

IntegraCare of West Texas-Hospice, LLC  
Form 424B3  
December 29, 2014  
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**Filed Pursuant to Rule 424(b)(3)  
Registration No. 333-200963**

## PROSPECTUS

### **Kindred Healthcare, Inc.**

**Offer to Exchange any and all of our outstanding unregistered 6.375% Senior Notes due 2022  
for \$500,000,000 aggregate principal amount of our new 6.375% Senior Notes due 2022  
that have been registered under the Securities Act of 1933, as amended (the Securities Act )**

### **Terms of the Exchange Offer**

We are offering to exchange any and all of our outstanding unregistered 6.375% Senior Notes due 2022 that were issued on April 9, 2014 (the Old Notes ) for an equal amount of new 6.375% Senior Notes due 2022 (the New Notes, and together with the Old Notes, the notes ).

The exchange offer expires at 5:00 p.m., New York City time, on January 28, 2015 (such date and time, the Expiration Date, unless we extend or terminate the exchange offer, in which case the Expiration Date will mean the latest date and time to which we extend the exchange offer).

Tenders of the Old Notes may be withdrawn at any time prior to the Expiration Date.

The Old Notes may be exchanged only in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

All Old Notes that are validly tendered and not validly withdrawn will be exchanged.

The exchange of the Old Notes for the New Notes will not be a taxable exchange for U.S. federal income tax purposes.

We will not receive any proceeds from the exchange offer.

The terms of the New Notes to be issued in the exchange offer are substantially the same as the terms of the Old Notes, except that the offer of the New Notes is registered under the Securities Act, and the New Notes have no transfer restrictions, registration rights or rights to additional interest.

The New Notes will not be listed on any securities exchange. A public market for the New Notes may not develop, which could make selling the New Notes difficult.

Each broker-dealer that receives the New Notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such New Notes. The letter of transmittal accompanying this prospectus states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of the New Notes received in exchange for the Old Notes where such Old Notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. For a period of 120 days after the Expiration Date, we will make this prospectus, as amended or supplemented, available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

**Investing in the New Notes to be issued in the exchange offer involves certain risks. See Risk Factors beginning on page 14.**

**We are not making an offer to exchange the Old Notes in any jurisdiction where the offer is not permitted.**

**Neither the SEC nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

**The date of this prospectus is December 29, 2014.**

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**We are responsible for the information contained and incorporated by reference in this prospectus. We have not authorized anyone to give you any other information, and we take no responsibility for any other information that others may give you. If you are in a jurisdiction where offers to sell, or solicitations of offers to purchase, the securities offered by this document are unlawful, or if you are a person to whom it is unlawful to direct these types of activities, then the offer presented in this document does not extend to you. The information contained in this document speaks only as of the date of this document unless the information specifically indicates that another date applies.**

**WHERE YOU CAN FIND MORE INFORMATION**

We have filed with the SEC a registration statement on Form S-4 to register this exchange offer of the New Notes, which you can access on the SEC's website at [www.sec.gov](http://www.sec.gov). This prospectus, which forms part of the registration statement, does not contain all of the information included in that registration statement. For further information about us and about the New Notes offered in this prospectus, you should refer to the registration statement and its exhibits. You may read and copy any materials we file with the SEC at the Public Reference Room maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549. You may obtain further information about the operation of the SEC's Public Reference Room by calling the SEC at 1-800-SEC-0330. These materials are also available to the public from the SEC's website at [www.sec.gov](http://www.sec.gov). Please note that the SEC's website is included in this prospectus as an inactive textual reference only.

**INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

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We incorporate by reference into this prospectus certain information we and Gentiva Health Services, Inc. ( Gentiva ) file with the SEC, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus. Certain information that we subsequently file with the SEC will automatically update and supersede information in this prospectus and in our and Gentiva s other filings with the SEC.

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We incorporate by reference the documents listed below, which we have already filed with the SEC, and any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), after the date of the initial registration statement and prior to the termination of the exchange offer, except that we are not incorporating any information included in a Current Report on Form 8-K that has been or will be furnished (and not filed) with the SEC, unless such information is expressly incorporated herein by a reference in a furnished Current Report on Form 8-K or other furnished document:

our Annual Report on Form 10-K for the year ended December 31, 2013 filed with the SEC on February 28, 2014 (the Kindred 2013 10-K) (the financial statements and related audit report and management discussion and analysis have been superseded by the Current Report on Form 8-K filed with the SEC on November 14, 2014);

our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2014 filed with the SEC on May 9, 2014; June 30, 2014 filed with the SEC on August 11, 2014; and September 30, 2014 filed with the SEC on November 7, 2014;

portions of our Definitive Proxy Statement on Schedule 14A filed with the SEC on April 3, 2014 that are incorporated by reference into Part III of our Annual Report on Form 10-K for the year ended December 31, 2013;

