the annual reporting period beginning after December 15, 2017 and interim periods within that reporting period. Early adoption is permitted. We continue to review the requirements of this standard and any potential impact it may have on our financial position, results of operations, or

cash flows.

HealthSouth Corporation and Subsidiaries
Notes to Condensed Consolidated Financial Statements

2. Business Combinations

Inpatient Rehabilitation

In February 2016, we acquired 50% of the inpatient rehabilitation hospital at CHI St. Vincent Hot Springs ("Hot Springs"), a 20-bed inpatient rehabilitation hospital in Hot Springs, Arkansas, through a joint venture with St. Vincent Community Health Services, Inc. The acquisition, which was funded through a contribution to the consolidated joint venture, was not material to our financial position, results of operations, or cash flows.

In August 2016, we acquired 50% of the inpatient rehabilitation hospital at St. Joseph Regional Health Center ("Bryan"), a 19-bed inpatient rehabilitation hospital in Bryan, Texas, through a joint venture with St. Joseph Health System. The acquisition, which was funded through a contribution to the consolidated joint venture, was not material to our financial position, results of operations, or cash flows.

Also in August 2016, we acquired 51% of the inpatient rehabilitation hospital at The Bernsen Rehabilitation Center at St. John ("Broken Arrow"), a 24-bed inpatient rehabilitation hospital in Broken Arrow, Oklahoma, through a joint venture with St. John Health System. The acquisition, which was funded through a contribution to the consolidated joint venture, was not material to our financial position, results of operations, or cash flows.

Each of the above transactions was made to enhance our position and ability to provide inpatient rehabilitation services to patients in the applicable geographic areas. We accounted for these transactions under the acquisition method of accounting and reported the results of operations of the acquired hospitals from their respective dates of acquisition. Assets acquired and liabilities assumed, if any, were recorded at their estimated fair values as of the respective acquisition dates. The fair values of the identifiable intangible assets were based on valuations using the income approach. The income approach is based on management's estimates of future operating results and cash flows discounted using a weighted-average cost of capital that reflects market participant assumptions. The excess of the fair value of the consideration conveyed over the fair value of the net assets acquired was recorded as goodwill. The goodwill reflects our expectations of our ability to gain access to and penetrate the acquired hospital's historical patient base and the benefits of being able to leverage operational efficiencies with favorable growth opportunities based on positive demographic trends in these markets. None of the goodwill recorded as a result of these transactions is deductible for federal income tax purposes.

The fair value of the assets acquired at the acquisition date were as follows (in millions):

Property and equipment	$5.3
Identifiable intangible assets:	
Noncompete agreements (useful lives of 1 to 3 years)	0.4
Trade names (useful lives of 20 years)	1.0
Goodwill	9.4
Total assets acquired	$16.1

Information regarding the net cash paid for all inpatient rehabilitation acquisitions during each period presented is as follows (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Fair value of assets acquired	$ 1.4	$ —	$6.7	$62.8
Goodwill	7.6	—	9.4	0.7
Fair value of liabilities assumed	—	—	—	(2.7)
Fair value of noncontrolling interest owned by joint venture partner	(9.0)	—	(16.1)	(4.2)
Net cash paid for acquisition	$ —	$ —	$—	$56.6

HealthSouth Corporation and Subsidiaries
Notes to Condensed Consolidated Financial Statements

Home Health and Hospice

During the nine months ended September 30, 2016, we completed the following home health and hospice acquisitions, none of which were individually material to our financial position, results of operations, or cash flows. Each acquisition was made to enhance our position and ability to provide post-acute healthcare services to patients in the applicable geographic areas. Each acquisition was funded using cash on hand.

- In May, 2016, we acquired Home Health Agency of Georgia, LLC ("Camellia"), a home health and hospice provider with two home health locations and two hospice locations in the Greater Atlanta area.
- In July 2016, we acquired Advantage Health Inc. ("Advantage"), a home health provider with one location in Yuma, Arizona.
- In September, 2016, we acquired three hospice agencies from Sotto International, Inc. ("Serenity") located in Texarkana, Arkansas, Magnolia, Arkansas, and Texarkana, Texas.

We accounted for all of these transactions under the acquisition method of accounting and reported the results of operations of the acquired locations from their respective dates of acquisition. Assets acquired and liabilities assumed were recorded at their estimated fair values as of the respective acquisition dates. The fair values of identifiable intangible assets were based on valuations using the cost and income approaches. The cost approach is based on amounts that would be required to replace the asset (i.e., replacement cost). The income approach is based on management's estimates of future operating results and cash flows discounted using a weighted-average cost of capital that reflects market participant assumptions. The excess of the fair value of the consideration conveyed over the fair value of the net assets acquired was recorded as goodwill. The goodwill reflects our expectations of our ability to utilize the acquired locations' mobile workforce and established relationships within each community and the benefits of being able to leverage operational efficiencies with favorable growth opportunities based on positive demographic trends in these markets. All goodwill recorded as a result of these transactions is deductible for federal income tax purposes.

The fair value of the assets acquired and liabilities assumed at the acquisition date were as follows (in millions):

Identifiable intangible asset:	
Noncompete agreements (useful lives of 5 years)	$0.2
Trade names (useful lives of 1 year)	0.2
Certificate of needs (useful lives of 10 years)	1.9
Licenses (useful lives of 10 years)	1.1
Goodwill	16.3
Total assets acquired	19.7
Total liabilities assumed	(0.1)
Net assets acquired	$19.6

Information regarding the net cash paid for home health and hospice acquisitions during each period presented is as follows (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Fair value of assets acquired	$1.9	$1.9	$3.4	$10.4
Goodwill	8.3	7.5	16.3	20.3
Fair value of liabilities assumed	—	(0.1)	(0.1)	(0.2)
Net cash paid for acquisitions	$10.2	$9.3	$19.6	$30.5

HealthSouth Corporation and Subsidiaries
Notes to Condensed Consolidated Financial Statements

Pro Forma Results of Operations

The following table summarizes the results of operations of the above mentioned inpatient rehabilitation hospitals and home health and hospice agencies from their respective dates of acquisition included in our consolidated results of operations and the unaudited pro forma results of operations of the combined entity had the date of the acquisitions been January 1, 2015 (in millions):

	Net Operating Revenues	Net Income Attributable to HealthSouth
Acquired entities only: Actual from acquisition date to September 30, 2016	$ 8.7	$ (2.3)
Combined entity: Supplemental pro forma from 07/01/2016-09/30/2016	929.2	62.0
Combined entity: Supplemental pro forma from 07/01/2015-09/30/2015	786.7	51.4
Combined entity: Supplemental pro forma from 01/01/2016-09/30/2016	2,773.9	184.0
Combined entity: Supplemental pro forma from 01/01/2015-09/30/2015	2,308.2	136.8

See Note 2, Business Combinations, to the consolidated financial statements accompanying the 2015 Form 10-K for information regarding acquisitions completed in 2015.

3. Variable Interest Entities

As of September 30, 2016, we consolidated ten limited partnership-like entities that are VIEs and of which we are the primary beneficiary. All ten of these entities were also consolidated as of December 31, 2015. Our ownership percentages in these entities range from 6.8% to 99.5%. Through partnership and management agreements with or governing each of these entities, we manage all of these entities and handle all day-to-day operating decisions. Accordingly, we have the decision making power over the activities that most significantly impact the economic performance of our VIEs and an obligation to absorb losses or receive benefits from the VIE that could potentially be significant to the VIE. These decisions and significant activities include, but are not limited to, marketing efforts, oversight of patient admissions, medical training, nurse and therapist scheduling, provision of healthcare services, billing, collections and creation and maintenance of medical records. The terms of the agreements governing each of our VIEs prohibit us from using the assets of each VIE to satisfy the obligations of other entities.

HealthSouth Corporation and Subsidiaries
Notes to Condensed Consolidated Financial Statements

The carrying amounts and classifications of the consolidated VIEs' assets and liabilities, which are included in our consolidated balance sheet, are as follows (in millions):

	September 30, 2016
Assets	
Current assets:	
Cash and cash equivalents	$ 1.2
Accounts receivable, net of allowance for doubtful accounts	32.3
Other current assets	3.1
Total current assets	36.6
Property and equipment, net	137.6
Goodwill	73.5
Intangible assets, net	9.3
Other long-term assets	1.0
Total assets	$ 258.0
Liabilities	
Current liabilities:	
Current portion of long-term debt	$ 1.4
Accounts payable	7.0
Accrued expenses and other current liabilities	12.5
Total current liabilities	20.9
Long-term debt, net of current portion	30.2
Total liabilities	$ 51.1

4. Investments in and Advances to Nonconsolidated Affiliates

As of September 30, 2016 and December 31, 2015, we had $13.0 million and $11.7 million, respectively, of investments in and advances to nonconsolidated affiliates included in Other long-term assets in our condensed consolidated balance sheets. Investments in and advances to nonconsolidated affiliates represent our investments in seven partially owned subsidiaries, of which six are general or limited partnerships, limited liability companies, or joint ventures in which HealthSouth or one of its subsidiaries is a general or limited partner, managing member, member, or venturer, as applicable. We do not control these affiliates but have the ability to exercise significant influence over the operating and financial policies of certain of these affiliates. Our ownership percentages in these affiliates range from approximately 1% to 60%. We account for these investments using the cost and equity methods of accounting.

The following summarizes the combined results of operations of our equity method affiliates (on a 100% basis, in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Net operating revenues	$11.3	$9.2	$33.4	$26.3
Operating expenses	(6.0)	(4.0)	(18.1)	(11.7)
Income from continuing operations, net of tax	5.2	5.1	15.2	13.8
Net income	5.2	5.1	15.2	13.8

HealthSouth Corporation and Subsidiaries
Notes to Condensed Consolidated Financial Statements

5. Long-term Debt

Our long-term debt outstanding consists of the following (in millions):

	September 30, 2016	December 31, 2015
Credit Agreement—		
Advances under revolving credit facility	$150.0	$130.0
Term loan facilities	426.8	443.3
Bonds payable—		
7.75% Senior Notes due 2022	—	174.3
5.125% Senior Notes due 2023	295.1	294.6
5.75% Senior Notes due 2024	1,193.1	1,192.6
5.75% Senior Notes due 2025	343.7	343.4
2.00% Convertible Senior Subordinated Notes due 2043	273.2	265.9
Other notes payable	47.1	39.2
Capital lease obligations	281.8	288.2
	3,010.8	3,171.5
Less: Current portion	(36.8)	(36.8)
Long-term debt, net of current portion	$2,974.0	$3,134.7

The following chart shows scheduled principal payments due on long-term debt for the next five years and thereafter (in millions):

	Face Amount	Net Amount
October 1 through December 31, 2016	$8.7	$8.7
2017	37.3	37.3
2018	37.8	37.8
2019	40.4	40.4
2020	834.2	786.1
2021	10.7	10.7
Thereafter	2,108.0	2,089.8
Total	$3,077.1	$3,010.8

On February 23, 2016, we gave notice of, and made an irrevocable commitment for, the redemption of $50 million of the outstanding principal amount of our existing 7.75% Senior Notes due 2022 (the “2022 Notes”). On March 24, 2016, we completed this redemption using cash on hand and capacity under our revolving credit facility. Pursuant to the terms of the 2022 Notes, this optional redemption was made at a price of 103.875%, which resulted in a total cash outlay of approximately $52 million. As a result of this redemption, we recorded a $2.4 million Loss on early extinguishment of debt in the first quarter of 2016.

On April 6, 2016, we gave notice of, and made an irrevocable commitment for, the redemption of an additional $50 million of the outstanding principal amount of the 2022 Notes. On May 6, 2016, we completed this redemption using cash on hand and capacity under our revolving credit facility. Pursuant to the terms of the 2022 Notes, this optional redemption was also made at a price of 103.875%, which resulted in a total cash outlay of approximately $52 million. As a result of this redemption, we recorded a $2.4 million Loss on early extinguishment of debt in the second quarter of 2016.

On July 28, 2016, we gave notice of, and made an irrevocable commitment for, the redemption of the remaining outstanding principal balance of $76.0 million of the 2022 Notes. On September 15, 2016, we completed this redemption using

HealthSouth Corporation and Subsidiaries
Notes to Condensed Consolidated Financial Statements

cash on hand and capacity under our revolving credit facility. Pursuant to the terms of the 2022 Notes, this optional redemption was made at a price of 102.583%, which resulted in a total cash outlay of approximately $78 million. As a result of this redemption, we recorded a $2.6 million Loss on early extinguishment of debt in the third quarter of 2016.
In February 2016, we entered into a development/lease agreement with CR HQ, LLC (the "Developer") to construct our new corporate headquarters in Birmingham, Alabama. Under the terms of this agreement, the Developer is responsible for all costs of constructing the new facility 'shell' which will then be leased to us for an initial term of 15 years with four, five-year renewal options. The lease is expected to commence in the first half of 2018. We are responsible for the costs associated with improvements to the interior of the building. Due to the nature and extent of the tenant improvements we will be making to the new corporate headquarters and certain provisions of the development/lease agreement, we are deemed to be the accounting owner of the new corporate headquarters during the construction period. Construction commenced in the second quarter of 2016. Accordingly, we increased Property and equipment, net by $10.3 million, based on the construction costs incurred to date by the Developer, and recorded a corresponding noncurrent financing obligation liability of $10.3 million in Long-term debt, net of current portion within our condensed consolidated balance sheet as of September 30, 2016. The total financing obligation associated with the Developer's costs to construct the new corporate headquarters is estimated at $56 million. The amounts recorded for construction costs and the corresponding liability are non-cash activities for purposes of our condensed consolidated statement of cash flows.
For additional information regarding our indebtedness, see Note 8, Long-term Debt, to the consolidated financial statements accompanying the 2015 Form 10-K.

6. Redeemable Noncontrolling Interests

The following is a summary of the activity related to our Redeemable noncontrolling interests during the nine months ended September 30, 2016 and 2015 (in millions):

	Nine Months Ended September 30,	
	2016	2015
Balance at beginning of period	$121.1	$84.7
Net income attributable to noncontrolling interests	11.2	10.1
Distributions declared	(6.4)	(5.6)
Change in fair value	(16.5)	24.9
Balance at end of period	$109.4	$114.1

The following table reconciles the net income attributable to nonredeemable Noncontrolling interests, as recorded in the shareholders' equity section of the condensed consolidated balance sheets, and the net income attributable to Redeemable noncontrolling interests, as recorded in the mezzanine section of the condensed consolidated balance sheets, to the Net income attributable to noncontrolling interests presented in the condensed consolidated statements of operations for the three and nine months ended September 30, 2016 and 2015 (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Net income attributable to nonredeemable noncontrolling interests	$12.7	$13.4	$42.5	$40.8
Net income attributable to redeemable noncontrolling interests	3.7	3.7	11.2	10.1
Net income attributable to noncontrolling interests	$16.4	$17.1	$53.7	$50.9

HealthSouth Corporation and Subsidiaries
Notes to Condensed Consolidated Financial Statements

7. Fair Value Measurements

Our financial assets and liabilities that are measured at fair value on a recurring basis are as follows (in millions):

		Fair Value Measurements at Reporting Date Using			
As of September 30, 2016	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Valuation Technique [1]
Other current assets:					
Current portion of restricted marketable securities	$ 24.2	$ —	$ 24.2	$ —	M
Other long-term assets:					
Restricted marketable securities	33.3	—	33.3	—	M
Redeemable noncontrolling interests	109.4	—	—	109.4	I
As of December 31, 2015					
Other current assets:					
Current portion of restricted marketable securities	$ 16.1	$ —	$ 16.1	$ —	M
Other long-term assets:					
Restricted marketable securities	40.1	—	40.1	—	M
Redeemable noncontrolling interests	121.1	—	—	121.1	I

[1] The three valuation techniques are: market approach (M), cost approach (C), and income approach (I).

The fair values of our financial assets and liabilities are determined as follows:

- Restricted marketable securities - The fair values of our available-for-sale restricted marketable securities are determined based on quoted market prices in active markets or quoted prices, dealer quotations, or alternative pricing sources supported by observable inputs in markets that are not considered to be active.
- Redeemable noncontrolling interests - The fair value of the Redeemable noncontrolling interest related to our home health segment is determined using the product of a twelve-month specified performance measure and a specified median market price multiple based on a basket of public health companies. To determine the fair value of the Redeemable noncontrolling interests in our joint venture hospitals, we use the applicable hospitals' projected operating results and cash flows discounted using a rate that reflects market participant assumptions for the applicable facilities. The projected operating results use management's best estimates of economic and market conditions over the forecasted periods including assumptions for pricing and volume, operating expenses, and capital expenditures. See also Note 6, Redeemable Noncontrolling Interests.

In addition to assets and liabilities recorded at fair value on a recurring basis, we are also required to record assets and liabilities at fair value on a nonrecurring basis. Generally, assets are recorded at fair value on a nonrecurring basis as a result of impairment charges or similar adjustments made to the carrying value of the applicable assets. During the three and nine months ended September 30, 2016 and September 30, 2015, we did not record any gains or losses related to our nonfinancial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a nonrecurring basis as part of our continuing operations.

HealthSouth Corporation and Subsidiaries
Notes to Condensed Consolidated Financial Statements

As discussed in Note 1, Summary of Significant Accounting Policies, “Fair Value Measurements,” to the consolidated financial statements accompanying the 2015 Form 10-K, the carrying value equals fair value for our financial instruments that are not included in the table below and are classified as current in our condensed consolidated balance sheets. The carrying amounts and estimated fair values for all of our other financial instruments are presented in the following table (in millions):

	As of September 30, 2016		As of December 31, 2015	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Long-term debt:				
Advances under revolving credit facility	$150.0	$ 150.0	$130.0	$ 130.0
Term loan facilities	426.8	428.1	443.3	445.0
7.75% Senior Notes due 2022	—	—	174.3	183.7
5.125% Senior Notes due 2023	295.1	299.3	294.6	288.0
5.75% Senior Notes due 2024	1,193.1	1,239.0	1,192.6	1,146.0
5.75% Senior Notes due 2025	343.7	364.9	343.4	332.5
2.00% Convertible Senior Subordinated Notes due 2043	273.2	377.3	265.9	345.0
Other notes payable	47.1	47.1	39.2	39.2
Financial commitments:				
Letters of credit	—	33.3	—	34.2

Fair values for our long-term debt and financial commitments are determined using inputs, including quoted prices in nonactive markets, that are observable either directly or indirectly, or Level 2 inputs within the fair value hierarchy. See Note 1, Summary of Significant Accounting Policies, “Fair Value Measurements,” to the consolidated financial statements accompanying the 2015 Form 10-K.

