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HEALTHSOUTH CORP
Form 8-K
November 22, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report: November 22, 2002

HEALTHSOUTH Corporation

(Exact Name of Registrant as Specified in its Charter)

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

One HEALTHSOUTH Parkway
Birmingham, Alabama

(Address of Principal
Executive Offices)

35243

(Zip Code)

Registrant's Telephone Number,
Including Area Code:

(205) 967-7116

Item 9. REGULATION FD DISCLOSURE

On or about November 25, 2002, HEALTHSOUTH Corporation will begin making available to investors and other interested persons its "HEALTHSOUTH Investor Messenger" newsletter. This newsletter will contain news and information about HEALTHSOUTH that we believe may be of interest to investors. We expect to publish new editions of this newsletter from time to time, approximately once per quarter. We are furnishing the text of the initial issue of the newsletter pursuant to the Securities and Exchange Commission's Regulation FD. This information is furnished pursuant to Item 9 of Form 8-K and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, unless we specifically incorporate it by reference in a document filed under the Securities Act of 1933 or the Securities Exchange Act of 1934. By filing this report on Form 8-K and furnishing this information, we make no

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admission as to the materiality of any information in this report that is required to be disclosed solely by reason of Regulation FD.

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

The text of the newsletter included with this report omits various graphic images included in the actual newsletter. We expect to make the newsletter, including such graphic images, available for viewing at the "Investor Relations" section of our website located at www.healthsouth.com, and to distribute the newsletter by e-mail to investors who have requested to receive information from us in that way.

Some of the matters discussed in this report (including its exhibit) may constitute forward-looking statements. Some of these forward-looking statements can be identified by the use of forward-looking terminology such as "believes", "expects", "may", "will", "should", "seeks", "approximately", "intends", "plans", "estimates" or "anticipates" or the negative thereof or other comparable terminology, or by discussions of strategy, plans or intentions. Without limiting the generality of the preceding statement, all statements in this report concerning or relating to estimated and projected earnings, margins, costs, expenditures, cash flows, growth rates and financial results are forward-looking statements. In addition, we, through our senior management, from time to time make forward-looking public statements concerning our expected future operations and performance and other developments. These forward-looking statements are necessarily estimates that reflect what we believe are reasonable and involve a number of risks and uncertainties. There can be no assurance that our actual results will not differ materially from the results anticipated in such forward-looking statements. While it is impossible to identify all such factors, factors which could cause actual results to differ materially from those estimated by us include, but are not limited to, changes in the regulation of the healthcare industry at either or both of the federal and state levels, changes or delays in reimbursement for our services by governmental or private payors, changes to or delays in the implementation of the prospective payment system for inpatient rehabilitation services, competitive pressures in the healthcare industry and our response thereto, our ability to obtain and retain favorable arrangements with third-party payors, unanticipated delays in the implementation of our Integrated Service Model or other strategies, general conditions in the economy and capital markets and other factors which may be identified from time to time in our SEC filings and other public announcements.

Item 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

99. Text of "HEALTHSOUTH Investor Messenger" newsletter released on or about November 25, 2002.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 22, 2002

HEALTHSOUTH Corporation

By /s/ WILLIAM W. HORTON

William W. Horton
Executive Vice President
and Corporate Counsel