our Current Reports on Form 8-K filed with the SEC on October 4, 2011 (Exhibits 99.3 and 99.4 only); January 2, 2014; January 16, 2014; February 4, 2014; February 21, 2014 (Item 8.01 and Exhibit 99.2 only); March 26, 2014; March 27, 2014; March 28, 2014; April 14, 2014 (excluding Item 7.01 and Exhibit 99.1); April 17, 2014; May 8, 2014 (Item 8.01 and Exhibit 99.2 only); May 15, 2014 (Item 8.01 and Exhibit 99.1 only); May 23, 2014; June 3, 2014; June 16, 2014 (SEC Accession No. 0001193125-14-237656); June 16, 2014 (SEC Accession No. 0001193125-14-237710) (Item 8.01 and Exhibit 99.1 only); June 20, 2014; June 25, 2014; July 25, 2014; August 7, 2014 (Item 8.01 and Exhibit 99.2 only); October 9, 2014 (Item 8.01 only); October 14, 2014; October 23, 2014; October 31, 2014; November 3, 2014; November 6, 2014 (SEC Accession No. 0001193125-14-398918); November 6, 2014 (SEC Accession No. 0001193125-14-399781) (Item 8.01 and Exhibit 99.2 only); November 12, 2014 (Item 1.01 only); November 17, 2014; November 20, 2014; November 25, 2014; December 8, 2014; December 12, 2014, December 15, 2014, December 17, 2014 and December 18, 2014 (Item 1.01 only);

our Current Report on Form 8-K filed with the SEC on November 14, 2014 (including a recast presentation of certain sections of the Kindred 2013 10-K);

our Current Report on Form 8-K filed with the SEC on November 17, 2014 (including the unaudited pro forma condensed combined financial statements as of and for the nine months ended September 30, 2014 and for the year ended December 31, 2013);

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Part I. Financial Information Item 1. Financial Statements of Gentiva Health Services, Inc. s Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 filed with the SEC on November 14, 2014;

Item 8. Financial Statements and Supplementary Data of Gentiva Health Services, Inc. s Annual Report on Form 10-K/A for the year ended December 31, 2013 filed with the SEC on November 14, 2014; and

Gentiva Health Services, Inc. s Current Report on Form 8-K/A (Amendment No. 1) (Exhibits 99.1 and 99.2 only) filed with the SEC on December 23, 2013.

The representations, warranties and covenants contained in the Merger Agreement (as defined herein) were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement, may be subject to limitations agreed upon by the contracting parties, including being qualified by confidential disclosures made for the purposes of allocating contractual risk between the parties to such agreement instead of establishing these matters as facts, and may be subject to standards of materiality applicable

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to the contracting parties that differ from those applicable to investors. Investors are not third-party beneficiaries under the Merger Agreement and should not rely on the representations, warranties and covenants or any descriptions thereof as characterizations of the actual state of facts or condition of the parties thereto or any of their respective subsidiaries or affiliates. Moreover, information concerning the subject matter of representations and warranties may change after the date of the Merger Agreement, which subsequent information may or may not be fully reflected in Kindred's or Gentiva's public disclosures.

Copies of these filings may be obtained at no cost by writing or calling us at the following address and telephone number:

Corporate Secretary

Kindred Healthcare, Inc.

680 South Fourth Street

Louisville, Kentucky 40202

Telephone: (502) 596-7300

**To obtain timely delivery of any copies of filings requested, please write or call us no later than five business days before the Expiration Date of the exchange offer. This means that you must request this information no later than January 21, 2015.**

Kindred's filings above are also available to the public on our website <http://www.kindredhealthcare.com>. (We have included our website address as an inactive textual reference and do not intend it to be an active link to our website. Information on our website is not part of this prospectus.)

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**SUMMARY**

*The following information supplements, and should be read together with, the information contained or incorporated by reference in other parts of this prospectus. This summary highlights selected information from this prospectus. As a result, it does not contain all the information that may be important to you and is qualified in its entirety by more detailed information appearing elsewhere in, or incorporated by reference into, this prospectus. You should carefully read this entire prospectus, including the documents incorporated by reference herein, which are described under *Where You Can Find More Information* and *Incorporation of Certain Information by Reference* before making an investment decision. You should pay special attention to the *Risk Factors* section of this prospectus and the *Risk Factors* sections of our Annual Report on Form 10-K for the year ended December 31, 2013 and our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014 before making an investment decision.*

*In this prospectus, unless otherwise specified or the context requires otherwise: (i) references to *we*, *us*, *our*, *the Company*, *the issuer* and *Kindred* are references to Kindred Healthcare, Inc. and its consolidated subsidiaries as of the date hereof; (ii) references to *Gentiva* are references to Gentiva Health Services, Inc. and its consolidated subsidiaries as of the date hereof; and (iii) references to *the combined company* are references to Kindred Healthcare, Inc. and its consolidated subsidiaries (including Gentiva and its consolidated subsidiaries) after the completion of the Transactions, including the Merger (each as defined herein), and assume that the Merger is completed.*

*With respect to the discussion of the terms of the notes on the cover page, in the section entitled *Summary Summary of the Exchange Offer*, in the section entitled *Summary Summary of the New Notes* and in the section entitled *Description of the Notes*, references to *we*, *us* or *our* include only Kindred Healthcare, Inc. and not any other consolidated subsidiaries of Kindred Healthcare, Inc.*

**Company Overview**

**General**

Kindred is one of the largest diversified post-acute healthcare providers in the United States. At September 30, 2014, Kindred, through its subsidiaries, provided healthcare services in 2,376 locations across 47 states.

We have organized our business into four operating divisions:

**Hospital Division** Our hospital division provides long-term acute care ( *LTAC* ) services to medically complex patients through the operation of a national network of 97 transitional care ( *TC* ) hospitals with 7,145 licensed beds and five inpatient rehabilitation hospitals ( *IRFs* ) with 215 licensed beds in 22 states as of September 30, 2014. We operate the second largest network of TC hospitals and IRFs in the United States based upon number of facilities.