8. Share-Based Payments

In February and May 2016, we issued a total of 0.8 million restricted stock awards to members of our management team and our board of directors. Approximately 0.2 million of these awards contain only a service condition, while the remainder contain both a service and a performance condition. For the awards that include a performance condition, the number of shares that will ultimately be granted to employees may vary based on the Company’s performance during the applicable two-year performance measurement period. Additionally, in February 2016, we granted 0.1 million stock options to members of our management team. The fair value of these awards and options was determined using the policies described in Note 1, Summary of Significant Accounting Policies, and Note 13, Share-Based Payments, to the consolidated financial statements accompanying the 2015 Form 10-K.

9. Income Taxes

Our Provision for income tax expense of $42.1 million and $124.2 million for the three and nine months ended September 30, 2016, respectively, primarily resulted from the application of our estimated effective blended federal and state income tax rate. Our Provision for income tax expense of $35.9 million and $98.4 million for the three and nine months ended September 30, 2015, respectively, primarily resulted from the application of our estimated effective blended federal and state income tax rate.

The $72.6 million of net deferred tax assets included in the accompanying condensed consolidated balance sheet as of September 30, 2016 reflects management’s assessment it is more likely than not we will be able to generate sufficient future taxable income to utilize those deferred tax assets based on our current estimates and assumptions. As of September 30, 2016, we maintained a valuation allowance of $28.3 million due to uncertainties regarding our ability to utilize a portion of our state net operating losses (“NOLs”) and other credits before they expire. The amount of the valuation allowance has been determined for each tax jurisdiction based on the weight of all available evidence including management’s estimates of taxable income for each jurisdiction in which we operate over the periods in which the related deferred tax assets will be recoverable. It is possible

18

HealthSouth Corporation and Subsidiaries
Notes to Condensed Consolidated Financial Statements

we may be required to increase or decrease our valuation allowance at some future time if our forecast of future earnings varies from actual results on a consolidated basis or in the applicable state tax jurisdictions, or if the timing of future tax deductions differs from our expectations.

As of September 30, 2016, we estimate the tax benefit of combined federal NOLs and tax credits to be approximately $18 million. There is $15.6 million related to operating loss carryforwards resulting from excess tax benefits related to share-based awards, the benefits of which, when recognized, will be accounted for as a credit to Capital in excess of par value when they reduce taxes payable. Federal NOLs and tax credits expire in various amounts at varying times through 2036. We also have state NOLs that expire in various amounts at varying times through 2031.

During the three months ended September 30, 2016, we filed an automatic tax accounting method change related to the deductibility of bad debts pursuant to the non-accrual experience method which resulted in a tax benefit of approximately $7 million. This change did not have a material impact on our effective tax rate. We also filed a non-automatic tax accounting method change related to billings denied under pre-payment claims reviews conducted by certain of our Medicare Administrative Contractors and are awaiting acceptance by the IRS. If our request for the non-automatic tax accounting method change is accepted as filed, we anticipate additional tax benefits of approximately $50 million through September 30, 2016. Approximately $44 million of this amount represents pre-payment claims received in years prior to and including the year ending December 31, 2015. This change, if approved, is not expected to have a material impact on our effective tax rate.

Total remaining gross unrecognized tax benefits were $2.8 million and $2.9 million as of September 30, 2016 and December 31, 2015, respectively, all of which would affect our effective tax rate if recognized. A reconciliation of the beginning and ending liability for unrecognized tax benefits is as follows (in millions):

	Gross Unrecognized Income Tax Benefits
Balance at December 31, 2015	$ 2.9
Gross amount of increases in unrecognized tax benefits related to prior periods	0.3
Gross amount of decreases in unrecognized tax benefits related to prior periods	(0.4)
Gross amount of increases in unrecognized tax benefits related to current periods	0.1
Gross amount of decreases in unrecognized tax benefits related to current periods	(0.1)
Balance at September 30, 2016	$ 2.8

Our continuing practice is to recognize interest and penalties related to income tax matters in income tax expense. Interest recorded as part of our income tax provision during the three and nine months ended September 30, 2016 and 2015 was not material. Accrued interest income related to income taxes as of September 30, 2016 and December 31, 2015 was not material.

In December 2014, we signed an agreement with the IRS to begin participating in their Compliance Assurance Process, a program in which we and the IRS endeavor to agree on the treatment of significant tax positions prior to the filing of our federal income tax return. We signed a new agreement in December 2015 for the 2016 tax year. As a result of these agreements, the IRS surveyed our 2013, 2012 and 2011 federal income tax returns, will examine our 2016 return when filed and is currently examining our 2015 return. Our 2014 federal income tax return has been filed, and the IRS has not indicated its intent to examine or survey this return. We have settled federal income tax examinations with the IRS for all tax years through 2013. Our state income tax returns are also periodically examined by various regulatory taxing authorities. We are currently under audit by five states for tax years ranging from 2007 through 2014.

For the tax years that remain open under the applicable statutes of limitation, amounts related to unrecognized tax benefits have been considered by management in its estimate of our potential net recovery of prior years' income taxes. Based on discussions with taxing authorities, we anticipate up to $2.6 million of our unrecognized tax benefits may be released within the next 12 months.

19

HealthSouth Corporation and Subsidiaries
Notes to Condensed Consolidated Financial Statements

10.Earnings per Common Share

The following table sets forth the computation of basic and diluted earnings per common share (in millions, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Basic:				
Numerator:				
Income from continuing operations	$78.2	$67.5	$236.3	$188.6
Less: Net income attributable to noncontrolling interests included in continuing operations	(16.4)	(17.1)	(53.7)	(50.9)
Less: Income allocated to participating securities	(0.2)	(0.3)	(0.6)	(0.9)
Less: Convertible perpetual preferred stock dividends	—	—	—	(1.6)
Income from continuing operations attributable to HealthSouth common shareholders	61.6	50.1	182.0	135.2
(Loss) income from discontinued operations, net of tax, attributable to HealthSouth common shareholders	(0.1)	0.3	(0.3)	(1.6)
Net income attributable to HealthSouth common shareholders	$61.5	$50.4	$181.7	$133.6
Denominator:				
Basic weighted average common shares outstanding	89.1	90.6	89.3	89.1
Basic earnings per share attributable to HealthSouth common shareholders:				
Continuing operations	$0.69	$0.56	$2.03	$1.52
Discontinued operations	—	—	—	(0.02)
Net income	$0.69	$0.56	$2.03	$1.50
Diluted:				
Numerator:				
Income from continuing operations	$78.2	$67.5	$236.3	$188.6
Less: Net income attributable to noncontrolling interests included in continuing operations	(16.4)	(17.1)	(53.7)	(50.9)
Add: Interest on convertible debt, net of tax	2.4	2.4	7.2	7.0
Income from continuing operations attributable to HealthSouth common shareholders	64.2	52.8	189.8	144.7
(Loss) income from discontinued operations, net of tax, attributable to HealthSouth common shareholders	(0.1)	0.3	(0.3)	(1.6)
Net income attributable to HealthSouth common shareholders	$64.1	$53.1	$189.5	$143.1
Denominator:				
Diluted weighted average common shares outstanding	99.4	101.5	99.5	101.4
Diluted earnings per share attributable to HealthSouth common shareholders:				
Continuing operations	$0.64	$0.52	$1.90	$1.43
Discontinued operations	—	—	—	(0.02)
Net income	$0.64	$0.52	$1.90	$1.41

HealthSouth Corporation and Subsidiaries
Notes to Condensed Consolidated Financial Statements

The following table sets forth the reconciliation between basic weighted average common shares outstanding and diluted weighted average common shares outstanding (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Basic weighted average common shares outstanding	89.1	90.6	89.3	89.1
Convertible perpetual preferred stock	—	—	—	1.3
Convertible senior subordinated notes	8.5	8.4	8.5	8.3
Restricted stock awards, dilutive stock options, restricted stock units, and common stock warrants	1.8	2.5	1.7	2.7
Diluted weighted average common shares outstanding	99.4	101.5	99.5	101.4

In October 2015, February 2016, and May 2016, our board of directors declared cash dividends of $0.23 per share that were paid in January 2016, April 2016, and July 2016, respectively. On July 21, 2016, our board of directors approved an increase in our quarterly dividend and declared a cash dividend of $0.24 per share, payable on October 17, 2016 to stockholders of record on October 3, 2016. On October 20, 2016, our board of directors declared a cash dividend of $0.24 per share, payable on January 17, 2017 to stockholders of record on January 3, 2017. As of September 30, 2016 and December 31, 2015, accrued common stock dividends of $22.3 million and $21.3 million, respectively, were included in Accrued expenses and other current liabilities in our condensed consolidated balance sheets. Future dividend payments are subject to declaration by our board of directors.

On April 22, 2015, we delivered notice of the exercise of our rights to force conversion of all outstanding shares of our Convertible perpetual preferred stock (par value of $0.10 per share and liquidation preference of $1,000 per share) pursuant to the underlying certificate of designations. The effective date of the conversion was April 23, 2015. On that date, each share of preferred stock automatically converted into 33.9905 shares of our common stock (par value of $0.01 per share). We completed the forced conversion by issuing and delivering in the aggregate 3,271,415 shares of our common stock to the registered holders of the 96,245 shares of the preferred stock outstanding and paying cash in lieu of fractional shares due to those holders.

The indenture underlying our convertible notes includes antidilutive protection that requires adjustments to the number of shares of common stock issuable upon conversion and the exercise price for common stock upon the occurrence of certain events, including payment of cash dividends on our common stock after a de minimis threshold. At issuance, the convertible notes had a conversion price of $39.65 per share, which was equal to an initial conversion rate of 25.2194 shares per $1,000 principal amount of the convertible notes. The payment of dividends on our common stock has triggered and will continue to trigger, from time to time, the antidilutive adjustment provisions of the convertible notes. The current conversion price of the convertible notes is $37.16 per share, and the conversion rate is 26.9106 for each $1,000 principal amount of the convertible notes.

See Note 8, Long-term Debt, Note 10, Convertible Perpetual Preferred Stock, and Note 16, Earnings per Common Share, to the consolidated financial statements accompanying the 2015 Form 10-K for additional information related to our convertible notes, common stock, common stock warrants, and convertible perpetual preferred stock.

11. Contingencies and Other Commitments

We operate in a highly regulated and litigious industry. As a result, various lawsuits, claims, and legal and regulatory proceedings have been and can be expected to be instituted or asserted against us. The resolution of any such lawsuits, claims, or legal and regulatory proceedings could materially and adversely affect our financial position, results of operations, and cash flows in a given period.

Nichols Litigation—

We have been named as a defendant in a lawsuit filed March 28, 2003 by several individual stockholders in the Circuit Court of Jefferson County, Alabama, captioned Nichols v. HealthSouth Corp. The plaintiffs allege that we,

some of our former

officers, and our former investment bank engaged in a scheme to overstate and misrepresent our earnings and financial position. The plaintiffs are seeking compensatory and punitive damages. This case was stayed in the Circuit Court on August 8, 2005. The plaintiffs filed an amended complaint on November 9, 2010 to which we responded with a motion to dismiss filed on December 22, 2010. During a hearing on February 24, 2012, plaintiffs' counsel indicated his intent to dismiss certain claims against us. Instead, on March 9, 2012, the plaintiffs amended their complaint to include additional securities fraud claims against HealthSouth and add several former officers to the lawsuit. On September 12, 2012, the plaintiffs further amended their complaint to request certification as a class action. One of those named officers has repeatedly attempted to remove the case to federal district court, most recently on December 11, 2012. We filed our latest motion to remand the case back to state court on January 10, 2013. On September 27, 2013, the federal court remanded the case back to state court. On November 25, 2014, the plaintiffs filed another amended complaint to assert new allegations relating to the time period of 1997 to 2002. On December 10, 2014, we filed a motion to dismiss on the grounds the plaintiffs lack standing because their claims are derivative in nature, and the claims are time-barred by the statute of limitations. On May 26, 2016, the court granted our motion to dismiss. The plaintiffs appealed the dismissal of the case to the Supreme Court of Alabama on June 28, 2016. The Supreme Court has not yet scheduled a hearing on the appeal.

We intend to vigorously defend ourselves in this case. Based on the stage of litigation, review of the current facts and circumstances as we understand them, the nature of the underlying claim, the results of the proceedings to date, and the nature and scope of the defense we continue to mount, we do not believe an adverse judgment or settlement is probable in this matter, and it is also not possible to estimate the amount of loss, if any, or range of possible loss that might result from an adverse judgment or settlement of this case.

Other Litigation—

One of our hospital subsidiaries was named as a defendant in a lawsuit filed August 12, 2013 by an individual in the Circuit Court of Etowah County, Alabama, captioned Honts v. HealthSouth Rehabilitation Hospital of Gadsden, LLC. The plaintiff alleged that her mother, who died more than three months after being discharged from our hospital, received an unprescribed opiate medication at the hospital. We deny the patient received any such medication, accounted for all the opiates at the hospital and argued the plaintiff established no causal liability between the actions of our staff and her mother's death. The plaintiff sought recovery for punitive damages. On May 18, 2016, the jury in this case returned a verdict in favor of the plaintiff for $20.0 million. On June 17, 2016, we filed a renewed motion for judgment as a matter of law or, in the alternative, a motion for new trial or, in the further alternative, a motion seeking reduction of the damages awarded (collectively, the "post-judgment motions"). The trial court denied the post-judgment motions. We appealed the verdict as well as the rulings on the post-judgment motions to the Supreme Court of Alabama on October 12, 2016. The Supreme Court has not yet scheduled a hearing on the appeal. We posted a bond in the amount of the judgment pending resolution of our appeal. We intend to vigorously defend ourselves in this case. Although we continue to believe in the merit of our defenses and counterarguments, we have recorded a liability of $21.0 million (including $1.0 million in fees and expenses) in Accrued expenses and other liabilities in our condensed consolidated balance sheet as of September 30, 2016 with a corresponding receivable of $15.0 million in Other current assets for the portion of the liability we would expect to be covered through our excess insurance coverages, resulting in a net charge of an additional $5.7 million to Other operating expenses in our condensed consolidated statements of operations for the nine months ended September 30, 2016. The $6.0 million portion of this liability would be a covered claim through our captive insurance subsidiary, HCS, Ltd.

Governmental Inquiries and Investigations—

On June 24, 2011, we received a document subpoena addressed to HealthSouth Hospital of Houston, a long-term acute care hospital ("LTCH") we closed in August 2011, and issued from the Dallas, Texas office of the HHS-OIG. The subpoena stated it was in connection with an investigation of possible false or otherwise improper claims submitted to Medicare and Medicaid and requested documents and materials relating to patient admissions, length of stay, and discharge matters at this closed LTCH. We furnished the documents requested and have heard nothing from the HHS-OIG since December 2012.

On March 4, 2013, we received document subpoenas from an office of the HHS-OIG addressed to four of our hospitals. Those subpoenas also requested complete copies of medical records for 100 patients treated at each of those hospitals between September 2008 and June 2012. The investigation is being conducted by the United States Department of Justice (the "DOJ"). On April 24, 2014, we received document subpoenas relating to an additional seven of our hospitals. The new subpoenas reference substantially similar investigation subject matter as the original subpoenas and request materials from the

period January 2008 through December 2013. Two of the four hospitals addressed in the original set of subpoenas have received supplemental subpoenas to cover this new time period. The most recent subpoenas do not include requests for specific patient files. However, in February 2015, the DOJ requested the voluntary production of the medical records of an additional 70 patients, some of whom were treated in hospitals not subject to the subpoenas, and we provided these records.

All of the subpoenas are in connection with an investigation of alleged improper or fraudulent claims submitted to Medicare and Medicaid and request documents and materials relating to practices, procedures, protocols and policies, of certain pre- and post-admissions activities at these hospitals including, among other things, marketing functions, pre-admission screening, post-admission physician evaluations, patient assessment instruments, individualized patient plans of care, and compliance with the Medicare 60% rule. Under the Medicare rule commonly referred to as the "60% rule," an inpatient rehabilitation hospital must treat 60% or more of its patients from at least one of a specified list of medical conditions in order to be reimbursed at the inpatient rehabilitation hospital payment rates, rather than at the lower acute care hospital payment rates.

We are cooperating fully with the DOJ in connection with these subpoenas and are currently unable to predict the timing or outcome of the related investigations.

Other Matters—

The False Claims Act, 18 U.S.C. § 287, allows private citizens, called "relators," to institute civil proceedings alleging violations of the False Claims Act. These qui tam cases are generally sealed by the court at the time of filing. The only parties typically privy to the information contained in the complaint are the relator, the federal government, and the presiding court. It is possible that qui tam lawsuits have been filed against us and that those suits remain under seal or that we are unaware of such filings or prevented by existing law, court order, or agreement with the government from discussing or disclosing the filing of such suits. We may be subject to liability under one or more undisclosed qui tam cases brought pursuant to the False Claims Act.

It is our obligation as a participant in Medicare and other federal healthcare programs to routinely conduct audits and reviews of the accuracy of our billing systems and other regulatory compliance matters. As a result of these reviews, we have made, and will continue to make, disclosures to the HHS-OIG and the United States Centers for Medicare and Medicaid Services relating to amounts we suspect represent over-payments from these programs, whether due to inaccurate billing or otherwise. Some of these disclosures have resulted in, or may result in, HealthSouth refunding amounts to Medicare or other federal healthcare programs.

12. Segment Reporting

Our internal financial reporting and management structure is focused on the major types of services provided by HealthSouth. We manage our operations using two operating segments which are also our reportable segments: (1) inpatient rehabilitation and (2) home health and hospice. These reportable operating segments are consistent with information used by our chief executive officer, who is our chief operating decision maker, to assess performance and allocate resources. The following is a brief description of our reportable segments:

- Inpatient Rehabilitation - Our national network of inpatient rehabilitation hospitals stretches across 30 states and Puerto Rico, with a concentration of hospitals in the eastern half of the United States and Texas. As of September 30, 2016, we operate 122 inpatient rehabilitation hospitals, including one hospital that operates as a joint venture which we account for using the equity method of accounting. In addition, we manage four inpatient rehabilitation units through management contracts. We provide specialized rehabilitative treatment on both an inpatient and outpatient basis. Our inpatient rehabilitation hospitals provide a higher level of rehabilitative care to patients who are recovering from conditions such as stroke and other neurological disorders, cardiac and pulmonary conditions, brain and spinal cord injuries, complex orthopedic conditions, and amputations.
- Home Health and Hospice - As of September 30, 2016, we provide home health and hospice services in 223 locations across 24 states. Two of these agencies operate as joint ventures which we account for using the equity method of accounting. Our home health services include a comprehensive range of Medicare-certified home nursing services to adult patients in need of care. These services include, among others, skilled nursing, physical, occupational, and speech therapy, medical social work, and home health aide services. We also provide

23

HealthSouth Corporation and Subsidiaries
Notes to Condensed Consolidated Financial Statements

specialized home care services in Texas and Kansas for pediatric patients with severe medical conditions. Our hospice services primarily include in-home services to terminally ill patients and their families to address patients' physical needs, including pain control and symptom management, and to provide emotional and spiritual support.

