

HEALTHSOUTH CORP  
Form 8-K/A  
March 06, 2015

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

FORM 8-K/A  
(Amendment No. 1)  
CURRENT REPORT  
Pursuant To Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of Report (date of earliest event reported): March 6, 2015 (December 31, 2014)

HealthSouth Corporation  
(Exact name of Registrant as specified in its Charter)  
Delaware  
(State or Other Jurisdiction of Incorporation)  
001-10315  
(Commission File Number)

63-0860407  
(IRS Employer Identification No.)

3660 Grandview Parkway, Suite 200, Birmingham, Alabama 35243  
(Address of Principal Executive Offices, Including Zip Code)  
(205) 967-7116  
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Explanatory Note

On January 2, 2015, HealthSouth Corporation (the “Company” or “HealthSouth”) filed a Current Report on Form 8-K (the “Initial Filing”) with the United States Securities and Exchange Commission to report the consummation of its acquisition of EHHI Holdings, Inc. (“EHHI”) and its Encompass Home Health and Hospice business (“Encompass”). This Current Report on Form 8-K/A amends and supplements Item 9.01 of the Initial Filing to present certain financial statements of EHHI and to present certain unaudited pro forma condensed combined financial statements of the Company in connection with the acquisition of Encompass.

Item 9.01. Financial Statements and Exhibits

(a) Financial Statements of Business Acquired

The audited consolidated balance sheet of EHHI as of December 31, 2013 and the related audited consolidated statements of comprehensive income, shareholders’ equity, and cash flows for the year ended December 31, 2013, together with the notes thereto and the auditor’s report thereon, are filed as Exhibit 99.2 hereto and are incorporated herein by reference.

The unaudited interim condensed consolidated balance sheet of EHHI as of September 30, 2014 and the related unaudited interim condensed consolidated statements of comprehensive income, shareholders’ equity, and cash flows for the nine months ended September 30, 2014 and 2013, together with the notes thereto, are filed as Exhibit 99.3 hereto and are incorporated herein by reference.

(b) Pro Forma Financial Information

The unaudited pro forma condensed combined balance sheet of HealthSouth as of September 30, 2014 and the unaudited pro forma condensed combined statements of operations for the year ended December 31, 2013 and the nine months ended September 30, 2014 are filed as Exhibit 99.4 hereto and are incorporated herein by reference.

(d) Exhibits

See Exhibit Index.

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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.

HEALTHSOUTH CORPORATION

By: /S/ JOHN P. WHITTINGTON  
Name: John P. Whittington  
Title: Executive Vice President, General Counsel  
and Corporate Secretary

Dated: March 6, 2015

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EXHIBIT INDEX

| Exhibit<br>Number | Description of Exhibit                                                                                                                                                                                                                                                                   |
|-------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 23.1              | Consent of Crowe Horwath LLP.                                                                                                                                                                                                                                                            |
| 99.2              | Audited consolidated balance sheet of EHHI as of December 31, 2013 and the related audited consolidated statements of comprehensive income, shareholders' equity, and cash flows for the year ended December 31, 2013, together with the notes thereto and the auditor's report thereon. |
| 99.3              | Unaudited consolidated balance sheet of EHHI as of September 30, 2014 and the related unaudited consolidated statements of comprehensive income, shareholders' equity, and cash flows for the nine months ended September 30, 2014 and 2013.                                             |
| 99.4              | Unaudited pro forma condensed combined balance sheet of HealthSouth as of September 30, 2014 and the unaudited pro forma condensed combined statements of operations for the year ended December 31, 2013 and the nine months ended September 30, 2014.                                  |