**Nursing Center Division** Our nursing center division provides quality, cost-effective care through the operation of a national network of 99 nursing centers (12,478 licensed beds) and six assisted living facilities (341 beds) located in 21 states as of September 30, 2014. Through our nursing centers, we provide short stay patients and long stay residents with a full range of medical, nursing, rehabilitative, pharmacy and routine



services, including daily dietary, social and recreational services.

**Rehabilitation Division** Our rehabilitation division provides rehabilitation services, including physical and occupational therapies and speech pathology services, to residents and patients of nursing centers, acute and LTAC hospitals, outpatient clinics, home health agencies and assisted living facilities under the name RehabCare. Within our rehabilitation division, we are organized into two

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reportable operating segments: skilled nursing rehabilitation services ( SRS ) and hospital rehabilitation services ( HRS ). Our SRS operations provide contract therapy services primarily to freestanding nursing centers, school districts and hospice providers. As of September 30, 2014, our SRS segment provided rehabilitative services to 1,896 nursing centers in 45 states. Our HRS operations provide program management and therapy services on an inpatient basis in hospital-based inpatient rehabilitation units, LTAC hospitals, sub-acute (or skilled nursing) units, as well as on an outpatient basis to hospital-based and other satellite programs. As of September 30, 2014, our HRS segment operated 102 hospital-based inpatient rehabilitation units and provided rehabilitation services in 117 LTAC hospitals, 10 sub-acute (or skilled nursing) units and 139 outpatient clinics.

**Care Management Division** Our care management division primarily provides home health, hospice and private duty services, under the name Kindred at Home, to patients in a variety of settings, including homes, nursing centers and other residential settings. As of September 30, 2014, we operated 152 Kindred at Home hospice, home health and non-medical home care locations in 13 states. While minor in scope at this time, our care management division is also developing (1) physician coverage across sites of service, (2) care managers to improve care transitions, (3) information sharing and technology connectivity, (4) patient placement tools, and (5) condition-specific clinical programs and outcome measures.

We believe that the independent focus of each of our divisions on the unique aspects of its business enhances its ability to improve the quality of its operations and achieve operating efficiencies.

All financial and statistical information presented or incorporated by reference in this prospectus reflects the continuing operations of our businesses for all periods presented unless otherwise indicated.

## **Corporate and Other Information**

Our business is conducted through Kindred Healthcare, Inc., a Delaware corporation and the issuer of the New Notes offered hereby, and its consolidated subsidiaries. Our principal executive offices are located at 680 South Fourth Street, Louisville, Kentucky 40202 and our telephone number is (502) 596-7300. Our corporate website address is [www.kindredhealthcare.com](http://www.kindredhealthcare.com). We do not incorporate the information contained on, or accessible through, our corporate website into this prospectus, and you should not consider it part of this prospectus.

## **Recent Developments**

We entered into an incremental joinder agreement dated as of December 12, 2014 (the Incremental ABL Joinder ) to the ABL Credit Agreement dated as of June 1, 2011, as previously amended and restated from time to time (as amended, the ABL Facility ). See Acquisition of Gentiva Health Services Financing Transactions Credit Facilities Amendments.

On December 8, 2014, we launched an unregistered offering of \$1.35 billion aggregate principal amount of senior unsecured notes (the Senior Notes ) in a private placement (the Senior Notes Offering ). The Senior Notes Offering priced on December 11, 2014 and closed on December 18, 2014. The Senior Notes consist of \$750 million aggregate principal amount of 8.00% senior notes due 2020 and \$600 million aggregate principal amount of 8.75% senior notes due 2023. See Acquisition of Gentiva Health Services Financing Transactions Senior Notes Offering.

On November 25, 2014, we completed the offering of (i) 150,000 7.50% tangible equity units of the Company (the Units ) for cash and (ii) 5,000,000 shares of common stock, par value \$0.25 per share, of the Company ( Common Stock ) for cash. On December 1, 2014, the underwriters exercised their over-allotment options to purchase 22,500

additional Units and 395,759 additional shares of Common Stock. The sale of the additional Units and additional shares of Common Stock closed on December 3, 2014. In this prospectus, we refer to the offering and sale of the Units as the Units Offering and the offering and sale of our Common Stock as the Common Stock Offering.

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On November 25, 2014, we entered into a fourth amendment and restatement agreement (the *Term Loan Amendment*) among Kindred, the consenting lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent. The *Term Loan Amendment* amended and restated the *Term Loan Credit Agreement* dated as of June 1, 2011, as amended and restated from time to time (as amended, the *Term Loan Facility* and, together with the *ABL Facility*, the *Credit Facilities*), to, among other items, modify certain provisions to permit the issuance of the *Senior Notes* into an escrow account, increase the applicable interest rate margins on the term loans, temporarily increase the maximum total leverage ratio permitted under the financial maintenance covenants and modify certain provisions related to the incurrence of debt and the making of acquisitions, investments and restricted payments.