The accounting policies of our reportable segments are the same as those described in Note 1, Basis of Presentation, "Variable Interest Entities," to these condensed consolidated financial statements and Note 1, Summary of Significant Accounting Policies, to the consolidated financial statements accompanying the 2015 Form 10-K. All revenues for our services are generated through external customers. See Note 1, Basis of Presentation, "Net Operating Revenues," for the payor composition of our revenues. No corporate overhead is allocated to either of our reportable segments. Our chief operating decision maker evaluates the performance of our segments and allocates resources to them based on adjusted earnings before interest, taxes, depreciation, and amortization ("Segment Adjusted EBITDA").

Selected financial information for our reportable segments is as follows (in millions):

	Inpatient Rehabilitation				Home Health and Hospice			
	Three Months Ended September 30,		Nine Months Ended September 30,		Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015	2016	2015	2016	2015
Net operating revenues	$751.7	$651.6	$2,253.5	$1,927.2	$175.1	$127.0	$503.8	$356.4
Less: Provision for doubtful accounts	(13.7)	(10.2)	(43.8)	(31.4)	(1.1)	(0.5)	(2.9)	(1.8)
Net operating revenues less provision for doubtful accounts	738.0	641.4	2,209.7	1,895.8	174.0	126.5	500.9	354.6
Operating expenses:								
Inpatient rehabilitation:								
Salaries and benefits	371.2	326.8	1,107.2	950.8	—	—	—	—
Other operating expenses	110.1	95.8	321.7	284.5	—	—	—	—
Supplies	31.9	28.9	96.1	88.6	—	—	—	—
Occupancy costs	15.0	10.6	46.0	31.7	—	—	—	—
Home health and hospice:								
Cost of services sold (excluding depreciation and amortization)	—	—	—	—	86.8	61.7	246.8	171.8
Support and overhead costs	—	—	—	—	59.5	42.6	174.5	121.7
	528.2	462.1	1,571.0	1,355.6	146.3	104.3	421.3	293.5
Other income	(0.8)	(0.1)	(2.1)	(1.0)	—	—	—	—
Equity in net income of nonconsolidated affiliates	(2.3)	(2.4)	(6.7)	(6.3)	(0.2)	—	(0.6)	—
Noncontrolling interests	14.3	15.6	47.9	46.4	2.1	1.5	5.8	4.5
Segment Adjusted EBITDA	$198.6	$166.2	$599.6	$501.1	$25.8	$20.7	$74.4	$56.6
Capital expenditures	$42.7	$43.8	$128.9	$103.2	$2.2	$0.5	$4.6	$2.7

HealthSouth Corporation and Subsidiaries
Notes to Condensed Consolidated Financial Statements

	Inpatient Rehabilitation	Home Health and Hospice	HealthSouth Consolidated
As of September 30, 2016			
Total assets	$ 3,593.3	$1,109.3	$ 4,631.3
Investments in and advances to nonconsolidated affiliates	10.5	2.5	13.0
As of December 31, 2015			
Total assets	$ 3,589.0	$1,088.4	$ 4,606.1
Investments in and advances to nonconsolidated affiliates	9.3	2.4	11.7

Segment reconciliations (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Total segment Adjusted EBITDA	$224.4	$186.9	$674.0	$557.7
General and administrative expenses	(30.3)	(30.6)	(96.6)	(97.3)
Depreciation and amortization	(43.5)	(33.7)	(128.8)	(98.3)
Loss on disposal or impairment of assets	(1.6)	(0.9)	(2.0)	(0.2)
Government, class action, and related settlements	—	—	—	(8.0)
Professional fees - accounting, tax, and legal	—	(0.4)	(1.9)	(2.7)
Loss on early extinguishment of debt	(2.6)	—	(7.4)	(20.0)
Interest expense and amortization of debt discounts and fees	(42.5)	(35.6)	(130.5)	(98.3)
Net income attributable to noncontrolling interests	16.4	17.1	53.7	50.9
Gain related to SCA equity interest	—	0.6	—	3.2
Income from continuing operations before income tax expense	$120.3	$103.4	$360.5	$287.0

	September 30, 2016	December 31, 2015
Total assets for reportable segments	$ 4,702.6	$ 4,677.4
Reclassification of deferred income tax liabilities to net deferred income tax assets	(71.3)	(71.3)
Total consolidated assets	$ 4,631.3	$ 4,606.1

HealthSouth Corporation and Subsidiaries
Notes to Condensed Consolidated Financial Statements

Additional detail regarding the revenues of our operating segments by service line follows (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Inpatient rehabilitation:				
Inpatient	$724.1	$625.1	$2,164.6	$1,850.4
Outpatient and other	27.6	26.5	88.9	76.8
Total inpatient rehabilitation	751.7	651.6	2,253.5	1,927.2
Home health and hospice:				
Home health	162.0	118.3	470.0	333.7
Hospice	13.1	8.7	33.8	22.7
Total home health and hospice	175.1	127.0	503.8	356.4
Total net operating revenues	$926.8	$778.6	$2,757.3	$2,283.6

13. Condensed Consolidating Financial Information

The accompanying condensed consolidating financial information has been prepared and presented pursuant to SEC Regulation S-X, Rule 3-10, “Financial Statements of Guarantors and Issuers of Guaranteed Securities Registered or Being Registered.” Each of the subsidiary guarantors is 100% owned by HealthSouth, and all guarantees are full and unconditional and joint and several, subject to certain customary conditions for release. HealthSouth’s investments in its consolidated subsidiaries, as well as guarantor subsidiaries’ investments in nonguarantor subsidiaries and nonguarantor subsidiaries’ investments in guarantor subsidiaries, are presented under the equity method of accounting with the related investment presented within the line items Intercompany receivable and investments in consolidated affiliates and Intercompany payable in the accompanying condensed consolidating balance sheets.

The terms of our credit agreement allow us to declare and pay cash dividends on our common stock so long as: (1) we are not in default under our credit agreement and (2) our senior secured leverage ratio (as defined in our credit agreement) remains less than or equal to 1.75x. The terms of our senior note indenture allow us to declare and pay cash dividends on our common stock so long as (1) we are not in default, (2) the consolidated coverage ratio (as defined in the indenture) exceeds 2x or we are otherwise allowed under the indenture to incur debt, and (3) we have capacity under the indenture’s restricted payments covenant to declare and pay dividends. See Note 8, Long-term Debt, to the consolidated financial statements accompanying the 2015 Form 10-K.

Periodically, certain wholly owned subsidiaries of HealthSouth make dividends or distributions of available cash and/or intercompany receivable balances to their parents. In addition, HealthSouth makes contributions to certain wholly owned subsidiaries. When made, these dividends, distributions, and contributions impact the Intercompany receivable, Intercompany payable, and HealthSouth shareholders’ equity line items in the accompanying condensed consolidating balance sheet but have no impact on the consolidated financial statements of HealthSouth Corporation.

HealthSouth Corporation and Subsidiaries
Notes to Condensed Consolidated Financial Statements
Condensed Consolidating Statement of Operations

	Three Months Ended September 30, 2016				
	HealthSouth Corporation	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Eliminating Entries	HealthSouth Consolidated
	(In Millions)				
Net operating revenues	$4.9	$ 546.6	$ 405.0	$ (29.7)	$ 926.8
Less: Provision for doubtful accounts	—	(10.0)	(4.8)	—	(14.8)
Net operating revenues less provision for doubtful accounts	4.9	536.6	400.2	(29.7)	912.0
Operating expenses:					
Salaries and benefits	10.4	252.1	239.5	(4.6)	497.4
Other operating expenses	6.4	80.1	51.6	(11.8)	126.3
Occupancy costs	0.6	22.4	7.9	(13.3)	17.6
Supplies	—	22.6	12.2	—	34.8
General and administrative expenses	30.4	—	(0.1)	—	30.3
Depreciation and amortization	2.3	26.1	15.1	—	43.5
Total operating expenses	50.1	403.3	326.2	(29.7)	749.9
Loss on early extinguishment of debt	2.6	—	—	—	2.6
Interest expense and amortization of debt discounts and fees	36.3	5.4	5.8	(5.0)	42.5
Other income	(5.1)	(0.1)	(0.6)	5.0	(0.8)
Equity in net income of nonconsolidated affiliates	—	(2.3)	(0.2)	—	(2.5)
Equity in net income of consolidated affiliates	(86.1)	(8.8)	—	94.9	—
Management fees	(33.9)	26.0	7.9	—	—
Income from continuing operations before income tax (benefit) expense	41.0	113.1	61.1	(94.9)	120.3
Provision for income tax (benefit) expense	(20.8)	45.1	17.8	—	42.1
Income from continuing operations	61.8	68.0	43.3	(94.9)	78.2
Loss from discontinued operations, net of tax	(0.1)	—	—	—	(0.1)
Net income	61.7	68.0	43.3	(94.9)	78.1
Less: Net income attributable to noncontrolling interests	—	—	(16.4)	—	(16.4)
Net income attributable to HealthSouth	$61.7	$ 68.0	$ 26.9	$ (94.9)	$ 61.7
Comprehensive income	$61.6	$ 68.0	$ 43.3	$ (94.9)	$ 78.0
Comprehensive income attributable to HealthSouth	$61.6	$ 68.0	$ 26.9	$ (94.9)	$ 61.6

HealthSouth Corporation and Subsidiaries
Notes to Condensed Consolidated Financial Statements
Condensed Consolidating Statement of Operations

	Three Months Ended September 30, 2015				
	HealthSouth Corporation	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Eliminating Entries	HealthSouth Consolidated
	(In Millions)				
Net operating revenues	$4.3	$ 458.8	$ 341.5	$ (26.0)	$ 778.6
Less: Provision for doubtful accounts	—	(7.5)	(3.2)	—	(10.7)
Net operating revenues less provision for doubtful accounts	4.3	451.3	338.3	(26.0)	767.9
Operating expenses:					
Salaries and benefits	14.7	213.9	192.7	(4.2)	417.1
Other operating expenses	6.5	66.4	43.8	(10.0)	106.7
Occupancy costs	1.1	16.3	6.9	(11.8)	12.5
Supplies	—	19.9	11.1	—	31.0
General and administrative expenses	27.8	—	2.8	—	30.6
Depreciation and amortization	2.6	19.8	11.3	—	33.7
Professional fees—accounting, tax, and legal	0.4	—	—	—	0.4
Total operating expenses	53.1	336.3	268.6	(26.0)	632.0
Interest expense and amortization of debt discounts and fees	33.4	1.9	2.9	(2.6)	35.6
Other income	(2.5)	(0.1)	(0.7)	2.6	(0.7)
Equity in net income of nonconsolidated affiliates	—	(2.4)	—	—	(2.4)
Equity in net income of consolidated affiliates	(80.2)	(9.7)	—	89.9	—
Management fees	(29.2)	21.7	7.5	—	—
Income from continuing operations before income tax (benefit) expense	29.7	103.6	60.0	(89.9)	103.4
Provision for income tax (benefit) expense	(20.7)	39.4	17.2	—	35.9
Income from continuing operations	50.4	64.2	42.8	(89.9)	67.5
Income from discontinued operations, net of tax	0.3	—	—	—	0.3
Net income	50.7	64.2	42.8	(89.9)	67.8
Less: Net income attributable to noncontrolling interests	—	—	(17.1)	—	(17.1)
Net income attributable to HealthSouth	$50.7	$ 64.2	$ 25.7	$ (89.9)	$ 50.7
Comprehensive income	$49.9	$ 64.2	$ 42.8	$ (89.9)	$ 67.0
Comprehensive income attributable to HealthSouth	$49.9	$ 64.2	$ 25.7	$ (89.9)	$ 49.9

HealthSouth Corporation and Subsidiaries
Notes to Condensed Consolidated Financial Statements
Condensed Consolidating Statement of Operations

	Nine Months Ended September 30, 2016				
	HealthSouth Corporation	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Eliminating Entries	HealthSouth Consolidated
	(In Millions)				
Net operating revenues	$14.9	$ 1,635.1	$ 1,195.3	$ (88.0)	$ 2,757.3
Less: Provision for doubtful accounts	—	(32.4)	(14.3)	—	(46.7)
Net operating revenues less provision for doubtful accounts	14.9	1,602.7	1,181.0	(88.0)	2,710.6
Operating expenses:					
Salaries and benefits	32.7	752.0	698.6	(13.7)	1,469.6
Other operating expenses	18.9	232.6	149.9	(34.4)	367.0
Occupancy costs	2.4	67.2	23.8	(39.9)	53.5
Supplies	—	67.8	36.4	—	104.2
General and administrative expenses	94.7	—	1.9	—	96.6
Depreciation and amortization	7.1	77.9	43.8	—	128.8
Professional fees—accounting, tax, and legal	1.9	—	—	—	1.9
Total operating expenses	157.7	1,197.5	954.4	(88.0)	2,221.6
Loss on early extinguishment of debt	7.4	—	—	—	7.4
Interest expense and amortization of debt discounts and fees	111.7	16.3	17.2	(14.7)	130.5
Other income	(14.6)	(0.2)	(2.0)	14.7	(2.1)
Equity in net income of nonconsolidated affiliates	—	(6.7)	(0.6)	—	(7.3)
Equity in net income of consolidated affiliates	(260.5)	(28.7)	—	289.2	—
Management fees	(101.9)	77.7	24.2	—	—
Income from continuing operations before income tax (benefit) expense	115.1	346.8	187.8	(289.2)	360.5
Provision for income tax (benefit) expense	(67.5)	138.4	53.3	—	124.2
Income from continuing operations	182.6	208.4	134.5	(289.2)	236.3
Loss from discontinued operations, net of tax	(0.3)	—	—	—	(0.3)
Net income	182.3	208.4	134.5	(289.2)	236.0
Less: Net income attributable to noncontrolling interests	—	—	(53.7)	—	(53.7)
Net income attributable to HealthSouth	$182.3	$ 208.4	$ 80.8	$ (289.2)	$ 182.3
Comprehensive income	$182.5	$ 208.4	$ 134.5	$ (289.2)	$ 236.2
Comprehensive income attributable to HealthSouth	$182.5	$ 208.4	$ 80.8	$ (289.2)	$ 182.5

HealthSouth Corporation and Subsidiaries
Notes to Condensed Consolidated Financial Statements
Condensed Consolidating Statement of Operations

	Nine Months Ended September 30, 2015				
	HealthSouth Corporation	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Eliminating Entries	HealthSouth Consolidated
	(In Millions)				
Net operating revenues	$ 14.7	$ 1,366.5	$ 978.8	$ (76.4)	$ 2,283.6
Less: Provision for doubtful accounts	—	(24.5)	(8.7)	—	(33.2)
Net operating revenues less provision for doubtful accounts	14.7	1,342.0	970.1	(76.4)	2,250.4
Operating expenses:					
Salaries and benefits	35.0	632.1	549.4	(12.5)	1,204.0
Other operating expenses	22.7	195.1	126.9	(30.6)	314.1
Occupancy costs	3.2	46.7	20.5	(33.3)	37.1
Supplies	—	60.9	33.2	—	94.1
General and administrative expenses	93.6	—	3.7	—	97.3
Depreciation and amortization	7.3	58.1	32.9	—	98.3
Government, class action, and related settlements	8.0	—	—	—	8.0
Professional fees—accounting, tax, and legal	2.7	—	—	—	2.7
Total operating expenses	172.5	992.9	766.6	(76.4)	1,855.6
Loss on early extinguishment of debt	20.0	—	—	—	20.0
Interest expense and amortization of debt discounts and fees	91.0	6.3	8.5	(7.5)	98.3
Other income	(9.6)	(0.2)	(1.9)	7.5	(4.2)
Equity in net income of nonconsolidated affiliates	—	(6.3)	—	—	(6.3)
Equity in net income of consolidated affiliates	(240.3)	(27.2)	—	267.5	—
Management fees	(87.0)	64.8	22.2	—	—
Income from continuing operations before income tax (benefit) expense	68.1	311.7	174.7	(267.5)	287.0
Provision for income tax (benefit) expense	(69.6)	118.5	49.5	—	98.4
Income from continuing operations	137.7	193.2	125.2	(267.5)	188.6
Loss from discontinued operations, net of tax	(1.6)	—	—	—	(1.6)
Net income	136.1	193.2	125.2	(267.5)	187.0
Less: Net income attributable to noncontrolling interests	—	—	(50.9)	—	(50.9)
Net income attributable to HealthSouth	$ 136.1	$ 193.2	$ 74.3	$ (267.5)	$ 136.1
Comprehensive income	$ 135.5	$ 193.2	$ 125.2	$ (267.5)	$ 186.4
Comprehensive income attributable to HealthSouth	$ 135.5	$ 193.2	$ 74.3	$ (267.5)	$ 135.5

HealthSouth Corporation and Subsidiaries
Notes to Condensed Consolidated Financial Statements
Condensed Consolidating Balance Sheet

