

SIERRA HEALTH SERVICES INC

Form S-8

September 20, 2002

As filed with the Securities and Exchange Commission on September 20, 2002.

Registration No. 333-

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

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

SIERRA HEALTH SERVICES, INC.

(Exact name of registrant as specified in its charter)

NEVADA

(State or other jurisdiction of incorporation or organization)

88-0200415

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

**2724 North Tenaya Way
Las Vegas, Nevada 89128**

(Address, including zip code, of Principal Executive Offices)

**SIERRA HEALTH SERVICES, INC.
1995 LONG-TERM INCENTIVE PLAN, AS AMENDED AND RESTATED**

(Full title of the plan)

**Frank E. Collins, Esquire
Senior Vice President, Legal and Administration
Sierra Health Services, Inc.**

**2724 North Tenaya Way
Las Vegas, Nevada 89128
(702) 242-7000**

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

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CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered(1)	Amount to be Registered(1)	Proposed Maximum Offering Price Per Unit	Proposed Aggreg Offering
Common Stock, \$0.005 par value	1,300,000 shares	\$___(2)	\$___(

(1) This registration statement (the "Registration Statement") registers the offer and sale of up to 1,300,000 shares of Common Stock of Sierra Health Services, Inc., a Nevada corporation (the "Company"), which may be offered and sold from time to time pursuant to the Company's 1995 Long-Term Incentive Plan, as amended and restated. Pursuant to Rule 416(a), the number of shares being registered shall be adjusted to include any additional shares which may become issuable as a result of stock splits, stock dividends or similar transactions in accordance with the anti-dilution provisions of the Plan. Attached to the Common Stock are certain rights to purchase Series A Junior Participating Preferred Stock upon the occurrence of specified events.

(2) Estimated pursuant to paragraphs (c) and (h) of Rule 457 solely for the purpose of calculating the registration fee, based upon the average of the reported high and low sales prices for shares of Common Stock on September 17, 2002, as reported on the composite tape for New York Stock Exchange-listed securities.

(3) Calculated pursuant to Section 6(b) of the Securities Act of 1933, as amended, as follows: \$92 per \$1 million of proposed maximum aggregate offering price.