On November 11, 2014, we entered into a definitive agreement (the *Centerre Merger Agreement*) to acquire Centerre Healthcare Corporation (Centerre), a national company that operates IRFs in partnership with leading acute care hospitals and health systems, for a purchase price of approximately \$195 million in cash (the *Centerre Acquisition*). Centerre currently operates 11 IRFs with a total of 612 beds in joint ventures with acute-care hospital systems in eight states. Centerre has two additional hospitals with a total of 90 beds under construction and scheduled to open in 2015, and additional potential hospitals in various stages of development. The *Centerre Acquisition* is subject to several conditions to closing, including, among others, approval of the merger agreement by the requisite vote of Centerre's stockholders, regulatory approvals, consents from certain joint venture partners and certain other customary conditions to closing, including the expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the *HSR Act*). The *Centerre Acquisition* is expected to close in the first quarter of 2015.

On November 5, 2014, we announced that upon closing of our acquisition of Gentiva, which is expected in the first quarter of 2015, David A. Causby will become the President of the combined Kindred at Home business. Mr. Causby, currently Gentiva's President and Chief Operating Officer, will be responsible for the combined company's home health, hospice, palliative, and community care offerings. Mr. Causby will serve on the Company's Executive Committee and will report to Benjamin A. Breier, Kindred's President and Chief Operating Officer.

On October 30, 2014, we announced that Benjamin A. Breier will become Chief Executive Officer on March 31, 2015, succeeding Paul J. Diaz who will become Executive Vice Chairman of Kindred's board of directors. Mr. Breier will also become a member of Kindred's board of directors, effective March 31, 2015.

On October 9, 2014, we entered into a definitive agreement to acquire Gentiva, a leading national provider of home health, hospice and community care services in the United States, for a total consideration of approximately \$1.8 billion. For additional information, see *Acquisition of Gentiva Health Services*.

### **Acquisition of Gentiva Health Services**

#### ***Acquisition Overview***

On October 9, 2014, Kindred and Gentiva entered into the *Agreement and Plan of Merger*, dated as of October 9, 2014 (the *Merger Agreement*), under which Kindred will acquire Gentiva and its subsidiaries (the *Merger*) for (i) \$14.50 in cash (the *Cash Consideration*), without interest, and (ii) 0.257 shares of a validly issued, fully paid and nonassessable share of our Common Stock (the *Stock Consideration* and, together with the *Cash Consideration*, the *Merger Consideration*) per share of Gentiva's common stock, \$0.10 par value (each a *Gentiva Share*). The *Merger Agreement* provides for the merger of the *Merger Sub*, a wholly owned subsidiary of the Company, with and into Gentiva, with Gentiva surviving the *Merger* as a wholly owned subsidiary of the Company. Nothing in this prospectus should be construed as an offer to purchase any of the *Gentiva Shares*, our *Common Stock* or the *Senior Notes*.



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The combination of Kindred and Gentiva will create a nation-wide integrated care delivery system. The transaction combines two market leaders in complementary specialties and creates a combined company with significantly increased diversity and scale. Further, the transaction will enhance Kindred's leading position in the post-acute and rehabilitation services market in the United States and will make Kindred at Home one of the largest and most geographically diversified home health and hospice providers in the United States. By combining two market leaders, we believe that the Merger will advance the development of our integrated approach to patient care, creating significant value for both companies' patients, employees and shareholders. The combined company will operate across 47 states with more than 2,860 locations.

If the Merger is completed, we intend to use the net proceeds of the Financing Transactions (as defined below), to fund the Cash Consideration for the Merger, to repay Gentiva's existing debt and to pay related fees and expenses.

### ***Gentiva Overview***

Gentiva Health Services, Inc. is a leading provider of home health services, hospice services and community care services serving patients through approximately 493 locations in 40 states as of September 30, 2014. Gentiva provides a single source for skilled nursing; physical, occupational, speech and neuro-rehabilitation services; hospice services; social work; nutrition; disease management education; help with daily living activities; and other therapies and services. Gentiva's revenues are generated predominantly from federal and state government programs and, to a minor extent, commercial insurance and individual consumers.

Gentiva organizes its business into three operating segments:

*Home Health Segment* provides direct home nursing and therapy services operations, including specialty programs, through approximately 294 locations located in 38 states as of September 30, 2014;

*Hospice Segment* serves terminally ill patients and their families through approximately 165 locations operating in 30 states as of September 30, 2014; and

*Community Care Segment* serves patients who have chronic or long-term disabilities who need help with routine personal care through approximately 34 locations in four states as of September 30, 2014. These services include help with personal needs, such as bathing and dressing, and household activities, such as laundry and shopping, all of which help enable the patient to remain at home.

On October 18, 2013, Gentiva completed the acquisition of certain assets relating to the home health, hospice and community care businesses of Harden Healthcare Holdings, Inc. (Harden) pursuant to an agreement and plan of merger dated as of September 18, 2013 for a total consideration of \$426.8 million, exclusive of transaction costs, in a combination of cash and stock.

During 2013, Gentiva undertook a corporate restructuring initiative, referred to as One Gentiva, to better align its home health, hospice and community care businesses under a common regional management structure. In addition, it undertook a branch rationalization initiative to review under-performing branches. As a result of this review, Gentiva has closed or consolidated 94 branches through the first half of 2014.

See Risk Factors Risk Factors Relating to the Merger and Cautionary Statement Regarding Forward-Looking Statements for risks, uncertainties and other factors that may influence the outcome of our acquisition of Gentiva.