	As of September 30, 2016				
	HealthSouth Corporation	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Eliminating Entries	HealthSouth Consolidated
	(In Millions)				
Assets					
Current assets:					
Cash and cash equivalents	$56.1	$ 0.3	$ 20.0	$—	$ 76.4
Accounts receivable, net	—	260.6	158.6	—	419.2
Other current assets	62.1	29.3	118.7	(39.7)	170.4
Total current assets	118.2	290.2	297.3	(39.7)	666.0
Property and equipment, net	26.9	984.2	342.0	—	1,353.1
Goodwill	—	860.6	1,055.0	—	1,915.6
Intangible assets, net	9.8	118.3	282.0	—	410.1
Deferred income tax assets	56.6	64.1	—	(48.1)	72.6
Other long-term assets	50.2	90.6	73.1	—	213.9
Intercompany notes receivable	542.6	—	—	(542.6)	—
Intercompany receivable and investments in consolidated affiliates	2,847.6	44.6	—	(2,892.2)	—
Total assets	$3,651.9	$ 2,452.6	$ 2,049.4	$(3,522.6)	$ 4,631.3
Liabilities and Shareholders' Equity					
Current liabilities:					
Current portion of long-term debt	$40.0	$ 6.1	$ 8.2	$(17.5)	$ 36.8
Accounts payable	7.3	39.0	21.2	—	67.5
Accrued expenses and other current liabilities	166.9	92.2	134.8	(22.2)	371.7
Total current liabilities	214.2	137.3	164.2	(39.7)	476.0
Long-term debt, net of current portion	2,669.8	250.7	53.5	—	2,974.0
Intercompany notes payable	—	—	542.6	(542.6)	—
Other long-term liabilities	41.6	14.9	149.4	(47.8)	158.1
Intercompany payable	—	—	177.2	(177.2)	—
	2,925.6	402.9	1,086.9	(807.3)	3,608.1
Commitments and contingencies					
Redeemable noncontrolling interests	—	—	109.4	—	109.4
Shareholders' equity:					
HealthSouth shareholders' equity	726.3	2,049.7	665.6	(2,715.3)	726.3
Noncontrolling interests	—	—	187.5	—	187.5
Total shareholders' equity	726.3	2,049.7	853.1	(2,715.3)	913.8
Total liabilities and shareholders' equity	$3,651.9	$ 2,452.6	$ 2,049.4	$(3,522.6)	$ 4,631.3

HealthSouth Corporation and Subsidiaries
Notes to Condensed Consolidated Financial Statements
Condensed Consolidating Balance Sheet

	As of December 31, 2015				
	HealthSouth Corporation	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Eliminating Entries	HealthSouth Consolidated
	(In Millions)				
Assets					
Current assets:					
Cash and cash equivalents	$41.2	$ 1.2	$ 19.2	$—	$ 61.6
Accounts receivable, net	—	261.5	149.0	—	410.5
Other current assets	29.3	22.2	93.9	(18.8)	126.6
Total current assets	70.5	284.9	262.1	(18.8)	598.7
Property and equipment, net	14.5	988.4	307.2	—	1,310.1
Goodwill	—	860.7	1,029.4	—	1,890.1
Intangible assets, net	8.8	122.4	288.2	—	419.4
Deferred income tax assets	176.2	64.1	—	(49.5)	190.8
Other long-term assets	48.6	75.3	73.1	—	197.0
Intercompany notes receivable	546.6	—	—	(546.6)	—
Intercompany receivable and investments in consolidated affiliates	2,779.7	—	—	(2,779.7)	—
Total assets	$3,644.9	$ 2,395.8	$ 1,960.0	$(3,394.6)	$ 4,606.1
Liabilities and Shareholders' Equity					
Current liabilities:					
Current portion of long-term debt	$40.0	$ 6.8	$ 7.5	$(17.5)	$ 36.8
Accounts payable	5.8	35.4	20.4	—	61.6
Accrued expenses and other current liabilities	122.2	71.8	135.3	(1.3)	328.0
Total current liabilities	168.0	114.0	163.2	(18.8)	426.4
Long-term debt, net of current portion	2,821.9	255.6	57.2	—	3,134.7
Intercompany notes payable	—	—	546.6	(546.6)	—
Other long-term liabilities	43.6	12.3	137.8	(49.1)	144.6
Intercompany payable	—	156.7	157.5	(314.2)	—
	3,033.5	538.6	1,062.3	(928.7)	3,705.7
Commitments and contingencies					
Redeemable noncontrolling interests	—	—	121.1	—	121.1
Shareholders' equity:					
HealthSouth shareholders' equity	611.4	1,857.2	608.7	(2,465.9)	611.4
Noncontrolling interests	—	—	167.9	—	167.9
Total shareholders' equity	611.4	1,857.2	776.6	(2,465.9)	779.3
Total liabilities and shareholders' equity	$3,644.9	$ 2,395.8	$ 1,960.0	$(3,394.6)	$ 4,606.1

HealthSouth Corporation and Subsidiaries
Notes to Condensed Consolidated Financial Statements
Condensed Consolidating Statement of Cash Flows

	Nine Months Ended September 30, 2016				
	HealthSouth Corporation	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Eliminating Entries	HealthSouth Consolidated
	(In Millions)				
Net cash provided by operating activities	$77.8	$ 263.3	$ 148.4	$ —	$ 489.5
Cash flows from investing activities:					
Purchases of property and equipment	(9.2)	(54.3)	(50.4)	—	(113.9)
Capitalized software costs	(15.9)	(0.1)	(1.5)	—	(17.5)
Acquisitions of businesses, net of cash acquired	—	—	(19.6)	—	(19.6)
Purchase of restricted investments	—	—	(0.8)	—	(0.8)
Net change in restricted cash	—	—	(7.1)	—	(7.1)
Funding of intercompany note receivable	(11.5)	—	—	11.5	—
Proceeds from repayment of intercompany note receivable	22.0	—	—	(22.0)	—
Other	(3.3)	0.5	5.4	—	2.6
Net cash used in investing activities	(17.9)	(53.9)	(74.0)	(10.5)	(156.3)
Cash flows from financing activities:					
Principal payments on debt, including pre-payments	(192.9)	(1.3)	(1.0)	—	(195.2)
Principal borrowings on intercompany note payable	—	—	11.5	(11.5)	—
Principal payments on intercompany note payable	—	—	(22.0)	22.0	—
Borrowings on revolving credit facility	260.0	—	—	—	260.0
Payments on revolving credit facility	(240.0)	—	—	—	(240.0)
Repurchases of common stock, including fees and expenses	(24.1)	—	—	—	(24.1)
Dividends paid on common stock	(62.4)	—	—	—	(62.4)
Distributions paid to noncontrolling interests of consolidated affiliates	—	—	(49.5)	—	(49.5)
Other	3.3	(4.4)	(6.1)	—	(7.2)
Change in intercompany advances	211.1	(204.6)	(6.5)	—	—
Net cash used in financing activities	(45.0)	(210.3)	(73.6)	10.5	(318.4)
Increase (decrease) in cash and cash equivalents	14.9	(0.9)	0.8	—	14.8
Cash and cash equivalents at beginning of period	41.2	1.2	19.2	—	61.6
Cash and cash equivalents at end of period	$56.1	$ 0.3	$ 20.0	$ —	$ 76.4

HealthSouth Corporation and Subsidiaries
Notes to Condensed Consolidated Financial Statements
Condensed Consolidating Statement of Cash Flows

	Nine Months Ended September 30, 2015				
	HealthSouth Corporation	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Eliminating Entries	HealthSouth Consolidated
	(In Millions)				
Net cash provided by operating activities	$21.6	$ 187.6	$ 159.0	$ —	$ 368.2
Cash flows from investing activities:					
Purchases of property and equipment	(10.0)	(42.0)	(33.2)	—	(85.2)
Capitalized software costs	(19.0)	(0.4)	(1.3)	—	(20.7)
Acquisitions of businesses, net of cash acquired	(56.6)	—	(30.5)	—	(87.1)
Proceeds from sale of marketable securities	12.8	—	—	—	12.8
Purchase of restricted investments	—	—	(6.5)	—	(6.5)
Net change in restricted cash	—	—	3.2	—	3.2
Other	13.6	3.0	0.5	(13.0)	4.1
Net cash used in investing activities	(59.2)	(39.4)	(67.8)	(13.0)	(179.4)
Cash flows from financing activities:					
Principal borrowings under term loan facilities	125.0	—	—	—	125.0
Proceeds from bond issuance	1,400.0	—	—	—	1,400.0
Principal payments on debt, including pre-payments	(545.0)	(0.8)	(0.5)	—	(546.3)
Borrowings on revolving credit facility	315.0	—	—	—	315.0
Payments on revolving credit facility	(615.0)	—	—	—	(615.0)
Debt amendment and issuance costs	(31.3)	—	—	—	(31.3)
Dividends paid on common stock	(56.3)	—	—	—	(56.3)
Distributions paid to noncontrolling interests of consolidated affiliates	—	—	(39.7)	—	(39.7)
Other	(1.3)	(0.6)	(16.4)	13.0	(5.3)
Change in intercompany advances	191.3	(148.2)	(43.1)	—	—
Net cash provided by (used in) financing activities	782.4	(149.6)	(99.7)	13.0	546.1
Increase (decrease) in cash and cash equivalents	744.8	(1.4)	(8.5)	—	734.9
Cash and cash equivalents at beginning of period	41.9	1.4	23.4	—	66.7
Cash and cash equivalents at end of period	$786.7	$ —	$ 14.9	$ —	$ 801.6

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") relates to HealthSouth Corporation and its subsidiaries and should be read in conjunction with our condensed consolidated financial statements included under Part I, Item 1, Financial Statements (Unaudited), of this report and our audited consolidated financial statements for the year ended December 31, 2015 and Management's Discussion and Analysis of Financial Condition and Results of Operations which are included in our Annual Report on Form 10-K for the year ended December 31, 2015 (the "2015 Form 10-K").

This MD&A is designed to provide the reader with information that will assist in understanding our condensed consolidated financial statements, the changes in certain key items in those financial statements from period to period, and the primary factors that accounted for those changes, as well as how certain accounting principles affect our condensed consolidated financial statements. See "Cautionary Statements Regarding Forward-Looking Statements" on page i of this report for a description of important factors that could cause actual results to differ from expected results. See also Item 1A, Risk Factors, of this report and to the 2015 Form 10-K.

Executive Overview

Our Business

We are one of the nation's largest providers of post-acute healthcare services, offering both facility-based and home-based post-acute services in 34 states and Puerto Rico through our network of inpatient rehabilitation hospitals, home health agencies, and hospice agencies. As discussed in this Item, "Segment Results of Operations," we manage our operations using two operating segments which are also our reportable segments: (1) inpatient rehabilitation and (2) home health and hospice. For additional information about our business, see Item 1, Business, of the 2015 Form 10-K.

Inpatient Rehabilitation

We are the nation's largest owner and operator of inpatient rehabilitation hospitals in terms of patients treated and discharged, revenues, and number of hospitals. We provide specialized rehabilitative treatment on both an inpatient and outpatient basis. While our national network of inpatient hospitals stretches across 30 states and Puerto Rico, we are concentrated in the eastern half of the United States and Texas. As of September 30, 2016, we operate 122 inpatient rehabilitation hospitals, including one hospital that operates as a joint venture which we account for using the equity method of accounting. In addition to HealthSouth hospitals, we manage four inpatient rehabilitation units through management contracts. Our inpatient rehabilitation segment represented approximately 81% and 82% of our Net operating revenues for the three and nine months ended September 30, 2016, respectively.

Home Health and Hospice

We are the nation's fourth largest provider of Medicare-certified skilled home health services. As of September 30, 2016, we provide home health and hospice services in 223 locations across 24 states. Two of these home health locations operate as joint ventures which we account for using the equity method of accounting. Our home health services include a comprehensive range of Medicare-certified home nursing services to adult patients in need of care. These services include, among others, skilled nursing, physical, occupational, and speech therapy, medical social work, and home health aide services. We also provide specialized home care services in Texas and Kansas for pediatric patients with severe medical conditions. Our hospice services primarily include in-home services to terminally ill patients and their families to address patients' physical needs, including pain control and symptom management, and to provide emotional and spiritual support. Our home health and hospice segment represented approximately 19% and 18% of our Net operating revenues for the three and nine months ended September 30, 2016, respectively.

As of March 31, 2016, all of HealthSouth's 25 legacy agencies, with the exception of one closing, had been integrated into Encompass Home Health and Hospice ("Encompass"), which we acquired on December 31, 2014, with 12 of those locations relocated or merged into existing Encompass locations. In addition, Encompass operates one of HealthSouth's integrated agencies as two locations.

2016 Overview

Our 2016 strategy focuses on the following priorities:

- continuing to provide high-quality, cost-effective care to patients in our existing markets;
- achieving organic growth at our existing hospitals, home health agencies, and hospice agencies;
- expanding our services to more patients who require post-acute healthcare services by constructing and acquiring new hospitals in new markets and acquiring home health and hospice agencies in new markets;
- continuing our shareholder value-enhancing strategies such as common stock dividends and repurchases of our common stock; and
- positioning the Company for continued success in the evolving healthcare delivery system. This preparation includes continuing the installation of our electronic clinical information system in our hospitals which allows for interfaces with all major acute care electronic medical record systems and health information exchanges and participating in bundling projects and Accountable Care Organizations ("ACOs").

During the three and nine months ended September 30, 2016, Net operating revenues increased by 19.0% and 20.7% over the same periods of 2015 due primarily to our acquisitions of the operations of Reliant Hospital Partners, LLC and affiliated entities ("Reliant") on October 1, 2015 and CareSouth Health System, Inc. ("CareSouth") on November 2, 2015 (see Note 2, Business Combinations, to the consolidated financial statements accompanying the 2015 Form 10-K).

Within our inpatient rehabilitation segment, discharge growth of 12.6% coupled with a 2.9% increase in net patient revenue per discharge in the third quarter of 2016 generated 15.4% growth in net patient revenue from our hospitals compared to the third quarter of 2015. Discharge growth included a 1.9% increase in same-store discharges. During the nine months ended September 30, 2016, discharge growth of 14.4% coupled with a 2.3% increase in net patient revenue per discharge generated 16.9% growth in net patient revenue from our hospitals compared to the nine months ended September 30, 2015. Discharge growth for the nine-month period included a 2.2% increase in same-store discharges. Our inpatient rehabilitation quality and outcome measures, as reported through the Uniform Data System for Medical Rehabilitation (the "UDS"), remained well above the average for hospitals included in the UDS database.

Within our home health and hospice segment, home health admission growth of 50.7% coupled with the impact of a 2.9% decrease in revenue per episode in the third quarter of 2016 generated 37.9% growth in home health and hospice revenue compared to the third quarter of 2015. Home health admission growth included a 15.3% increase in same-store admissions. During the nine months ended September 30, 2016, home health admission growth of 53.1% coupled with the impact of a 2.3% decrease in revenue per episode generated 41.4% growth in home health and hospice revenue compared to the nine months ended September 30, 2015. Home health admission growth for the nine-month period included a 13.9% increase in same-store admissions. The quality of patient care star rating for our home health agencies continued to be well above the national average, as reported by the United States Centers for Medicare and Medicaid Services ("CMS"). In addition, 30-day readmission rates at our home health agencies continued to be well below the national average, as reported by Avalere Health and the Alliance for Home Health Quality and Innovation.

Our growth efforts thus far in 2016 related to our inpatient rehabilitation segment have included the following:

- began operating the 27-bed inpatient rehabilitation hospital at CHI St. Vincent Hot Springs, a Catholic Health Initiatives' hospital, in Hot Springs, Arkansas with our joint venture partner, St. Vincent Community Health Services, Inc, in February 2016. The joint venture completed construction of a new 40-bed hospital and began accepting patients on July 1, 2016;
- entered into an agreement, in July 2016, with Novant Health, Inc. to file a certificate of need ("CON") application to build a new 68-bed inpatient rehabilitation hospital in Winston-Salem, North Carolina. The CON application requests that the rehabilitation unit currently located at the Novant Health Rehabilitation Center in Winston-Salem be relocated to the newly constructed hospital, once complete. Upon approval of the CON, the joint venture plans to begin construction on the new hospital;
- entered into an agreement, in July 2016, with BJC HealthCare to file a CON application to build a 35-bed inpatient rehabilitation hospital on the third floor of BJC's Barnes-Jewish St. Peters Hospital located in St. Peters, Missouri. We were awarded a CON in September 2016 and expect construction of the new hospital to commence in the fourth

quarter of 2016. Construction is expected to be completed in the summer of 2017, and the hospital

will serve as a satellite location of the Rehabilitation Institute of St. Louis, an existing inpatient rehabilitation hospital we jointly operate with BJC HealthCare;

- began operating the 22-bed inpatient rehabilitation hospital at the Bernsen Rehabilitation Center at St. John, in Broken Arrow, Oklahoma with our joint venture partner, St. John Health System, in August 2016. The joint venture began construction of a new 40-bed hospital in August 2016, with construction expected to be completed in the third quarter of 2017;
- began operating the new 49-bed inpatient rehabilitation hospital at CHI St. Joseph Health Rehabilitation Hospital in Bryan, Texas with our joint venture partner, St. Joseph's Health System, in August 2016;
- entered into an agreement, in August 2016, with Tidelands Health to jointly own and operate the existing 29-bed inpatient rehabilitation hospital currently located on the campus of Tidelands Waccamaw Community Hospital in Murrells Inlet, South Carolina. The joint venture's operation of this hospital is expected to begin in 2018, and is subject to customary closing conditions, including regulatory approvals. In addition, the joint venture will build, own, and operate a second, 46-bed inpatient rehabilitation hospital in Little River, South Carolina. Construction of the new inpatient rehabilitation hospital is expected to begin in 2017, once the required state regulatory approvals are obtained;
- continued our capacity expansions by adding 70 new beds to existing hospitals; and
- continued development of the following de novo hospitals:

Location	# of Beds	Actual / Expected Construction Start Date	Expected Operational Date
Modesto, California	50	Q1 2015	Q4 2016
Pearland, Texas[(1)]	40	Q4 2016	Q4 2017
Shelby County, Alabama[(2)]	34	First half of 2017	First half of 2018
Murrieta, California[(3)]	50	First half of 2017	Second half of 2018
Hilton Head, South Carolina[(4)]	38	First half of 2017	2018

[(1)] In March 2016, we secured land and began the design and permitting process to build an inpatient rehabilitation hospital.

[(2)] In June 2016, we were awarded a CON, acquired land, and began the design and permitting process to build an inpatient rehabilitation hospital.

[(3)] In August 2014, we acquired land and began the design and permitting process to build an inpatient rehabilitation hospital.

[(4)] In August 2016, we were awarded a CON, acquired land, and began the zoning, design, and permitting process to build an inpatient rehabilitation hospital.

We also continued our growth efforts in our home health and hospice segment, which have included the following:

- acquired, in May 2016, Home Health Agency of Georgia, LLC., a home health and hospice provider with two home health locations and two hospice locations in the Greater Atlanta area;
- began accepting patients at our new home health locations in Lee's Summit, Missouri in February 2016 and New Port Richey, Florida in May 2016;
- acquired, in July 2016, Advantage Health Inc., a home health provider with one location in Yuma, Arizona;
- acquired, in September 2016, three hospice agencies from Sotto International, Inc. located in Texarkana, Arkansas, Magnolia, Arkansas, and Texarkana, Texas; and
- began accepting patients at our new hospice location in Lee's Summit, Missouri in July 2016.

