

TENET HEALTHCARE CORP
Form S-8
May 12, 2010

As filed with the Securities and Exchange Commission on May 12, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

TENET HEALTHCARE CORPORATION

(Exact name of Registrant as specified in its charter)

Nevada
(State of Incorporation)

95-2557091
(IRS Employer Identification No.)

1445 Ross Avenue, Suite 1400

Dallas, Texas 75202

(469) 893-2200

(Address and telephone number of Registrant's principal executive offices)

**TENET HEALTHCARE 2008 STOCK INCENTIVE PLAN,
AS AMENDED AND RESTATED**

(Full title of the plan)

Paul A. Castanon

Vice President and Assistant General Counsel

Tenet Healthcare Corporation

1445 Ross Avenue, Suite 1400

Dallas, Texas 75202

(469) 893-2200

(Name, address and telephone number of agent for service)

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company (as defined in Rule 12b-2 under the Securities Exchange Act of 1934).

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of Securities To Be Registered | Amount To Be Registered(1) | Proposed Maximum Offering Price Per Share(2) | Proposed Maximum Aggregate Offering Price(2) | Amount of Registration Fee |
|---|-----------------------------------|---|---|-----------------------------------|
| Common Stock, par value \$0.05 per share | 21,300,000 Shares | \$5.46 | \$116,298,000 | \$8,292 |

(1) Pursuant to Rule 416, there also are registered hereunder such additional indeterminate number of shares as may be issued as a result of the adjustment provisions of the Registrant's 2008 Stock Incentive Plan, as amended and restated.

(2) Pursuant to Rule 457(h), these prices are estimated solely for the purpose of calculating the registration fee and are based on the average of the high and low sales prices of the Registrant's Common Stock on the New York Stock Exchange on May 7, 2010.

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, we are filing this Registration Statement on Form S-8 to register 21,300,000 additional shares (the Additional Shares) of our common stock, par value \$0.05 per share (Common Stock), which shares may be issued under the terms of our 2008 Stock Incentive Plan, as amended and restated (the Plan). The Additional Shares were approved by our shareholders on May 5, 2010.

The contents of the Company s Registration Statement on Form S-8 filed with the Securities and Exchange Commission on June 24, 2008 (File No. 333-151887) relating to the registration of 35,000,000 shares of our common stock are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 5. Interests of Named Experts and Counsel.

Gary Ruff, Senior Vice President and General Counsel of the Company, has delivered an opinion to the effect that the shares of common stock covered by this Registration Statement will be legally issued, fully paid and non-assessable.

As of May 12, 2010, Mr. Ruff owned 40,909 shares of our common stock. On such date, Mr. Ruff also had outstanding options to purchase 518,743 shares of our common stock and 78,694 restricted units, payable at vesting in shares of our common stock, pursuant to the Plan and our 2001 Stock Incentive Plan. Mr. Ruff is eligible to participate in the Plan.

Item 8. Exhibits.

A list of the exhibits included as part of this Registration Statement is set forth on the Exhibit Index and is hereby incorporated by reference thereto.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Dallas, State of Texas, on May 12, 2010.

**TENET HEALTHCARE CORPORATION
(Registrant)**

By: /s/ DANIEL J. CANCELMI
Daniel J. Cancelmi
Senior Vice President and Controller
(Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in their respective capacities with Tenet Healthcare Corporation and on the dates indicated.

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints each of Trevor Fetter, Biggs C. Porter and Gary Ruff, acting alone, as his or her true and lawful attorneys-in-fact and agents, with full power of resubstitution and substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) or supplements to this Registration Statement and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing necessary or appropriate to be done with respect to this Registration Statement or any amendments or supplements hereto in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Date: May 12, 2010

By: /s/ TREVOR FETTER
Trevor Fetter

President, Chief Executive Officer and Director

(Principal Executive Officer)

Date: May 12, 2010

By: /s/ BIGGS C. PORTER
Biggs C. Porter

Chief Financial Officer

(Principal Financial Officer)

Date: May 12, 2010

By: /s/ DANIEL J. CANCELMI
Daniel J. Cancelmi

Senior Vice President and Controller

(Principal Accounting Officer)

Date: May 12, 2010

By: /s/ JOHN ELLIS BUSH
John Ellis Bush

Director

Date: May 12, 2010 By: /s/ BRENDA J. GAINES
Brenda J. Gaines
Director

Date: May 12, 2010 By: /s/ KAREN M. GARRISON
Karen M. Garrison
Director

Date: May 12, 2010 By: /s/ EDWARD A. KANGAS
Edward A. Kangas
Director

Date: May 12, 2010 By: J. Robert Kerrey
Director

Date: May 12, 2010 By: /s/ FLOYD D. LOOP, M.D.
Floyd D. Loop, M.D.
Director

Date: May 12, 2010 By: /s/ RICHARD R. PETTINGILL
Richard R. Pettingill
Director

Date: May 12, 2010 By: /s/ JAMES A. UNRUH
James A. Unruh
Director

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|---|
| 4.1 | Second Amended and Restated Tenet Healthcare 2008 Stock Incentive Plan |
| 4.2 | Amendment One to Second Amended and Restated Tenet Healthcare 2008 Stock Incentive Plan |
| 5.1 | Opinion of Gary Ruff |
| 23.1 | Consent of Gary Ruff (included in Exhibit 5.1) |
| 23.2 | Consent of Deloitte & Touche LLP |
| 24.1 | Power of Attorney (included on the signature page hereto) |