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### ***Financing Transactions***

As described in more detail below, the following transactions (collectively, the *Financing Transactions* ) have occurred or are expected to occur in connection with the Merger:

we entered into the Credit Facilities Amendments and plan to borrow approximately \$164 million under the ABL Facility (each, as defined below);

we are offering \$1.35 billion aggregate principal amount of Senior Notes in the Senior Notes Offering;

we issued 172,500 Units in the Units Offering; and

we issued 5,395,759 shares of Common Stock in the Common Stock Offering.

### ***Credit Facilities Amendments***

We entered into an amendment and restatement agreement dated as of October 31, 2014 (the *ABL Amendment* ) to the ABL Facility to, among other items, modify certain provisions to permit the issuance of the Senior Notes into escrow. Upon the completion of the Merger and the satisfaction of certain other conditions, the ABL Amendment provides for a further amendment and restatement of the ABL Facility to, among other items, modify certain provisions related to the incurrence of debt and the making of acquisitions, investments and restricted payments.

In addition, we also entered into the Incremental ABL Joinder to the ABL Facility. Upon the completion of the Merger and the satisfaction of certain other conditions, the Incremental ABL Joinder provides for additional revolving commitments in an aggregate principal amount of \$150.0 million.

We entered into the Term Loan Amendment on November 25, 2014, which amended and restated the Term Loan Facility, to, among other items, modify certain provisions to permit the issuance of the Senior Notes into escrow, increase the applicable interest rate margins on the term loans, temporarily increase the maximum total leverage ratio permitted under the financial maintenance covenants and modify certain provisions related to the incurrence of debt and the making of acquisitions, investments and restricted payments.

The amendments to the Credit Facilities as set forth in the ABL Amendment, the Incremental ABL Joinder and the Term Loan Amendment are referred to in this prospectus as the *Credit Facilities Amendments*.

### ***Senior Notes Offering***

We are offering \$1.35 billion aggregate principal amount of Senior Notes in a private placement. The Senior Notes Offering priced on December 11, 2014 and closed on December 18, 2014. The Senior Notes were issued initially by Kindred Escrow Corp. II, a wholly owned subsidiary of Kindred (the *Escrow Issuer* ), and the gross proceeds from the Senior Notes Offering, together with any additional amount sufficient to fund the redemption price and any accrued interest, were deposited into escrow until the Merger is completed. If the Merger is completed, the Escrow Issuer will be merged with and into Kindred, and as a result we will assume the Escrow Issuer's obligations under the Senior Notes and the Senior Notes will be guaranteed on a senior unsecured basis by each of our domestic 100% owned



restricted subsidiaries that guarantee the Credit Facilities. If the Merger is not completed, the Escrow Issuer will redeem all of the Senior Notes at a redemption price specified in the indentures governing the Senior Notes. The indentures governing the Senior Notes contain customary covenants, including, among others, covenants that restrict our ability and our subsidiaries' ability to pay dividends, make distributions or redeem or repurchase our capital stock.

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The Senior Notes Offering was not registered with the SEC, and the Senior Notes were sold privately by means of a confidential offering memorandum.

***Units Offering***

On November 25, 2014, in an offering registered with the SEC, we completed the sale of 150,000 Units for cash. On December 1, 2014, the underwriters exercised in full their over-allotment option to purchase 22,500 additional Units, which we closed on December 3, 2014. Each Unit is comprised of a prepaid stock purchase contract issued by the Company (a Purchase Contract ) and one share of 7.25% Mandatory Redeemable Preferred Stock, Series A of the Company (the Mandatory Redeemable Preferred Stock ) having a final preferred stock installment payment date (as defined in the prospectus supplement for the Units Offering) of December 1, 2017 and an initial liquidation preference of \$201.58 per share of Mandatory Redeemable Preferred Stock. The net proceeds from the Units Offering, after deducting the underwriting discount and estimated offering expenses, were approximately \$166.3 million.

***Common Stock Offering***

On November 25, 2014, in an offering registered with the SEC, we completed the sale of 5,000,000 shares of our Common Stock for cash. On December 1, 2014, the underwriters exercised their over-allotment option to purchase 395,759 additional shares of Common Stock, which we closed on December 3, 2014. The net proceeds of the Common Stock Offering, after deducting the underwriting discount and estimated offering expenses, were approximately \$101.0 million.

The Merger, the Credit Facilities Amendments, the Units Offering, the Common Stock Offering, the Senior Notes Offering and the payment of associated fees and expenses are collectively referred to in this prospectus as the Transactions. We cannot assure you that we will complete all of the Financing Transactions on the terms contemplated by this prospectus or at all.

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**Summary of the Exchange Offer**

**Background**

On April 9, 2014, we issued \$500 million aggregate principal amount of the Old Notes in an unregistered offering. In connection with that offering, we entered into a registration rights agreement on April 9, 2014 (the Registration Rights Agreement), in which we agreed, among other things, to complete this exchange offer. Under the terms of the exchange offer, you are entitled to exchange the Old Notes for the New Notes evidencing the same indebtedness and with substantially similar terms. You should read the discussion under the heading Description of the Notes for further information regarding the New Notes.

**The Exchange Offer**

We are offering to exchange, for each \$1,000 aggregate principal amount of our Old Notes validly tendered and accepted, \$1,000 aggregate principal amount of our New Notes in authorized denominations.