In addition to our growth efforts, we took the following steps to further increase the strength and flexibility of our balance sheet.

- In March and May 2016, we redeemed $50.0 million of the outstanding principal amount of our existing 7.75% Senior Notes due 2022 (the "2022 Notes") using cash on hand and capacity under our revolving credit facility. Pursuant to the terms of these notes, these optional redemptions were made at a price of 103.875%, which resulted in a total cash outlay of approximately $104 million.
- In September 2016, we redeemed the remaining outstanding principal balance of $76.0 million of the 2022 Notes using cash on hand and capacity under our revolving credit facility. Pursuant to the terms of these notes, this optional redemption was made at a price of 102.583%, which resulted in a total cash outlay of approximately $78 million.

For additional information regarding these actions, see Note 5, Long-term Debt, to the condensed consolidated financial statements included in Part I, Item 1, Financial Statements (Unaudited), of this report and the "Liquidity and Capital Resources" section of this Item.

We also continued our shareholder value-enhancing strategies by repurchasing 0.6 million shares of our common stock in the open market for approximately $22 million during the first and second quarters of 2016. In addition, we continued paying a quarterly cash dividend of $0.23 per share on our common stock in the first three quarters of 2016. On July 21, 2016, our board of directors approved an increase in our quarterly dividend and declared a cash dividend of $0.24 per share, payable on October 17, 2016 to stockholders of record on October 3, 2016. See the "Liquidity and Capital Resources" section of this Item.

Business Outlook

We believe our business outlook remains positive for two primary reasons. First, demographic trends, such as population aging, should increase long-term demand for facility-based and home-based post-acute services. While we treat patients of all ages, most of our patients are 65 and older, and the number of Medicare enrollees is expected to grow approximately 3% per year for the foreseeable future. We believe the demand for facility-based and home-based post-acute services will continue to increase as the U.S. population ages and life expectancies increase.

Second, we are an industry leader in the growing post-acute sector. As the nation's largest owner and operator of inpatient rehabilitation hospitals, we believe we differentiate ourselves from our competitors based on our broad platform of clinical expertise, the quality of our clinical outcomes, the sustainability of best practices, and the application of rehabilitative technology. As the fourth largest provider of Medicare-certified skilled home health services, we believe we differentiate ourselves from our competitors by virtue of our scale and density in the markets we serve, the application of a highly integrated technology platform, our ability to manage a variety of care pathways, and a proven track record of consummating and integrating acquisitions.

We have invested considerable resources into clinical and management systems and protocols that have allowed us to consistently produce high-quality outcomes for our patients while continuing to contain cost growth. Our proprietary hospital management reporting system aggregates data from each of our key business systems into a comprehensive reporting package used by the management teams in our hospitals, as well as executive management, and allows them to analyze data and trends and create custom reports on a timely basis. Our commitment to technology also includes the on-going implementation of our rehabilitation-specific electronic clinical information system. As of September 30, 2016, we had installed this system in 95 of our 122 hospitals. We believe this system will improve patient care and safety, enhance staff recruitment and retention, and set the stage for connectivity with other providers and health information exchanges. Our home health and hospice segment also uses information technology to enhance patient care and manage the business by utilizing Homecare Homebase^{SM}, a comprehensive information platform that allows home health providers to process clinical, compliance, and marketing information as well as analyze data and trends for management purposes using custom reports on a timely basis. This allows our home health segment to manage the entire patient work flow and provide valuable data for health systems, payors, and ACO partners. We are currently the preferred home health provider to one ACO serving approximately 20,000 patients and are exploring several other participation opportunities.

We believe these factors align with our strengths in, and focus on, post-acute services. In addition, we believe we can address the demand for facility-based and home-based post-acute services in markets where we currently do not have a presence by constructing or acquiring new hospitals and by acquiring home health and hospice agencies in that

highly fragmented industry.

Longer-term, the nature and timing of the transformation of the current healthcare system to coordinated care delivery and payment models is uncertain and will likely remain so for some time, as the development of new delivery and payment systems will almost certainly require significant time and resources. Furthermore, many of the alternative approaches being explored may not work as intended. However, as outlined in the 2015 Form 10-K (see Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, "Executive Overview—Key Challenges—Changes to Our Operating Environment Resulting from Healthcare Reform"), our goal is to position the Company in a prudent manner to be responsive to industry shifts. We have invested in our core business and created an infrastructure that enables us to provide high-quality care on a cost-effective basis. We have been disciplined in creating a capital structure that is flexible with no significant debt maturities prior to 2020. Our balance sheet remains strong and includes a substantial portfolio of owned real estate. We have significant availability under our revolving credit facility, and we continue to generate strong cash flows from operations. Importantly, we have flexibility with how we choose to deploy our cash and create value for shareholders, including inpatient rehabilitation hospital bed expansions and de novos, acquisitions of inpatient rehabilitation hospitals, home health agencies, and hospice agencies, repayments of long-term debt, common stock dividends, and repurchases of our common stock. While our financial leverage increased as a result of the acquisitions discussed in Note 2, Business Combinations, to the consolidated financial statements accompanying the 2015 Form 10-K, we anticipate in the longer term reducing our financial leverage based on growth of Adjusted EBITDA and an allocation of a portion of our free cash flow to debt reduction.

For these and other reasons, we believe we will be able to adapt to changes in reimbursement, sustain our business model, and grow through acquisition and consolidation opportunities as they arise.

Key Challenges

The healthcare industry is facing many well-publicized regulatory and reimbursement challenges. The industry is also facing uncertainty associated with the efforts, primarily arising from initiatives included in the 2010 Healthcare Reform Laws (as defined in Item 1, Business, "Regulatory and Reimbursement Challenges" of the 2015 Form 10 K) to identify and implement workable coordinated care delivery models. Successful healthcare providers are those who provide high-quality, cost-effective care and have the ability to adjust to changes in the regulatory and operating environments. We believe we have the necessary capabilities — scale, infrastructure, balance sheet, and management — to adapt to changes and continue to succeed in a highly regulated industry, and we have a proven track record of doing so.

As we continue to execute our business plan, the following are some of the challenges we face.

- Operating in a Highly Regulated Industry. We are required to comply with extensive and complex laws and regulations at the federal, state, and local government levels. These rules and regulations have affected, or could in the future affect, our business activities by having an impact on the reimbursement we receive for services provided or the costs of compliance, mandating new documentation standards, requiring additional licensure or certification, regulating our relationships with physicians and other referral sources, regulating the use of our properties, and limiting our ability to enter new markets or add new capacity to existing hospitals and agencies. Ensuring continuous compliance with extensive laws and regulations is an operating requirement for all healthcare providers.

We have invested, and will continue to invest, substantial time, effort, and expense in implementing and maintaining training programs as well as internal controls and procedures designed to ensure regulatory compliance, and we are committed to continued adherence to these guidelines. More specifically, because Medicare comprises a significant portion of our Net operating revenues, it is particularly important for us to remain compliant with the laws and regulations governing the Medicare program and related matters including anti-kickback and anti-fraud requirements. If we were unable to remain compliant with these regulations, our financial position, results of operations, and cash flows could be materially, adversely impacted.

Concerns held by federal policymakers about the federal deficit and national debt levels could result in enactment of further federal spending reductions, further entitlement reform legislation affecting the Medicare program, or both, in 2016 and beyond. Additionally, many legislators in the United States House of Representatives and the United States Senate continue to express the policy objective of modifying or repealing the Patient Protection and Affordable Care Act (as subsequently amended, the "2010 Healthcare Reform Laws"). At this time, it is unclear what, if any, of the

Medicare-related changes may ultimately be enacted and signed into law by the President, but it is possible that any reductions in Medicare spending will have a material impact on reimbursements for healthcare providers generally and post-acute providers specifically. We cannot predict what, if any, changes in Medicare spending or modifications to the healthcare laws and regulations will result from future budget and other legislative initiatives.

The Medicare Payment Advisory Commission ("MedPAC") is an independent agency that advises Congress on issues affecting Medicare and makes payment policy recommendations to Congress and CMS for a variety of Medicare payment systems including, among others, the inpatient rehabilitation facility prospective payment system (the "IRF-PPS"), the home health prospective payment system (the "HH-PPS") and the hospice prospective payment system (the "Hospice-PPS"). Congress and CMS are not obligated to adopt MedPAC recommendations, and, based on outcomes in previous years, there can be no assurance those recommendations will be adopted. However, MedPAC's recommendations have, and may in the future, become the basis for subsequent legislative or regulatory action.

In March 2016, MedPAC released recommendations to eliminate the market basket update for each of the IRF-PPS, the HH-PPS, and the Hospice-PPS for 2017. In another recommendation affecting IRFs, MedPAC suggested increasing the IRF-PPS outlier payment pool. Under the IRF-PPS, CMS effectively withholds 3% of payments due to providers to fund an outlier pool used to pay for patient treatments that are extraordinarily costly. MedPAC recommended the outlier pool be increased above its current 3% level. Any change in the outlier payment pool up to 5% could be done by CMS without legislative action. If implemented, this change would reduce the base Medicare payment to all IRF providers and redistribute payment to IRFs receiving a higher proportion of outlier payments. The final rule for the IRF-PPS discussed below did not follow MedPAC's recommendations to eliminate the market basket update or to increase the outlier pool.

On July 29, 2016, CMS released its notice of final rulemaking for fiscal year 2017 (the "2017 Rule") for IRFs under the IRF-PPS. The final rule will implement a net 1.65% market basket increase effective for discharges between October 1, 2016 and September 30, 2017, calculated as follows:

Market basket update	2.7%
Healthcare reform reduction	75 basis points
Productivity adjustment	30 basis points

The final rule also includes other changes that impact our hospital-by-hospital base rate for Medicare reimbursement. Such changes include, but are not limited to, revisions to the wage index values, changes to designations between rural and urban facilities, and updates to the outlier fixed loss threshold. The final rule also continues the freeze to the update to the IRF-PPS facility-level rural adjustment factor, low-income patient factor, and teaching status adjustment factors. Based on our analysis which utilizes, among other things, the acuity of our patients over the 12-month period prior to the final rule's release and incorporates other adjustments included in the final rule, we believe the 2017 Rule will result in a net increase to our Medicare payment rates of approximately 1.9% effective October 1, 2016, prior to the impact of sequestration.

Additionally, the final rule contains changes that could affect us in future years. For example, CMS adopted five additional quality reporting measures, the reporting of which may require additional time and expense and could affect reimbursement beginning October 1, 2017.

Reimbursement claims made by healthcare providers, including inpatient rehabilitation hospitals as well as home health and hospice agencies, are subject to audit from time to time by governmental payors and their agents, such as the Medicare Administrative Contractors ("MACs"), fiscal intermediaries and carriers, as well as the Office of Inspector General, CMS, and state Medicaid programs. Under programs designated as "widespread probes," certain of our MACs have conducted pre-payment claim reviews of our billings and denied payment for certain diagnosis codes. The majority of the denials we have encountered in these probes derive from one MAC. In connection with recent probes, this MAC has made determinations regarding medical necessity which represent its uniquely restrictive interpretations of the CMS coverage rules. We have discussed our objections to those interpretations with both the MAC and CMS. We cannot predict what, if any, changes will result from those discussions. If the MAC continues to deny a significant number of claims for certain diagnosis codes, we may experience increases in the Provision for doubtful accounts, decreases in cash flow as a result of increasing accounts receivable, and/or a shift in the patients and conditions we treat, any of which could have an adverse effect on our financial position, results of operations, and liquidity.

On November 16, 2015, CMS issued its final rule establishing the Comprehensive Care for Joint Replacement ("CJR") payment model. This mandatory model holds acute care hospitals accountable for the quality of care they deliver to Medicare fee-for-service beneficiaries for lower extremity joint replacements (i.e., knees and hips) from

surgery through recovery. Through the five-year payment model, which began on April 1, 2016, healthcare

providers in 67 geographic areas (“MSAs”) would continue to be paid under existing Medicare payment systems. However, the hospital where the joint replacement takes place would be held accountable for the quality and costs of care for the entire episode of care — from the time of the surgery through 90 days after discharge. Depending on the quality and cost performance during the entire episode, the hospital may receive an additional payment or be required to repay Medicare for a portion of the episode costs. As a result, the acute care hospitals would be incented to work with physicians and post-acute care providers to ensure beneficiaries receive the coordinated care they need in an efficient manner. We believe its impact would be positive for HealthSouth as it should favor high-quality, low-cost providers like us who have made significant commitments to information systems that enable and enhance connectivity. We also believe the rule further validates our movement into home health via the acquisition of Encompass. Currently, lower extremity joint replacement patients represent less than 8% of our total annual discharges due to our required compliance with the 60% rule. Given the 67 MSAs included in the CJR model, our patients potentially subject to this model represent approximately 2.1% of our annual Medicare discharges. The lower extremity joint replacement patients we do treat are generally higher acuity and bilateral or possess significant comorbidities. In these cases and in any risk-bearing bundling initiative, quality of outcomes is critical to achieving targeted financial results.

On July 25, 2016, CMS issued a proposed rule to establish a new mandatory payment bundling model for cardiac care and extend the existing bundled payment model for hip replacement to other hip surgeries. The program as proposed is generally similar to the CJR program described above, in that acute care hospitals would be at risk for patients’ quality of care and Medicare expenditures incurred during their hospital stay and 90 days thereafter. CMS proposes to establish additional hip fracture bundles in the 67 MSAs (HealthSouth is located in 27 of these MSAs) where the CJR program is being implemented, and CMS proposes 294 potential MSAs for the cardiac bundle, of which 98 would be applied as part of the final rule. CMS proposes to begin the program in July 2017, and hospitals will have a gradual phasing-in of risk beginning in April 2018. Of the 294 potential MSAs included in the proposed model for cardiac cases, our hospitals are included in approximately 60 MSAs. If all of these 60 MSAs are selected as part of the final 98 MSAs for mandatory cardiac bundle, our patients potentially subject to this model represent approximately 1.0% of our annual Medicare discharges. Our patients potentially subject to the expanded portion of the hip replacement model represent approximately 1.2% of our annual Medicare discharges incremental to the above CJR program. Our analysis of this proposed rule and its potential impact on HealthSouth is ongoing.

On June 27, 2016, CMS released its notice of proposed rulemaking for calendar year 2017 for home health agencies under the HH-PPS. CMS estimates the rule will reduce Medicare payments to home health agencies by approximately 1.0% in 2017. Specifically, while the proposed rule provides for a market basket update of 2.8%, that update is offset by a 2.3% rebasing adjustment reduction (the last year of a four-year phase-in), a productivity adjustment reduction of 50 basis points, an outlier fixed dollar loss adjustment of 0.1%, and a coding intensity reduction of 0.9% (the second year of a three-year phase-in). We believe the proposed 2017 rule will result in a net decrease to Encompass’ Medicare payment rates within a range of 3.0% to 4.0% effective for episodes ending in calendar year 2017. The net decrease to Encompass’ Medicare payment rates is primarily impacted by an approximate 1.0% case mix re-weighting and approximately 1.0% to 2.0% for the change in the outlier calculation methodology. Additionally, we believe the proposed 2017 rule could have an approximate $1.5 million negative impact on revenues in the fourth quarter of 2016 applicable to episodes that begin in 2016 and end in 2017.

On June 8, 2016, CMS implemented a new pre-claim review demonstration of home health services in five states for a period of three years. Encompass operates in three of these states (Florida, Texas, and Massachusetts), which represents approximately 50% of their Medicare claims. Originally, the pre-claim demonstration was scheduled to begin in Florida no earlier than October 1, 2016, in Texas no earlier than December 1, 2016, and in Massachusetts no earlier than January 1, 2017. However, in September 2016, CMS announced there will be a delay in the start dates of the pre-claim demonstration for these states. The specific start dates have not been announced, but CMS will provide at least 30 days notice prior to beginning in any state. We expect the pre-claim review will result in an increase in Encompass’ administrative costs. Additionally, once it commences we may experience temporary increases in the Provision for doubtful accounts and decreases in cash flow as a result of increasing accounts receivable, each of which could have an adverse effect on our financial position, results of operations, and liquidity.

See also Item 1, Business, “Sources of Revenues” and “Regulation,” and Item 1A, Risk Factors, to the 2015 Form 10 K and Note 11, Contingencies and Other Commitments, “Governmental Inquiries and Investigations,” to

the condensed consolidated financial statements included in Part I, Item 1, Financial Statements (Unaudited), of this report.

- Changes to Our Operating Environment Resulting from Healthcare Reform. Our challenges related to healthcare reform are discussed in Item 1, Business, "Sources of Revenues," Item 1A, Risk Factors, and Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, "Executive Overview—Key Challenges," to the 2015 Form 10-K. Many provisions within the 2010 Healthcare Reform Laws have impacted, or could in the future impact, our business. Most notably for us are the reductions to our hospitals' annual market basket updates, including productivity adjustments, mandated reductions to home health and hospice Medicare reimbursements, and future payment reforms such as ACOs and bundled payments.

  The healthcare industry in general is facing uncertainty associated with the efforts, primarily arising from initiatives included in the 2010 Healthcare Reform Laws, to identify and implement workable coordinated care delivery models. In a coordinated care delivery model, hospitals, physicians, and other care providers work together to provide coordinated healthcare on a more efficient, patient-centered basis. These providers are then paid based on the overall value of the services they provide to a patient rather than the number of services they provide. While this is consistent with our goal and proven track record of being a high-quality, cost-effective provider, broad-based implementation of a new delivery model would represent a significant transformation for the healthcare industry. As the industry and its regulators explore this transformation, we are positioning the Company in preparation for whatever changes are ultimately made to the delivery system. We are currently participating in several coordinated care delivery model initiatives and are exploring ACO participation in several others. Eight of our IRFs began participating in Phase 2, the "at-risk" phase, of Model 3 of CMS' Bundled Payments for Care Improvement ("BPCI") initiative in 2015. We also have several IRFs that have signed participation agreements with acute care providers participating in Model 2 of the BPCI initiative. Ten of our home health agencies began participating in Phase 2 of Model 3 of the BPCI initiative in April 2014. In July 2015, 42 additional home health agencies began participating in Phase 2 of Model 3 of this initiative. In addition, we have partnered as the home health provider with Premier PHC™, an ACO serving approximately 20,000 Medicare patients.

  Given the complexity and the number of changes in the 2010 Healthcare Reform Laws and other pending regulatory initiatives, we cannot predict their ultimate impact. In addition, the ultimate nature and timing of the transformation of the healthcare delivery system is uncertain, and will likely remain so for some time. We will continue to evaluate these laws and regulations and position the Company for this industry shift. Based on our track record, we believe we can adapt to these regulatory and industry changes. Further, we have engaged, and will continue to engage, actively in discussions with key legislators and regulators to attempt to ensure any healthcare laws or regulations adopted or amended promote our goal of high-quality, cost-effective care.

- Maintaining Strong Volume Growth. Various factors, including competition, increasing regulatory and administrative burdens, and changes in the healthcare delivery system, may impact our ability to maintain and grow our hospital, home health, and hospice volumes. In any particular market, we may encounter competition from local or national entities with longer operating histories or other competitive advantages, such as acute care hospitals who provide post-acute services similar to ours or other post-acute providers with relationships with referring acute care hospitals or physicians. Aggressive payment review practices by Medicare contractors, aggressive enforcement of regulatory policies by government agencies, and restrictive or burdensome rules, regulations or statutes governing admissions practices may lead us to not accept patients who would be appropriate for and would benefit from the services we provide. In addition, from time to time, we must get regulatory approval to expand our services and locations in states with certificate of need laws. This approval may be withheld or take longer than expected. In the case of new-store volume growth, the addition of hospitals, home health agencies, and hospice agencies to our portfolio also may be difficult and take longer than expected.

- Recruiting and Retaining High-Quality Personnel. See Item 1A, Risk Factors, to the 2015 Form 10-K for a discussion of competition for staffing, shortages of qualified personnel, and other factors that may increase our labor costs. Recruiting and retaining qualified personnel for our inpatient hospitals and home health and hospice agencies remain a high priority for us. We attempt to maintain a comprehensive compensation and benefits package that allows us to remain competitive in this challenging staffing environment while remaining consistent with our goal of being a

high-quality, cost-effective provider of post-acute services.

See also Item 1, Business, Item 1A, Risk Factors, and Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, "Executive Overview—Key Challenges," to the 2015 Form 10 K.

These key challenges notwithstanding, we believe we have a strong business model, a strong balance sheet, and a proven track record of achieving strong financial and operational results. We are attempting to position the Company to respond to changes in the healthcare delivery system, and believe we will be in a position to take advantage of any opportunities that arise as the industry moves to this new stage. We believe we are positioned to continue to grow, adapt to external events, and create value for our shareholders in 2016 and beyond.

Results of Operations

Payor Mix

We derived consolidated Net operating revenues from the following payor sources:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2016		2015		2016		2015	
Medicare	74.8	%	75.1	%	75.0	%	74.8	%
Medicare Advantage	7.9	%	7.5	%	7.9	%	7.8	%
Managed care	10.1	%	9.9	%	9.9	%	10.0	%
Medicaid	3.3	%	3.4	%	3.3	%	3.0	%
Other third-party payors	1.5	%	1.5	%	1.4	%	1.6	%
Workers' compensation	0.8	%	0.8	%	0.8	%	0.9	%
Patients	0.5	%	0.5	%	0.5	%	0.6	%
Other income	1.1	%	1.3	%	1.2	%	1.3	%
Total	100.0	%	100.0	%	100.0	%	100.0	%

For additional information regarding our payors, see the "Sources of Revenues" section of Item 1, Business, of the 2015 Form 10-K.

Our Results

For the three and nine months ended September 30, 2016 and 2015, our consolidated results of operations were as follows:

	Three Months Ended September 30,		Percentage Change	Nine Months Ended September 30,		Percentage Change
	2016	2015	2016 vs. 2015	2016	2015	2016 vs. 2015
	(In Millions, Except Percentage Change)					
Net operating revenues	$926.8	$778.6	19.0 %	$2,757.3	$2,283.6	20.7 %
Less: Provision for doubtful accounts	(14.8)	(10.7)	38.3 %	(46.7)	(33.2)	40.7 %
Net operating revenues less provision for doubtful accounts	912.0	767.9	18.8 %	2,710.6	2,250.4	20.4 %
Operating expenses:						
Salaries and benefits	497.4	417.1	19.3 %	1,469.6	1,204.0	22.1 %
Other operating expenses	126.3	106.7	18.4 %	367.0	314.1	16.8 %
Occupancy costs	17.6	12.5	40.8 %	53.5	37.1	44.2 %
Supplies	34.8	31.0	12.3 %	104.2	94.1	10.7 %
General and administrative expenses	30.3	30.6	(1.0)%	96.6	97.3	(0.7)%
Depreciation and amortization	43.5	33.7	29.1 %	128.8	98.3	31.0 %
Government, class action, and related settlements	—	—	N/A	—	8.0	(100.0)%
Professional fees—accounting, tax, and legal	—	0.4	(100.0)%	1.9	2.7	(29.6)%
Total operating expenses	749.9	632.0	18.7 %	2,221.6	1,855.6	19.7 %
Loss on early extinguishment of debt	2.6	—	100.0 %	7.4	20.0	(63.0)%
Interest expense and amortization of debt discounts and fees	42.5	35.6	19.4 %	130.5	98.3	32.8 %
Other income	(0.8)	(0.7)	14.3 %	(2.1)	(4.2)	(50.0)%
Equity in net income of nonconsolidated affiliates	(2.5)	(2.4)	4.2 %	(7.3)	(6.3)	15.9 %
Income from continuing operations before income tax expense	120.3	103.4	16.3 %	360.5	287.0	25.6 %
Provision for income tax expense	42.1	35.9	17.3 %	124.2	98.4	26.2 %
Income from continuing operations	78.2	67.5	15.9 %	236.3	188.6	25.3 %
(Loss) income from discontinued operations, net of tax	(0.1)	0.3	(133.3)%	(0.3)	(1.6)	(81.3)%
Net income	78.1	67.8	15.2 %	236.0	187.0	26.2 %
Less: Net income attributable to noncontrolling interests	(16.4)	(17.1)	(4.1)%	(53.7)	(50.9)	5.5 %
Net income attributable to HealthSouth	$61.7	$50.7	21.7 %	$182.3	$136.1	33.9 %

Provision for Doubtful Accounts and Operating Expenses as a % of Net Operating Revenues

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Provision for doubtful accounts	1.6 %	1.4 %	1.7 %	1.5 %
Operating expenses:				
Salaries and benefits	53.7%	53.6%	53.3%	52.7%
Other operating expenses	13.6%	13.7%	13.3%	13.8%
Occupancy costs	1.9 %	1.6 %	1.9 %	1.6 %
Supplies	3.8 %	4.0 %	3.8 %	4.1 %
General and administrative expenses	3.3 %	3.9 %	3.5 %	4.3 %
Depreciation and amortization	4.7 %	4.3 %	4.7 %	4.3 %
Government, class action, and related settlements	— %	— %	— %	0.4 %
Professional fees—accounting, tax, and legal	— %	0.1 %	0.1 %	0.1 %
Total operating expenses	80.9%	81.2%	80.6%	81.3%

In the discussion that follows, we use “same-store” comparisons to explain the changes in certain performance metrics and line items within our financial statements. We calculate same-store comparisons based on hospitals and agencies open throughout both the full current periods and prior periods presented. These comparisons include the financial results of market consolidation transactions in existing markets, as it is difficult to determine, with precision, the incremental impact of these transactions on our results of operations.

Net Operating Revenues

Our consolidated Net operating revenues increased in the third quarter of 2016 compared to the third quarter of 2015 primarily from strong volume growth in both of our operating segments and included the effect of our acquisitions of Reliant on October 1, 2015 and CareSouth on November 2, 2015. See additional discussion in the “Segment Results of Operations” section of this Item.

Provision for Doubtful Accounts

Provision for doubtful accounts increased in the three and nine months ended September 30, 2016 compared to the same periods of 2015 primarily due to aging-based reserves resulting from continued administrative payment delays at our largest MAC. For additional information, see Item 1, Business, “Sources of Revenues—Medicare Reimbursement,” and Item 7, Management’s Discussion and Analysis of Financial Condition and Results of Operations, “Results of Operations—Our Results—Provision for Doubtful Accounts,” to the 2015 Form 10-K.

Salaries and Benefits

Salaries and benefits increased in the three and nine months ended September 30, 2016 compared to the same periods of 2015 primarily due to increased patient volumes, including an increase in the number of full-time equivalents as a result of our 2015 development activities, the acquisitions of Reliant and CareSouth, and increases in merit and benefit costs.

Salaries and benefits as a percent of Net operating revenues increased during the three and nine months ended September 30, 2016 compared to the same periods of 2015, respectively, primarily as a result of merit and benefit cost increases, Medicare home health reimbursement rate cuts, and the ramping up of new hospitals in Franklin, Tennessee, Hot Springs, Arkansas, Bryan, Texas, and Broken Arrow, Oklahoma.

Salaries and benefits are expected to increase in the fourth quarter of 2016 due to an approximate 2.75% merit increase provided to our nonmanagement hospital employees effective October 1, 2016.

Other Operating Expenses

Other operating expenses increased in the three and nine months ended September 30, 2016 compared to the same periods of 2015 primarily due to the acquisitions of Reliant and CareSouth and increased patient volumes at our hospitals. Other operating expenses for the nine months ended September 30, 2015 included the settlement of an employee sexual harassment matter that was not covered by insurance.

45

As a percent of Net operating revenues, Other operating expenses decreased during the three and nine months ended September 30, 2016 compared to the same periods of 2015 primarily due to our increasing revenues, primarily as a result of the acquisitions of Reliant and CareSouth. As a percent of Net operating revenues, Other operating expenses also decreased during the nine months ended September 30, 2016 compared to the same period of 2015 due to the aforementioned settlement.

Occupancy Costs

Occupancy costs increased during the three and nine months ended September 30, 2016 compared to the same periods of 2015 in terms of dollars and as a percent of Net operating revenues due to the acquisition of Reliant, which leased all of its hospitals.

Supplies

Supplies increased during the three and nine months ended September 30, 2016 compared to the same periods of 2015 due primarily to increased patient volumes. Supplies decreased as a percent of Net operating revenues during the three and nine months ended September 30, 2016 compared to the same periods of 2015 primarily due to continued supply chain initiatives.

General and Administrative Expenses

General and administrative expenses decreased during the three and nine months ended September 30, 2016 compared to the same period of 2015 due primarily to activity associated with stock-based compensation discussed in Note 14, Employee Benefit Plans, to the consolidated financial statements accompanying the 2015 Form 10-K, and transaction costs related to the acquisition of Reliant. General and administrative expenses decreased as a percent of Net operating revenues during the three and nine months ended September 30, 2016 compared to the same periods of 2015 primarily due to our increasing revenues, primarily as a result of the acquisitions of Reliant and CareSouth.

Depreciation and Amortization

Depreciation and amortization increased during the three and nine months ended September 30, 2016 compared to the same periods of 2015 due to our capital expenditures and development activities throughout 2015 and 2016.

Government, Class Action, and Related Settlements

The loss included in Government, Class Action, and Related Settlements during the nine months ended September 30, 2015 resulted from a settlement discussed in Note 17, Contingencies and Other Commitments, to the consolidated financial statements accompanying the 2015 Form 10-K.

Professional Fees—Accounting, Tax, and Legal

Professional Fees—Accounting, Tax, and Legal in each period presented related primarily to legal and consulting fees for continued litigation and support matters discussed in Note 17, Contingencies and Other Commitments, to the consolidated financial statements accompanying the 2015 Form 10-K.

Loss on Early Extinguishment of Debt

The Loss on early extinguishment of debt during the three and nine months ended September 30, 2016 resulted from the redemptions of our 2022 Notes in March, May, and September of 2016.

In January 2015, we issued an additional $400 million of our 5.75% Senior Notes due 2024 at a price of 102% of the principal amount and used $250 million of the net proceeds to repay borrowings under our term loan facilities, with the remaining net proceeds used to repay borrowings under our revolving credit facility. As a result of the term loan prepayment, we recorded a $1.2 million Loss on early extinguishment of debt in the first quarter of 2015.

In April 2015, we used the net proceeds from the offering of 5.125% Senior Notes due 2023 along with cash on hand to execute the redemption of our 8.125% Senior Notes due 2020. As a result of this redemption, we recorded an $18.8 million Loss on early extinguishment of debt in the second quarter of 2015.

See Note 5, Long-term Debt, to the condensed consolidated financial statements included in Part I, Item 1, Financial Statements (Unaudited) and Note 8, Long-term Debt, to the consolidated financial statements accompanying the 2015 Form 10 K for additional information regarding these transactions.

Interest Expense and Amortization of Debt Discounts and Fees

The increase in Interest expense and amortization of debt discounts and fees during the three and nine months ended September 30, 2016 compared to the same periods of 2015 resulted from an increase in average borrowings due to our use of debt to fund the acquisitions of Reliant and CareSouth. Our average cash interest rate remained relatively flat during the three and nine months ended September 30, 2016 compared to the same periods of 2015. See Note 5, Long-term Debt, to the condensed consolidated financial statements included in Part I, Item 1, Financial Statements (Unaudited), of this report and Note 8, Long-term Debt, to the consolidated financial statements accompanying the 2015 Form 10-K.

Other Income

Other income for the three and nine months ended September 30, 2015 included a $2.0 million gain related to the increase in fair value of our option to purchase up to a 5% equity interest in Surgical Care Affiliates (“SCA”), our former surgery centers division, from April 1, 2015 (the date it became exercisable) to April 13, 2015 (the date we exercised the option). Other income for the three and nine months ended September 30, 2015 also included a $0.6 million and $1.2 million, respectively, realized gain from the sale of the SCA common stock. See Note 12, Fair Value Measurements, to the consolidated financial statements accompanying the 2015 Form 10-K.

Income from Continuing Operations Before Income Tax Expense

Our pre-tax income from continuing operations increased during the three and nine months ended September 30, 2016 compared to the same periods of 2015 due to increased Net operating revenues as a result of our acquisitions of Reliant and CareSouth.

Provision for Income Tax Expense

We currently estimate our cash income tax expense to be approximately $15 million to $30 million, net of refunds, for 2016. These payments are expected to result from state income tax expense of subsidiaries which have separate state filing requirements and federal income taxes based upon alternative minimum taxes, tax planning opportunities, the estimate of the remaining federal NOL balance and the availability of other federal tax credits. For the three months ended September 30, 2016 and 2015, current income tax expense was $4.6 million and $3.5 million, respectively. For the nine months ended September 30, 2016 and 2015, current income tax expense was $13.6 million and $10.4 million, respectively.

Our Provision for income tax expense in each period presented, primarily resulted from the application of our estimated effective blended federal and state income tax rate.

During the three months ended September 30, 2016, we filed an automatic tax accounting method change related to the deductibility of bad debts pursuant to the non-accrual experience method which resulted in a tax benefit of approximately $7 million. This change did not have a material impact on our effective tax rate. We also filed a non-automatic tax accounting method change related to billings denied under pre-payment claims reviews conducted by certain of our MACs and are awaiting acceptance by the IRS. If our request for the non-automatic tax accounting method change is accepted as filed, we anticipate additional tax benefits of approximately $50 million through September 30, 2016. Approximately $44 million of this amount represents pre-payment claims received in years prior to and including the year ending December 31, 2015. This change, if approved, is not expected to have a material impact on our effective tax rate.

In certain state jurisdictions, we do not expect to generate sufficient income to use all of the available NOLs prior to their expiration. This determination is based on our evaluation of all available evidence in these jurisdictions including results of operations during the preceding three years, our forecast of future earnings, and prudent tax planning strategies. It is possible we may be required to increase or decrease our valuation allowance at some future time if our forecast of future earnings varies from actual results on a consolidated basis or in the applicable state tax jurisdiction, or if the timing of future tax deductions differs from our expectations.

Excluding the potential impact of the non-automatic tax accounting method change discussed above, we expect our federal NOL to be exhausted by December 31, 2016.

We recognize the financial statement effects of uncertain tax positions when it is more likely than not, based on the technical merits, a position will be sustained upon examination by and resolution with the taxing authorities. Total remaining unrecognized tax benefits were $2.8 million and $2.9 million as of September 30, 2016 and December 31,

2015, respectively.

See Note 9, Income Taxes, to the condensed consolidated financial statements included in Part I, Item 1, Financial Statements (Unaudited), of this report and Note 15, Income Taxes, to the consolidated financial statements accompanying the 2015 Form 10-K.

Net Income Attributable to Noncontrolling Interests

The increase in Net Income Attributable to Noncontrolling Interests during the three and nine months ended September 30, 2016 compared to the same period of 2015 primarily resulted from increased profitability of our joint ventures.

Segment Results of Operations

Our internal financial reporting and management structure is focused on the major types of services provided by HealthSouth. We manage our operations using two operating segments which are also our reportable segments: (1) inpatient rehabilitation and (2) home health and hospice. For additional information regarding our business segments, including a detailed description of the services we provide, financial data for each segment, and a reconciliation of total segment Adjusted EBITDA to income from continuing operations before income tax expense, see Note 12, Segment Reporting, to the condensed consolidated financial statements included in Part I, Item 1, Financial Statements (Unaudited), of this report.