We will not pay any accrued and unpaid interest on the Old Notes that we acquire in the exchange offer. Instead, interest on the New Notes will accrue (a) from the later of (i) the last interest payment date on which interest was paid on the Old Note surrendered in exchange for the New Note or (ii) if the Old Note is surrendered for exchange on a date in a period that includes the record date for an interest payment date to occur on or after the date of such exchange and as to which interest will be paid, the date of such interest payment date, or (b) if no interest has been paid, from and including April 9, 2014, the original issue date of the Old Notes.

As of the date of this prospectus, \$500 million aggregate principal amount of the Old Notes are outstanding.

**Denominations of New Notes**

Tendering holders of the Old Notes must tender the Old Notes in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. The New Notes will be issued in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

**Expiration Date**

The exchange offer will expire at 5:00 p.m., New York City time, on January 28, 2015, unless we extend or terminate the exchange offer in which case the Expiration Date will mean the latest date and time to which we extend the exchange offer.

<b>Settlement Date</b>	The settlement date of the exchange offer will be as soon as practicable after the Expiration Date of the exchange offer.
<b>Withdrawal of Tenders</b>	Tenders of the Old Notes may be withdrawn at any time prior to the Expiration Date.
<b>Conditions to the Exchange Offer</b>	Our obligation to consummate the exchange offer is subject to certain customary conditions, which we may assert or waive. See Description of the Exchange Offer Conditions to the Exchange Offer.

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**Procedures for Tendering**

To participate in the exchange offer, you must follow the automatic tender offer program ( ATOP ) procedures established by The Depository Trust Company ( DTC ) for tendering the Old Notes held in book-entry form. The ATOP procedures require that the exchange agent receive, prior to the Expiration Date of the exchange offer, a computer-generated message known as an agent s message that is transmitted through ATOP and that DTC confirm that:

DTC has received instructions to exchange your Old Notes; and

you agree to be bound by the terms of the letter of transmittal.

For more details, please read Description of the Exchange Offer Terms of the Exchange Offer and Description of the Exchange Offer Procedures for Tendering. If you elect to have the Old Notes exchanged pursuant to this exchange offer, you must properly tender your Old Notes prior to the Expiration Date. All Old Notes validly tendered and not properly withdrawn will be accepted for exchange. The Old Notes may be exchanged only in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

**Consequences of Failure to Exchange**

If we complete the exchange offer and you do not participate in it, then:

your Old Notes will continue to be subject to the existing restrictions upon their transfer;

we will have no further obligation to provide for the registration under the Securities Act of those Old Notes except under certain limited circumstances; and

the liquidity of the market for your Old Notes could be adversely affected.

**Certain Income Tax Considerations**

The exchange pursuant to the exchange offer will not be a taxable event for U.S. federal income tax purposes. See Certain U.S. Federal Income Tax Considerations in this prospectus.

**Use of Proceeds**

We will not receive any cash proceeds from the issuance of the New Notes in this exchange offer.

**Exchange Agent**

Wells Fargo Bank, National Association is the exchange agent for the exchange offer.

**Regulatory Approvals**

Other than the federal securities laws, there are no federal or state regulatory requirements that we must comply with and there are no approvals that we must obtain in connection with the exchange offer.

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**Summary of the New Notes**

<b>Issuer</b>	Kindred Healthcare, Inc., a Delaware corporation.
<b>Securities Offered</b>	\$500 million aggregate principal amount of 6.375% Senior Notes due 2022.
<b>Maturity Date</b>	April 15, 2022.
<b>Interest Rate</b>	6.375% per annum, payable semi-annually in arrears on April 15 and October 15 of each year, commencing on October 15, 2014. Interest on the New Notes will accrue (a) from the later of (i) the last interest payment date on which interest was paid on the Old Note surrendered in exchange for the New Note or (ii) if the Old Note is surrendered for exchange on a date in a period that includes the record date for an interest payment date to occur on or after the date of such exchange and as to which interest will be paid, the date of such interest payment date, or (b) if no interest has been paid, from and including April 9, 2014, the original issue date of the Old Notes.
<b>Optional Redemption</b>	<p>The New Notes will be redeemable at our option, in whole or in part, at any time on or after April 15, 2017, at the redemption prices set forth in this prospectus, together with accrued and unpaid interest, if any, to the date of redemption.</p> <p>At any time prior to April 15, 2017, we may redeem up to 35% of the aggregate original principal amount of the New Notes with the proceeds of one or more equity offerings of our common shares at a redemption price of 106.375% of the principal amount of the New Notes, together with accrued and unpaid interest, if any, to the date of redemption.</p> <p>At any time prior to April 15, 2017, we may also redeem some or all of the New Notes at a redemption price equal to 100% of the principal amount of the New Notes plus accrued and unpaid interest, if any, to the date of redemption, plus a make-whole premium.</p> <p>See Description of the Notes Optional Redemption.</p>

**Change of Control, Asset Sales**

The occurrence of certain changes of control will require us to offer to purchase from you all or a portion of your New Notes at a price equal to 101% of their principal amount, together with accrued and unpaid interest, if any, to the date of purchase. See Description of the Notes Repurchase at the Option of Holders Change of Control.

Certain asset dispositions may require us, under certain circumstances, to use the proceeds from those asset dispositions to make an offer to purchase the New Notes at 100% of their principal amount, together with accrued and unpaid interest, if any, to the date of purchase. See

Description of the Notes Repurchase at the Option of Holders Sales of Assets and Subsidiary Stock.