Inpatient Rehabilitation

Our inpatient rehabilitation segment derived its Net operating revenues from the following payor sources:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Medicare	73.3 %	73.2 %	73.3 %	73.0 %
Medicare Advantage	7.6 %	7.7 %	7.7 %	7.9 %
Managed care	11.4 %	11.2 %	11.3 %	11.3 %
Medicaid	3.0 %	3.0 %	3.0 %	2.6 %
Other third-party payors	1.8 %	1.7 %	1.7 %	1.9 %
Workers' compensation	1.0 %	1.0 %	1.0 %	1.1 %
Patients	0.6 %	0.6 %	0.6 %	0.7 %
Other income	1.3 %	1.6 %	1.4 %	1.5 %
Total	100.0%	100.0%	100.0%	100.0%

Additional information regarding our inpatient rehabilitation segment's operating results for the three and nine months ended September 30, 2016 and 2015 is as follows:

	Three Months Ended September 30,		Percentage Change	Nine Months Ended September 30,		Percentage Change
	2016	2015	2016 vs. 2015	2016	2015	2016 vs. 2015
	(In Millions, Except Percentage Change)					
Net operating revenues:						
Inpatient	$724.1	$625.1	15.8 %	$2,164.6	$1,850.4	17.0 %
Outpatient and other	27.6	26.5	4.2 %	88.9	76.8	15.8 %
Inpatient rehabilitation segment revenues	751.7	651.6	15.4 %	2,253.5	1,927.2	16.9 %
Less: Provision for doubtful accounts	(13.7)	(10.2)	34.3 %	(43.8)	(31.4)	39.5 %
Net operating revenues less provision for doubtful accounts	738.0	641.4	15.1 %	2,209.7	1,895.8	16.6 %
Operating expenses:						
Salaries and benefits	371.2	326.8	13.6 %	1,107.2	950.8	16.4 %
Other operating expenses	110.1	95.8	14.9 %	321.7	284.5	13.1 %
Supplies	31.9	28.9	10.4 %	96.1	88.6	8.5 %
Occupancy costs	15.0	10.6	41.5 %	46.0	31.7	45.1 %
Other income	(0.8)	(0.1)	700.0 %	(2.1)	(1.0)	110.0 %
Equity in net income of nonconsolidated affiliates	(2.3)	(2.4)	(4.2)%	(6.7)	(6.3)	6.3 %
Noncontrolling interests	14.3	15.6	(8.3)%	47.9	46.4	3.2 %
Segment Adjusted EBITDA	$198.6	$166.2	19.5 %	$599.6	$501.1	19.7 %
	(Actual Amounts)					
Discharges	41,368	36,746	12.6 %	123,831	108,270	14.4 %
Net patient revenue per discharge	$17,504	$17,011	2.9 %	$17,480	$17,091	2.3 %
Outpatient visits	158,981	138,121	15.1 %	486,391	414,388	17.4 %
Average length of stay (days)	12.7	12.9	(1.6)%	12.8	13.0	(1.5)%
Occupancy %	67.8 %	69.6 %	(2.6)%	68.4 %	69.7 %	(1.9)%
# of licensed beds	8,441	7,422	13.7 %	8,441	7,422	13.7 %
Full-time equivalents*	19,663	17,782	10.6 %	19,506	17,462	11.7 %
Employees per occupied bed	3.48	3.47	0.3 %	3.42	3.40	0.6 %

* Excludes approximately 425 full-time equivalents for the three and nine months ended September 30, 2016 and approximately 400 full-time equivalents for the three and nine months ended September 30, 2015 who are considered part of corporate overhead with their salaries and benefits included in General and administrative expenses in our consolidated statements of operations. Full-time equivalents included in the above table represent HealthSouth employees who participate in or support the operations of our hospitals and exclude an estimate of full-time equivalents related to contract labor.

We actively manage the productive portion of our Salaries and benefits utilizing certain metrics, including employees per occupied bed, or "EPOB." This metric is determined by dividing the number of full-time equivalents, including an estimate of full-time equivalents from the utilization of contract labor, by the number of occupied beds during each period. The number of occupied beds is determined by multiplying the number of licensed beds by our occupancy percentage.

Net Operating Revenues

Net operating revenues were 15.4% higher during the third quarter of 2016 compared to the same quarter of 2015. This increase included a 12.6% increase in patient discharges and a 2.9% increase in net patient revenue per discharge.

49

Discharge growth included a 1.9% increase in same-store discharges. Discharge growth from new stores resulted from our acquisitions of Reliant (October 2015), our joint ventures in Hot Springs, Arkansas (February 2016), Bryan, Texas (August 2016), and Broken Arrow, Oklahoma (August 2016), and one wholly owned hospital that opened in Franklin, Tennessee (December 2015). Growth in net patient revenue per discharge benefited by approximately 60 basis points from an approximate $4 million Indirect Medical Education ("IME") adjustment associated with the former Reliant hospital in Woburn, Massachusetts. Medicare provides that hospitals with residents in an approved graduate medical education program receive an additional payment for a Medicare discharge to reflect higher patient care costs of teaching hospitals relative to non-teaching hospitals. Our revenues for the third quarter of 2016 were positively impacted by this retroactive adjustment for 2014 and 2015, as well as the year-to-date period through July 2016.

Net operating revenues were 16.9% higher during the nine months ended September 30, 2016 compared to the same period of 2015. This increase included a 14.4% increase in patient discharges and a 2.3% increase in net patient revenue per discharge. Discharge growth included a 2.2% increase in same-store discharges. Discharge growth and net patient revenue per discharge for the year-to-date period of 2016 were impacted by the same factors as discussed above for the third quarter of 2016. In addition, net patient revenue per discharge growth for the year-to-date period of 2016 benefited from an approximate $5 million Supplemental Security Income ("SSI") adjustment that negatively impacted revenue in 2015. CMS periodically retroactively updates SSI ratios that are used to determine adjustments to Medicare payment rates for low-income patients. In the second quarter of 2015, CMS updated the ratios for fiscal year 2013, and we retroactively recorded adjustments to 2013, 2014, and year-to-date 2015.

Outpatient revenues increased during the three and nine months ended September 30, 2016 compared to the same periods of 2015 due to the acquisition of Reliant.

See Note 2, Business Combinations, to the condensed consolidated financial statements included in Part I, Item 1, Financial Statements (Unaudited), of this report for information regarding our joint ventures discussed above. See Note 2, Business Combinations, to the consolidated financial statements accompanying the 2015 Form 10-K for information regarding Reliant.

Adjusted EBITDA

The increase in Adjusted EBITDA during the third quarter of 2016 compared to the same quarter of 2015 primarily resulted from revenue growth, as discussed above. All operating expenses as a percent of net operating revenues benefited in the third quarter of 2016 by the aforementioned IME adjustment. Salaries and benefits in the third quarter of 2016 included a year-over-year decline in group medical costs. Occupancy costs increased as a percent of net operating revenues due to the acquisition of Reliant. Bad debt expense as a percent of net operating revenues increased from 1.6% in the third quarter of 2015 to 1.8% in the third quarter of 2016 due to aging-based reserves resulting from continued administrative payment delays at the Company's largest Medicare Administrative Contractor.

The increase in Adjusted EBITDA during the nine months ended September 30, 2016 resulted from the same factors as discussed above for the third quarter of 2016 as well as a positive impact of $2.4 million in rebates associated with a contractual periodic pharmacy benefit reconciliation for 2014 and 2015. Adjusted EBITDA for the nine months ended September 30, 2015 was negatively impacted by the aforementioned SSI adjustments and settlement of an employee sexual harassment matter that was not covered by insurance.

Home Health and Hospice

Our home health and hospice segment derived its Net operating revenues from the following payor sources:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Medicare	81.8 %	84.7 %	82.4 %	84.1 %
Medicare Advantage	8.8 %	6.7 %	8.9 %	7.1 %
Managed care	4.5 %	2.9 %	3.7 %	2.9 %
Medicaid	4.7 %	5.7 %	4.8 %	5.7 %
Other third-party payors	— %	— %	— %	0.1 %
Patients	0.1 %	— %	0.1 %	0.1 %
Other income	0.1 %	— %	0.1 %	— %
Total	100.0%	100.0%	100.0%	100.0%

Additional information regarding our home health and hospice segment's operating results for the three and nine months ended September 30, 2016 and 2015 is as follows:

	Three Months Ended September 30,		Percentage Change	Nine Months Ended September 30,		Percentage Change
	2016	2015	2016 vs. 2015	2016	2015	2016 vs. 2015
	(In Millions, Except Percentage Change)					
Net operating revenues:						
Home health	$162.0	$118.3	36.9 %	$470.0	$ 333.7	40.8 %
Hospice	13.1	8.7	50.6 %	33.8	22.7	48.9 %
Home health and hospice segment revenues	175.1	127.0	37.9 %	503.8	356.4	41.4 %
Less: Provision for doubtful accounts	(1.1)	(0.5)	120.0 %	(2.9)	(1.8)	61.1 %
Net operating revenues less provision for doubtful accounts	174.0	126.5	37.5 %	500.9	354.6	41.3 %
Operating expenses:						
Cost of services sold (excluding depreciation and amortization)	86.8	61.7	40.7 %	246.8	171.8	43.7 %
Support and overhead costs	59.5	42.6	39.7 %	174.5	121.7	43.4 %
Equity in net income of nonconsolidated affiliates	(0.2)	—	N/A	(0.6)	—	N/A
Noncontrolling interests	2.1	1.5	40.0 %	5.8	4.5	28.9 %
Segment Adjusted EBITDA	$25.8	$20.7	24.6 %	$74.4	$ 56.6	31.4 %
	(Actual Amounts)					
Home health:						
Admissions	27,239	18,076	50.7 %	78,755	51,437	53.1 %
Recertifications	20,888	16,542	26.3 %	60,773	46,130	31.7 %
Episodes	46,866	33,542	39.7 %	136,484	94,871	43.9 %
Average revenue per episode	$3,032	$3,123	(2.9)%	$3,033	$ 3,103	(2.3)%
Episodic visits per episode	19.0	19.6	(3.1)%	19.0	19.5	(2.6)%
Total visits	1,001,021	721,055	38.8 %	2,906,793	2,027,149	43.4 %
Cost per visit	$75	$72	4.2 %	$74	$ 71	4.2 %
Hospice:						
Admissions	832	620	34.2 %	2,341	1,838	27.4 %
Patient days	83,628	55,627	50.3 %	218,336	145,797	49.8 %
Revenue per day	$157	$156	0.6 %	$155	$ 155	— %

Net Operating Revenues

Home health and hospice revenue was 37.9% higher during the third quarter of 2016 compared to the same quarter of 2015. This increase included a 50.7% increase in home health admissions and was impacted by a 2.9% decrease in average revenue per episode. Home health admission growth included a 15.3% increase in same-store admissions. Home health admission growth from new stores resulted from the acquisition of CareSouth and Encompass' other acquisitions throughout 2015. Average revenue per episode was impacted by the Medicare home health reimbursement rate cuts that became effective January 1, 2016 and lower revenue per episode at CareSouth due to patient mix.

Home health and hospice revenue was 41.4% higher during the nine months ended September 30, 2016 compared to the same period of 2015. This increase included a 53.1% increase in home health admissions and was impacted by a 2.3% decrease in average revenue per episode. Home health admission growth included a 13.9% increase in same-store admissions. Home health admission growth from new stores and average revenue per episode resulted from the same factors discussed above for the third quarter of 2016.

52

See Note 2, Business Combinations, to the consolidated financial statements accompanying the 2015 Form 10-K for information regarding CareSouth and Encompass' other acquisitions throughout 2015.

Adjusted EBITDA

The increase in Adjusted EBITDA during the three and nine months ended September 30, 2016 compared to the same periods of 2015 primarily resulted from revenue growth. Adjusted EBITDA for the segment during the three and nine months ended September 30, 2016 was impacted by lower average revenue per episode, higher cost per visit driven by an increased percentage of therapy patients, merit and benefit costs increases, and expenses related to the integration of CareSouth.

Liquidity and Capital Resources

Our primary sources of liquidity are cash on hand, cash flows from operations, and borrowings under our revolving credit facility.

The objectives of our capital structure strategy are to ensure we maintain adequate liquidity and flexibility. Pursuing and achieving those objectives allows us to support the execution of our operating and strategic plans and weather temporary disruptions in the capital markets and general business environment. Maintaining adequate liquidity is a function of our unrestricted Cash and cash equivalents and our available borrowing capacity. Maintaining flexibility in our capital structure is a function of, among other things, the amount of debt maturities in any given year, the options for debt prepayments without onerous penalties, and limiting restrictive terms and maintenance covenants in our debt agreements.

Consistent with these objectives, in March 2016, we redeemed $50.0 million of the outstanding principal amount of our existing 2022 Notes using cash on hand and capacity under our revolving credit facility. Pursuant to the terms of the 2022 Notes, this optional redemption was made at a price of 103.875%, which resulted in a total cash outlay of approximately $52 million. As a result of this redemption, we recorded a $2.4 million Loss on early extinguishment of debt in the first quarter of 2016.

In May 2016, we redeemed an additional $50 million of the outstanding principal amount of our 2022 Notes using cash on hand and capacity under our revolving credit facility. Pursuant to the terms of the 2022 Notes, this optional redemption was also made at a price of 103.875%, which resulted in a total cash outlay of approximately $52 million. As a result of this redemption, we recorded a $2.4 million Loss on early extinguishment of debt in the second quarter of 2016.

In September 2016, we redeemed the remaining outstanding principal balance of $76.0 million of the 2022 Notes using cash on hand and capacity under our revolving credit facility. Pursuant to the terms of the 2022 Notes, this optional redemption was made at a price of 102.583%, which resulted in a total cash outlay of approximately $78 million. As a result of this redemption, we recorded a $2.6 million Loss on early extinguishment of debt in the third quarter of 2016.

We have been disciplined in creating a capital structure that is flexible with no significant debt maturities prior to 2020. Our balance sheet remains strong, and we have significant availability under our credit agreement. We continue to generate strong cash flows from operations, and we have significant flexibility with how we choose to invest our cash and return capital to shareholders. While our financial leverage increased as a result of the Reliant and CareSouth transactions, we anticipate in the longer term reducing our financial leverage based on growth of Adjusted EBITDA and an allocation of a portion of our free cash flow to debt reduction.

For additional information regarding our indebtedness, see Note 5, Long-term Debt, to the condensed consolidated financial statements included in Part I, Item 1, Financial Statements (Unaudited), of this report and Note 8, Long-term Debt, to the consolidated financial statements accompanying the 2015 Form 10-K.

Current Liquidity

As of September 30, 2016, we had $76.4 million in Cash and cash equivalents. Cash and cash equivalents as of September 30, 2016 excluded $52.9 million in restricted cash (included in Other current assets) and $57.5 million of restricted marketable securities ($24.2 million included in Other current assets and $33.3 million included in Other long-term assets). Our restricted assets pertain primarily to obligations associated with our captive insurance company, as well as obligations we have under agreements with joint venture partners. See Note 3, Cash and Marketable Securities, to the consolidated financial statements accompanying the 2015 Form 10-K.

In addition to Cash and cash equivalents, as of September 30, 2016, we had approximately $417 million available to us under our revolving credit facility. Our credit agreement governs the substantial majority of our senior secured borrowing capacity and contains a leverage ratio and an interest coverage ratio as financial covenants. Our leverage ratio is defined in our

credit agreement as the ratio of consolidated total debt (less up to $75 million of cash on hand) to Adjusted EBITDA for the trailing four quarters. In calculating the leverage ratio under our credit agreement, we are permitted to use pro forma Adjusted EBITDA, the calculation of which includes historical income statement items and pro forma adjustments resulting from (1) the dispositions and repayments or incurrence of debt and (2) the investments, acquisitions, mergers, amalgamations, consolidations and operational changes from acquisitions to the extent such items or effects are not yet reflected in our trailing four-quarter financial statements. Our interest coverage ratio is defined in our credit agreement as the ratio of Adjusted EBITDA to consolidated interest expense, excluding the amortization of financing fees, for the trailing four quarters. As of September 30, 2016, the maximum leverage ratio requirement per our credit agreement was 4.5x and the minimum interest coverage ratio requirement was 3.0x, and we were in compliance with these covenants. Based on Adjusted EBITDA for the trailing four quarters and the interest rate in effect under our credit agreement during the three-month period ended September 30, 2016, if we had drawn on the first day and maintained the maximum amount of outstanding draws under our revolving credit facility for that entire period, we would still be in compliance with the maximum leverage ratio and minimum interest coverage ratio requirements.

We do not face near-term refinancing risk, as the amounts outstanding under our credit agreement do not mature until 2020, and our bonds all mature in 2023 and beyond. See the “Contractual Obligations” section below for information related to our contractual obligations as of September 30, 2016.

We anticipate we will continue to generate strong cash flows from operations that, together with availability under our revolving credit facility, will allow us to invest in growth opportunities and continue to improve our existing business. We also will continue to consider additional shareholder value-enhancing strategies such as repurchases of our common stock and distribution of common stock dividends, including the potential growth of the quarterly cash dividend on our common stock, recognizing that these actions may increase our leverage ratio. See also the “Authorizations for Returning Capital to Stakeholders” section of this Item.

See Item 1A, Risk Factors, of the 2015 Form 10-K for a discussion of risks and uncertainties facing us.

Sources and Uses of Cash

The following table shows the cash flows provided by or used in operating, investing, and financing activities for the nine months ended September 30, 2016 and 2015 (in millions):

	Nine Months Ended September 30,	
	2016	2015
Net cash provided by operating activities	$489.5	$368.2
Net cash used in investing activities	(156.3)	(179.4)
Net cash (used in) provided by financing activities	(318.4)	546.1
Increase in cash and cash equivalents	$14.8	$734.9

Operating activities. The increase in Net cash provided by operating activities for the nine months ended September 30, 2016 compared to the same period of 2015 primarily resulted from revenue growth, as described above, and lower working capital primarily attributable to payroll-related liabilities.

Investing activities. The decrease in Net cash used in investing activities during the nine months ended September 30, 2016 compared to the same period of 2015 primarily resulted from our 2015 development activities as described in Note 2, Business Combinations, to the consolidated financial statements accompanying the 2015 Form 10-K and proceeds received from the sale of common stock in Surgical Care Affiliates (our former surgery centers division) in 2015.

Financing activities. Net cash used in financing activities during the nine months ended September 30, 2016 primarily resulted from net debt payments, including the redemption of $176 million of the 2022 Notes, as discussed above, cash dividends on common stock, distributions paid to noncontrolling interests of consolidated affiliates, and repurchases of our common stock. Net cash provided by financing activities during the nine months ended September 30, 2015 included net debt issuances as discussed in Note 8, Long-term Debt, to the consolidated financial statements accompanying the 2015 Form 10-K, offset by cash dividends on common stock and distributions paid to

noncontrolling interests of consolidated affiliates.

Contractual Obligations

Our consolidated contractual obligations as of September 30, 2016 are as follows (in millions):

	Total	October 1 through December 31, 2016	2017 - 2018	2019 - 2020	2021 and thereafter
Long-term debt obligations:					
Long-term debt, excluding revolving credit facility and capital lease obligations [a]	$2,579.0	$ 5.9	$47.4	$656.7	$1,869.0
Revolving credit facility	150.0	—	—	150.0	—
Interest on long-term debt [b]	980.6	32.2	259.8	256.1	432.5
Capital lease obligations [c]	520.2	7.0	69.8	58.6	384.8
Operating lease obligations [d][e]	422.2	15.8	115.2	88.8	202.4
Purchase obligations [e][f]	91.0	8.7	51.5	23.9	6.9
Other long-term liabilities [g][h]	3.6	0.1	0.4	0.4	2.7
Total	$4,746.6	$ 69.7	$544.1	$1,234.5	$2,898.3

(a) Included in long-term debt are amounts owed on our bonds payable and other notes payable. These borrowings are further explained in Note 5, Long-term Debt, to the condensed consolidated financial statements included in Part I, Item 1, Financial Statements (Unaudited), of this report and Note 8, Long-term Debt, to the consolidated financial statements accompanying the 2015 Form 10-K.