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**Guarantees**

The New Notes will be fully and unconditionally guaranteed on a senior unsecured basis by all of our domestic 100% owned restricted subsidiaries that guarantee the Credit Facilities. Certain non-100% owned restricted subsidiaries that guarantee the Credit Facilities will not guarantee the New Notes (together with the unrestricted subsidiaries, the non-guarantor subsidiaries ). All future domestic 100% owned restricted subsidiaries that will guarantee our indebtedness under the Credit Facilities will also fully and unconditionally guarantee the New Notes. The guarantees will be released when the guarantees of our indebtedness under the Credit Facilities are released and in certain other circumstances as described in Description of the Notes Subsidiary Guarantees.

The guarantees will be unsecured senior indebtedness of our guarantors and will have the same ranking with respect to indebtedness of our guarantors as the New Notes will have with respect to our indebtedness.

**Ranking**

The New Notes will:

be our general unsecured senior obligations;

rank equally in right of payment with all of our existing and future senior debt;

be effectively junior in right of payment to our secured debt, including the Credit Facilities, to the extent of the value of the assets securing such debt;

be structurally subordinated to all of the existing and future liabilities (including trade payables) of each of our subsidiaries that do not guarantee the New Notes; and

be senior in right of payment to all of our existing and future subordinated debt.

As of September 30, 2014, after giving effect to the Transactions, (1) the New Notes and related guarantees would have ranked effectively junior to approximately \$1.2 billion of senior secured indebtedness consisting solely of borrowings under the Credit Facilities, (2) we would have had additional borrowing capacity under the ABL Facility of approximately \$432 million before giving effect to the Incremental ABL Joinder

(subject to a borrowing base and after giving effect to approximately \$5 million of Kindred's letters of credit outstanding on September 30, 2014 and approximately \$56 million of Gentiva's letters of credit outstanding on September 30, 2014 that we may assume upon the consummation of the Merger) and (3) the New Notes would be effectively junior to approximately \$4 million of secured indebtedness of our non-guarantor subsidiaries, consisting of a bank note.

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**Form and Denomination**

The New Notes will be issued in fully-registered form. The New Notes will be represented by one or more global notes, deposited with Wells Fargo Bank, National Association, as trustee (the Trustee ) as custodian for DTC and registered in the name of Cede & Co., DTC's nominee. Beneficial interests in the global notes will be shown on, and any transfers will be effective only through, records maintained by DTC and its participants.

The New Notes will be issued in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

**Certain Covenants**

The indenture governing the New Notes contains certain covenants that, among other things, limit our and our restricted subsidiaries' ability to:

incur, assume or guarantee additional indebtedness;

issue redeemable stock and preferred stock;

pay dividends, make distributions or redeem or repurchase capital stock;

prepay, redeem or repurchase debt that is junior in right of payment to the notes;

make loans and investments;

grant or incur liens;

restrict dividends, loans or asset transfers from our subsidiaries;

sell or otherwise dispose of assets, including capital stock of subsidiaries;

enter into transactions with affiliates; and

consolidate or merge with or into, or sell substantially all of our assets to, another person.

These covenants will be subject to a number of important exceptions and qualifications. For more details, see Description of the Notes.

If the New Notes are rated investment grade at any time by both Standard & Poor's Ratings Group, Inc. ( S&P ) and Moody's Investors Service, Inc. ( Moody's ), certain of these covenants will be suspended, and the holders of the New Notes will lose the protection of these covenants.

**Absence of Public Market for the New Notes**

The New Notes are a new issue of securities and there is currently no established trading market for the New Notes. We do not intend to apply for a listing of the New Notes on any securities exchange or an automated dealer quotation system. Accordingly, there can be no assurance as to the development or liquidity of any market for the New Notes. The initial purchasers of the Old Notes have advised us that they currently intend to make a market in the notes. However, they are not obligated to do so, and any market making with respect to the notes may be discontinued without notice.

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<b>Governing Law</b>	The New Notes are governed by, and construed in accordance with, the internal laws of the State of New York.
<b>Book-Entry Depository</b>	The Depository Trust Company.
<b>Trustee</b>	Wells Fargo Bank, National Association.
<b>Risk Factors</b>	In evaluating an investment in the New Notes, prospective investors should carefully consider, along with the other information included in this prospectus, the specific factors set forth under the heading <b>Risk Factors</b> in this prospectus and otherwise incorporated by reference herein.

Table of Contents**RATIO OF EARNINGS TO FIXED CHARGES**

Our ratio of earnings to fixed charges for the nine months ended September 30, 2014 and each of the five years in the period ended December 31, 2013 is set forth below. You should read this table in conjunction with the consolidated financial statements and notes incorporated by reference in this prospectus. For the purpose of computing these ratios, earnings consists of consolidated pretax income from continuing operations before adjustment for noncontrolling interests in consolidated subsidiaries and income or loss from equity investees, plus fixed charges, distributed income of equity investees and amortization of capitalized interest, less interest capitalized; fixed charges consists of interest expense from continuing and discontinued operations, amortized debt discounts and fees, interest capitalized related to indebtedness and an estimated interest component of rental expense.