(b) Interest on our fixed rate debt is presented using the stated interest rate. Interest expense on our variable rate debt is estimated using the rate in effect as of September 30, 2016. Interest pertaining to our credit agreement and bonds is included to their respective ultimate maturity dates. Interest related to capital lease obligations is excluded from this line. Future minimum payments, which are accounted for as interest, related to sale/leaseback transactions involving real estate accounted for as financings are included in this line (see Note 5, Property and Equipment, and Note 8, Long-term Debt, to the consolidated financial statements accompanying the 2015 Form 10-K). Amounts exclude amortization of debt discounts, amortization of loan fees, or fees for lines of credit that would be included in interest expense in our consolidated statements of operations.

(c) Amounts include interest portion of future minimum capital lease payments.

(d) Our inpatient rehabilitation segment leases approximately 16% of its hospitals as well as other property and equipment under operating leases in the normal course of business. Our home health and hospice segment leases relatively small office spaces in the localities it serves, space for its corporate office, and other equipment under operating leases in the normal course of business. Some of our hospital leases contain escalation clauses based on changes in the Consumer Price Index while others have fixed escalation terms. The minimum lease payments do not include contingent rental expense. Some lease agreements provide us with the option to renew the lease or purchase the leased property. Our future operating lease obligations would change if we exercised these renewal options and if we entered into additional operating lease agreements. For more information, see Note 5, Property and Equipment, to the consolidated financial statements accompanying the 2015 Form 10-K.

(e) Future operating lease obligations and purchase obligations are not recognized in our condensed consolidated balance sheet.

(f) Purchase obligations include agreements to purchase goods or services that are enforceable and legally binding on HealthSouth and that specify all significant terms, including: fixed or minimum quantities to be purchased; fixed, minimum, or variable price provisions; and the approximate timing of the transaction. Purchase obligations exclude agreements that are cancelable without penalty. Our purchase obligations primarily relate to software licensing and support.

(g) Because their future cash outflows are uncertain, the following noncurrent liabilities are excluded from the table above: general liability, professional liability, and workers' compensation risks, noncurrent amounts related to third-party billing audits, and deferred income taxes. Also, as of September 30, 2016, we had $2.8 million of total gross

55

unrecognized tax benefits. For more information, see Note 9, Self-Insured Risks, Note 15, Income Taxes, and Note 17, Contingencies and Other Commitments, to the consolidated financial statements accompanying the 2015 Form 10-K and Note 9, Income Taxes, to the condensed consolidated financial statements included in Part I, Item 1, Financial Statements (Unaudited), of this report.

(h) The table above does not include Redeemable noncontrolling interests of $109.4 million because of the uncertainty surrounding the timing and amounts of any related cash outflows.

Our capital expenditures include costs associated with our hospital refresh program, de novo projects, capacity expansions, technology initiatives, and building and equipment upgrades and purchases. During the nine months ended September 30, 2016, we made capital expenditures of approximately $131.4 million for property and equipment and capitalized software. During 2016, we expect to spend approximately $185 million to $225 million for capital expenditures. Approximately $95 million to $105 million of this budgeted amount is considered nondiscretionary expenditures, which we may refer to in other filings as “maintenance” expenditures. Actual amounts spent will be dependent upon the timing of construction projects and acquisition opportunities for our home health and hospice business.

Authorizations for Returning Capital to Stakeholders

In October 2015, February 2016, and May 2016, our board of directors declared cash dividends of $0.23 per share that were paid in January 2016, April 2016, and July 2016, respectively. On July 21, 2016, our board of directors approved an increase in our quarterly dividend and declared a cash dividend of $0.24 per share, payable on October 17, 2016 to stockholders of record on October 3, 2016. On October 20, 2016, our board of directors declared a cash dividend of $0.24 per share, payable on January 17, 2017 to stockholders of record on January 3, 2017. We expect quarterly dividends to be paid in January, April, July, and October. However, the actual declaration of any future cash dividends, and the setting of record and payment dates as well as the per share amounts, will be at the discretion of our board of directors after consideration of various factors, including our capital position and alternative uses of funds. Cash dividends are expected to be funded using cash flows from operations, cash on hand, and availability under our revolving credit facility.

The payment of cash dividends on our common stock triggers antidilution adjustments, except in instances when such adjustments are deemed de minimis, under our convertible notes. See Note 8, Long-term Debt to the consolidated financial statements accompanying the 2015 Form 10-K and Note 10, Earnings per Common Share, to the condensed consolidated financial statements included in Part I, Item 1, Financial Statements (Unaudited), of this report.

On February 14, 2014, our board of directors approved an increase in our existing common stock repurchase authorization from $200 million to $250 million. As of September 30, 2016, approximately $137 million remained under this authorization. The repurchase authorization does not require the repurchase of a specific number of shares, has an indefinite term, and is subject to termination at any time by our board of directors. Subject to certain terms and conditions, including a maximum price per share and compliance with federal and state securities and other laws, the repurchases may be made from time to time in open market transactions, privately negotiated transactions, or other transactions, including trades under a plan established in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended. During the first and second quarters of 2016, we repurchased 0.6 million shares of our common stock in the open market for approximately $22 million under this repurchase authorization using cash on hand. Future repurchases under this authorization generally are expected to be funded using a combination of cash on hand and availability under our $600 million revolving credit facility.

Adjusted EBITDA

Management believes Adjusted EBITDA as defined in our credit agreement is a measure of our ability to service our debt and our ability to make capital expenditures. We reconcile Adjusted EBITDA to Net income and to Net cash provided by operating activities.

We use Adjusted EBITDA on a consolidated basis as a liquidity measure. We believe this financial measure on a consolidated basis is important in analyzing our liquidity because it is the key component of certain material covenants contained within our credit agreement, which is discussed in more detail in Note 8, Long-term Debt, to the consolidated financial statements accompanying the 2015 Form 10-K. These covenants are material terms of the credit agreement. Noncompliance with these financial covenants under our credit agreement—our interest coverage ratio and

our leverage ratio—could result in our lenders requiring us to immediately repay all amounts borrowed. If we anticipated a potential covenant violation, we would seek relief from our lenders, which would have some cost to us, and such relief might be on terms less favorable to us than those in our existing credit agreement. In addition, if we cannot satisfy these financial covenants, we would be prohibited under our credit agreement from engaging in certain activities, such as incurring additional indebtedness, paying

common stock dividends, making certain payments, and acquiring and disposing of assets. Consequently, Adjusted EBITDA is critical to our assessment of our liquidity.

In general terms, the credit agreement definition of Adjusted EBITDA, therein referred to as "Adjusted Consolidated EBITDA," allows us to add back to consolidated Net income interest expense, income taxes, and depreciation and amortization and then add back to consolidated Net income (1) all unusual or nonrecurring items reducing consolidated Net income (of which only up to $10 million in a year may be cash expenditures), (2) any losses from discontinued operations and closed locations, (3) costs and expenses, including legal fees and expert witness fees, incurred with respect to litigation associated with stockholder derivative litigation, and (4) share-based compensation expense. We also subtract from consolidated Net income all unusual or nonrecurring items to the extent they increase consolidated Net income.

Under the credit agreement, the Adjusted EBITDA calculation does not include net income attributable to noncontrolling interests and includes (1) gain or loss on disposal of assets, (2) professional fees unrelated to the stockholder derivative litigation, (3) unusual or nonrecurring cash expenditures in excess of $10 million, and (4) pro forma adjustments resulting from debt transactions and development activities. Items falling within the credit agreement's "unusual or nonrecurring" classification may occur in future periods, but these items and amounts recognized can vary significantly from period to period and may not directly relate to our ongoing operations. Accordingly, these items may not be indicative of our ongoing performance, so the Adjusted EBITDA calculation presented here includes adjustments for them.

Adjusted EBITDA is not a measure of financial performance under generally accepted accounting principles in the United States of America, and the items excluded from Adjusted EBITDA are significant components in understanding and assessing financial performance. Therefore, Adjusted EBITDA should not be considered a substitute for Net income or cash flows from operating, investing, or financing activities. Because Adjusted EBITDA is not a measurement determined in accordance with GAAP and is thus susceptible to varying calculations, Adjusted EBITDA, as presented, may not be comparable to other similarly titled measures of other companies. Revenues and expenses are measured in accordance with the policies and procedures described in Note 1, Summary of Significant Accounting Policies, to the consolidated financial statements accompanying the 2015 Form 10-K.

Our Adjusted EBITDA for the three and nine months ended September 30, 2016 and 2015 was as follows (in millions):

Reconciliation of Net Income to Adjusted EBITDA

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Net income	$78.1	$67.8	$236.0	$187.0
Loss (income) from discontinued operations, net of tax, attributable to HealthSouth	0.1	(0.3)	0.3	1.6
Provision for income tax expense	42.1	35.9	124.2	98.4
Interest expense and amortization of debt discounts and fees	42.5	35.6	130.5	98.3
Professional fees—accounting, tax, and legal	—	0.4	1.9	2.7
Government, class action, and related settlements	—	—	—	8.0
Net noncash loss on disposal or impairment of assets	1.6	0.9	2.0	0.2
Depreciation and amortization	43.5	33.7	128.8	98.3
Loss on early extinguishment of debt	2.6	—	7.4	20.0
Stock-based compensation expense	4.3	6.2	17.4	21.8
Net income attributable to noncontrolling interests	(16.4)	(17.1)	(53.7)	(50.9)
Transaction costs	—	2.3	—	5.6
Adjusted EBITDA	$198.4	$165.4	$594.8	$491.0

57

Reconciliation of Net Cash Provided by Operating Activities to Adjusted EBITDA

	Nine Months Ended September 30,	
	2016	2015
Net cash provided by operating activities	$489.5	$368.2
Provision for doubtful accounts	(46.7)	(33.2)
Professional fees—accounting, tax, and legal	1.9	2.7
Interest expense and amortization of debt discounts and fees	130.5	98.3
Equity in net income of nonconsolidated affiliates	7.3	6.3
Net income attributable to noncontrolling interests in continuing operations	(53.7)	(50.9)
Amortization of debt-related items	(10.3)	(10.9)
Distributions from nonconsolidated affiliates	(5.9)	(4.5)
Current portion of income tax expense	13.6	10.4
Change in assets and liabilities	61.6	93.3
Premium received on bond issuance	—	(9.8)
Premium paid on bond redemption	5.8	11.8
Transaction costs	—	5.6
Net cash used in operating activities of discontinued operations	0.6	0.8
Other	0.6	2.9
Adjusted EBITDA	$594.8	$491.0

Growth in Adjusted EBITDA in 2016 compared to 2015 resulted primarily from revenue growth in both segments due to the acquisitions of Reliant and CareSouth as well as our other 2015 development activities.

Recent Accounting Pronouncements

For information regarding recent accounting pronouncements, see Note 1, Basis of Presentation, to our condensed consolidated financial statements included under Part I, Item 1, Financial Statements (Unaudited), of this report.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Our primary exposure to market risk is to changes in interest rates on our variable rate long-term debt. We use sensitivity analysis models to evaluate the impact of interest rate changes on our variable rate debt. As of September 30, 2016, our primary variable rate debt outstanding related to $150.0 million in advances under our revolving credit facility and $426.8 million outstanding under our term loan facilities. Assuming outstanding balances were to remain the same, a 1% increase in interest rates would result in an incremental negative cash flow of approximately $5.2 million over the next 12 months, while a 1% decrease in interest rates would result in an incremental positive cash flow of approximately $3.2 million over the next 12 months, assuming floating rate indices are floored at 0%.

See Note 5, Long-term Debt, and Note 7, Fair Value Measurements, to the condensed consolidated financial statements included in Part I, Item 1, Financial Statements (Unaudited), of this report, for additional information regarding our long-term debt.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, an evaluation was carried out by our management, including our chief executive officer and chief financial officer, of the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended. Based on our evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

Changes in Internal Control Over Financial Reporting

There have been no changes in our Internal Control over Financial Reporting during the quarter ended September 30, 2016 that have a material effect on our Internal Control over Financial Reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Information relating to certain legal proceedings in which we are involved is included in Note 11, Contingencies and Other Commitments, to the condensed consolidated financial statements contained in Part I, Item 1, Financial Statements (Unaudited), of this report and is incorporated herein by reference and should be read in conjunction with the related disclosure previously reported in our Quarterly Report on Form 10-Q for the quarters ended March 31, 2016 and June 30, 2016 and our Annual Report on Form 10 K for the year ended December 31, 2015 (the "2015 Form 10-K").

Item 1A. Risk Factors

There have been no material changes from the risk factors disclosed in Part I, Item 1A, Risk Factors, of the 2015 Form 10-K. Certain information in those risk factors has been updated by the discussion in the "Executive Overview—Key Challenges" section of Part I, Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations, of this report, which section is incorporated by reference herein.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Purchases of Equity Securities

The following table summarizes our repurchases of equity securities during the three months ended September 30, 2016:

Period	Total Number of Shares (or Units) Purchased[1]	Average Price Paid per Share (or Unit) ($)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares That May Yet Be Purchased Under the Plans or Programs[2]
July 1 through July 31, 2016	1,030	$ 40.34	—	$ 137,508,756
August 1 through August 31, 2016	2,419	40.46	—	137,508,756
September 1 through September 30, 2016	—	—	—	137,508,756
Total	3,449	40.42	—	

(1) Except as noted in the following sentence, the number of shares reported in this column includes the shares purchased under the plan or program as reported in the third column of this table and the shares tendered by employees as payments of the tax liabilities incident to the vesting of previously awarded shares of restricted stock and the exercise price and tax liability incident to the net settlement of an option exercise. In July, 1,030 shares were purchased pursuant to our Directors' Deferred Stock Investment Plan. This plan is a nonqualified deferral plan allowing non-employee directors to make advance elections to defer a fixed percentage of their director fees. The plan administrator acquires the shares in the open market which are then held in a rabbi trust. The plan provides that dividends paid on the shares held for the accounts of the directors will be reinvested in shares of our common stock which will also be held in the trust. The directors' rights to all shares in the trust are nonforfeitable, but the shares are only released to the directors after departure from our board.

(2) On October 28, 2013, we announced our board of directors authorized the repurchase of up to $200 million of our common stock. On February 14, 2014, our board of directors approved an increase in this common stock repurchase authorization from $200 million to $250 million. The repurchase authorization does not require the repurchase of a specific number of shares, has an indefinite term, and is subject to termination at any time by our board of directors. Subject to certain terms and conditions, including a maximum price per share and compliance with federal and state securities and other laws, the repurchases may be made from time to time in open market

transactions, privately negotiated transactions, or other transactions, including trades under a plan established in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

Dividends

On October 15, 2013, we paid the first cash dividend, $0.18 per share, on our common stock, and we paid the same per share dividend quarterly through July 15, 2014. On July 17, 2014, our board of directors approved an increase in our quarterly dividend and declared a cash dividend of $0.21 per share on our common stock that was paid on October 15, 2014, and we paid the same per share quarterly dividend through July 15, 2015. On July 16, 2015, our board of directors approved an increase in our quarterly dividend and declared a cash dividend of $0.23 per share that was paid on October 15, 2015, and we have paid the same per share quarterly dividend through July 15, 2016. On July 21, 2016, our board of directors approved an increase in our quarterly dividend and declared a cash dividend of $0.24 per share, payable on October 17, 2016 to stockholders of record on October 3, 2016. On October 20, 2016, our board of directors declared a cash dividend of $0.24 per share, payable on January 17, 2017 to stockholders of record on January 3, 2017. We expect quarterly dividends to continue to be paid in January, April, July, and October. However, the actual declaration of any future cash dividends, and the setting of record and payment dates as well as the per share amounts, will be at the discretion of our board each quarter after consideration of various factors, including our capital position and alternative uses of funds.

The terms of our credit agreement allow us to declare and pay cash dividends on our common stock so long as: (1) we are not in default under our credit agreement and (2) our senior secured leverage ratio remains less than or equal to 1.75x. The terms of our senior note indenture allow us to declare and pay cash dividends on our common stock so long as (1) we are not in default, (2) the consolidated coverage ratio (as defined in the indenture) exceeds 2x or we are otherwise allowed under the indenture to incur debt, and (3) we have capacity under the indenture’s restricted payments covenant to declare and pay dividends. We believe we currently have adequate capacity under these covenants to pursue the dividend strategy described in this report for the foreseeable future based on the capacity as of the date of this report and anticipated restricted payments. See Note 5, Long-term Debt, to the condensed consolidated financial statements included in Part I, Item 1, Financial Statements (Unaudited), of this report and Note 8, Long-term Debt, to the consolidated financial statements accompanying the 2015 Form 10-K.

Item 6. Exhibits

See the Exhibit Index immediately following the signature page of this report.

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 thereunto duly authorized.

HEALTHSOUTH CORPORATION

By: /s/ Douglas E. Coltharp
Douglas E. Coltharp
Executive Vice President and Chief Financial Officer

Date: October 28, 2016

EXHIBIT INDEX

The exhibits required by Regulation S-K are set forth in the following list and are filed by attachment to this report unless otherwise noted.

No.	Description
3.1	Restated Certificate of Incorporation of HealthSouth Corporation, as filed in the Office of the Secretary of State of the State of Delaware on May 21, 1998 (incorporated by reference to HealthSouth's Annual Report on Form 10-K filed with the SEC on June 27, 2005).
3.2	Certificate of Amendment to the Restated Certificate of Incorporation of HealthSouth Corporation, as filed in the Office of the Secretary of State of the State of Delaware on October 25, 2006 (incorporated by reference to Exhibit 3.1 to HealthSouth's Current Report on Form 8-K filed on October 31, 2006).
3.3	Amended and Restated Bylaws of HealthSouth Corporation, effective as of May 7, 2015 (incorporated by reference to Exhibit 3.1 to HealthSouth's Current Report on Form 8-K filed on May 11, 2015).
3.4	Certificate of Designations of 6.50% Series A Convertible Perpetual Preferred Stock, as filed with the Secretary of State of the State of Delaware on March 7, 2006 (incorporated by reference to Exhibit 3.1 to HealthSouth's Current Report on Form 8-K filed on March 9, 2006).
31.1	Certification of Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	Sections of the HealthSouth Corporation Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, formatted in XBRL (eXtensible Business Reporting Language), submitted in the following files:
	101.INS XBRL Instance Document
	101.SCH XBRL Taxonomy Extension Schema Document
	101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Linkbase Document

101.LAB XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document