	(dollars in thousands)					
	Years ended December 31,				Nine months ended	
	2009	2010	2011	2012	2013	September 30, 2014
<b>Ratio of Earnings to Fixed Charges(1)</b>	1.30x	1.19x				1.05x

(1) For the years ended December 31, 2011, 2012 and 2013, there was a deficiency of earnings to cover fixed charges of \$80,877, \$17,228 and \$53,054, respectively.

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**RISK FACTORS**

*Investing in the New Notes involves risk. In addition to the other information included or incorporated by reference in this prospectus, including the matters addressed under Cautionary Statement Regarding Forward-Looking Statements, you should carefully consider the risks and uncertainties described below, as well as the risks discussed in our public filings with the SEC (including under the heading Risk Factors in the 2013 Annual Report), before deciding to participate in the exchange offer and to invest in the New Notes. The risks and uncertainties described below and incorporated by reference into this prospectus are not the only ones related to our business, the exchange offer or the New Notes. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also materially and adversely affect our business operations, results of operations, financial condition, liquidity or prospects. The trading price of the New Notes could decline due to the materialization of any of these risks, and you may lose all or part of your original investment in the New Notes.*

**Risk Factors Relating to Our Indebtedness and the New Notes**

***Our indebtedness could adversely affect our cash flow and prevent us from fulfilling our obligations, including the New Notes.***

We have a substantial amount of indebtedness. As of September 30, 2014, after giving effect to the Transactions, we would have had total indebtedness of approximately \$3.0 billion in addition to the availability of approximately \$432 million under the ABL Facility before giving effect to the Incremental ABL Joinder (subject to a borrowing base and after giving effect to approximately \$5 million of Kindred's letters of credit outstanding on September 30, 2014 and approximately \$56 million of Gentiva's letters of credit outstanding on September 30, 2014 that Kindred may assume upon the consummation of the Merger). The completion of the Merger and the Centerre Acquisition will significantly increase our aggregate indebtedness. Our substantial amount of indebtedness could have important consequences for you. For example it could:

make it more difficult for us to satisfy our obligations with respect to our indebtedness, including with respect to the New Notes;

increase our vulnerability to general adverse economic and industry conditions;

expose us to fluctuations in the interest rate environment because the interest rates under the Credit Facilities are variable;

require us to dedicate a substantial portion of our cash flow from operations to make payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions, dividends and other general corporate purposes;

limit our ability to borrow additional funds for working capital, capital expenditures, acquisitions and other general purposes;

limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate, which may place us at a competitive disadvantage compared to our competitors that have less debt; and

restrict us from pursuing business opportunities.

***Our indebtedness may restrict our current and future operations, which could adversely affect our ability to respond to changes in our business and manage our operations.***

The terms of the Credit Facilities, the indenture governing the New Notes and the indentures governing the Senior Notes include a number of restrictive covenants that impose significant operating and financial restrictions on us and our restricted subsidiaries, including restrictions on our and our restricted subsidiaries' ability to, among other things:

incur additional indebtedness;



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create liens;

consolidate or merge;

sell assets, including capital stock of our subsidiaries;

engage in transactions with our affiliates;

pay dividends on our capital stock or redeem, repurchase or retire our capital stock or indebtedness; and

make investments, loans, advances and acquisitions.

The terms of the Credit Facilities also include certain additional restrictive covenants that impose significant operating and financial restrictions on us and our restricted subsidiaries, including restrictions on our and our restricted subsidiaries' ability to, among other things:

engage in business other than relating to owning, operating or managing healthcare facilities;

enter into sale and lease-back transactions;

modify certain agreements;

make or incur capital expenditures; and

hold cash and temporary cash investments outside of collateral accounts.

In addition, the Credit Facilities require us to comply with financial covenants, including a maximum leverage ratio and a minimum fixed charge coverage ratio.

Our ability to comply with these agreements may be affected by events beyond our control, including prevailing economic, financial and industry conditions. These covenants could have an adverse effect on our business by limiting our ability to take advantage of financing, merger and acquisition or other opportunities. The breach of any of these covenants or restrictions could result in a default under the Credit Facilities, the indenture governing the New Notes or the indentures governing the Senior Notes.

***Our failure to comply with the agreements relating to our outstanding indebtedness, including as a result of events beyond our control, could result in an event of default that could materially and adversely affect our business, financial condition, results of operations and liquidity.***

If there were an event of default under any of the agreements relating to our outstanding indebtedness, including the Credit Facilities, the indenture governing the New Notes and the indentures governing the Senior Notes, we may not be able to incur additional indebtedness under the Credit Facilities and the holders of the defaulted debt could cause all amounts outstanding with respect to that debt to be due and payable immediately. We cannot assure you that our assets or cash flow would be sufficient to fully repay borrowings under our outstanding debt instruments if accelerated upon an event of default, which could have a material adverse effect on our ability to continue to operate as a going concern. Further, if we are unable to repay, refinance or restructure our secured debt, the holders of such debt could proceed against the collateral securing that indebtedness. In addition, any event of default or declaration of acceleration under one debt instrument also could result in an event of default under one or more of our other debt instruments or under the master lease agreements ( Master Lease Agreements ) with Ventas, Inc. ( Ventas ). Moreover, counterparties to some of our contracts material to our business may have the right to amend or terminate those contracts if we have an event of default or a declaration of acceleration under certain of our indebtedness, which could adversely affect our business, financial condition, results of operations and liquidity.

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