

LANCASTER HOSPITAL CORP

Form S-3ASR

December 22, 2008

Table of Contents

As filed with the Securities and Exchange Commission on December 22, 2008

Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

**COMMUNITY HEALTH SYSTEMS, INC.
(Exact name of registrant as specified in its charter)**

Delaware (State or other jurisdiction of incorporation or organization)	8062 (Primary Standard Industrial Classification Code Number)	13-3893191 (I.R.S. Employer Identification No.)
CHS/COMMUNITY HEALTH SYSTEMS, INC. (Exact name of registrant as specified in its charter)		

Delaware (State or other jurisdiction of incorporation or organization)	8062 (Primary Standard Industrial Classification Code Number)	76-0137985 (I.R.S. Employer Identification No.)
4000 Meridian Boulevard Franklin, Tennessee 37067 (615) 465-7000 (Address and telephone number of principal executive offices)		

Rachel A. Seifert
Senior Vice President, Secretary and General Counsel
4000 Meridian Boulevard
Franklin, Tennessee 37067
(615) 465-7000
(Name, address, and telephone number of agent for service)

Copies to:
Jeffrey Bagner
Fried, Frank, Harris, Shriver & Jacobson LLP
One New York Plaza
New York, New York 10004
(212) 859-8000

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
 (Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount to Be Registered (1) (2)	Proposed Maximum Offering Price Per Unit (1) (2)	Proposed Maximum Aggregate Offering Price (1) (2)	Amount of Registration Fee (3)
Debt Securities of Community Health Systems, Inc. (4)				\$0
Guarantees of Debt Securities of Community Health Systems, Inc. by certain subsidiaries of Community Health Systems, Inc. (4)(5)				\$0
Preferred Stock, par value \$.01 per share of Community Health Systems, Inc. (4)				\$0
Depository Shares of Community Health Systems, Inc. (4) (6)				\$0
Common Stock, par value \$.01 per share Community Health Systems, Inc.(4)				\$0
Securities Warrants of Community Health Systems, Inc. (4)				\$0
Debt Securities of CHS/Community Health Systems, Inc. (4)				\$0
Guarantees of Debt Securities of CHS/Community Health Systems, Inc. by Community Health Systems, Inc. and certain subsidiaries of Community Health Systems, Inc.				\$0

(4)(5)
Total

\$0

(1) We will determine the proposed maximum offering price per unit from time to time in connection with issuances of securities registered under this registration statement.

(2) Not applicable pursuant to General Instruction II.D of Form S-3 under the Securities Act of 1933.

(3) The registrant previously paid filing fees in the amount of \$119,679.77 with respect to the registrant's registration statement 333-117697, filed on July 27, 2004, which amount was subsequently offset by filing fees in the amount of \$68,679.77 due pursuant to the registrant's secondary offering of \$562,207,607 of common stock being sold by selling

stockholders under that registration statement pursuant to the prospectus supplement filed on September 24, 2004. Pursuant to Rule 457(p), \$50,680.00 of the filing fees previously paid with respect to the registrant's registration statement 333-117697, filed on July 27, 2004, relate to securities which remain unsold as of this date, and are being offset against registration fees to become due under all offerings that may hereinafter be made under this registration statement. In accordance with Rules 456(b) and 457(r), the registrant is deferring payment of all other registration fees which may subsequently be payable following application of the above-referenced pre-paid filing fees.

- (4) An indeterminate aggregate initial offering price or

number of the securities of each identified class is being registered as may from time to time be offered at indeterminate prices. Separate consideration may or may not be received for securities that are issuable on exercise, conversion or exchange of other securities or that are issued in units or represented by depositary shares. Includes an indeterminate amount of our securities as may be issued upon conversion of or exchange for, as the case may be, any other securities registered under this registration statement.

- (5) No additional consideration will be received for the guarantees and, pursuant to Rule 457(n), no additional fee is required.
- (6) Each depositary share registered hereunder will be issued under a deposit agreement and will represent an interest in a

fractional share or
multiple shares of
preferred stock
and will be
evidenced by a
depository
receipt.

Table of Contents**ADDITIONAL REGISTRANTS**

Exact Name of Registrant as Specified in its Charter	State or Other Jurisdiction of Incorporation of Organization	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification No.	Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices
Abilene Hospital, LLC	DE	8062	46-0496920	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Abilene Merger, LLC	DE	8062	46-0496918	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Affinity Health Systems, LLC	DE	8062	20-3391769	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Affinity Hospital, LLC	DE	8062	20-3391873	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Anna Hospital Corporation	IL	8062	36-4431843	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000

Table of Contents

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Arizona DH, LLC	DE	8062	91-2065656	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
ARMC, LP	DE	8062	46-0496933	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Berwick Hospital Company, LLC	DE	8062	23-2975836	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
BH Trans Company, LLC	DE	8062	52-2309220	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Big Bend Hospital Corporation	TX	8062	75-2717545	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Big Spring Hospital Corporation	TX	8062	75-2574581	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Birmingham Holdings, LLC	DE	8062	20-3320362	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Birmingham Holdings II, LLC	DE	8062	26-2784086	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Bluffton Health System, LLC	DE	8062	62-1792272	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Brownsville Hospital Corporation	TN	8062	42-1557534	4000 Meridian Blvd.

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				Franklin, TN 37067 615-465-7000
Brownwood Hospital, L.P.	DE	8062	62-1762521	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Brownwood Medical Center, LLC	DE	8062	62-1762523	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Carlsbad Medical Center, LLC	DE	8062	62-1762526	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Centre Hospital Corporation	AL	8062	20-4370931	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Chesterfield/Marlboro, L.P.	DE	8062	59-3303026	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
CHHS Holdings, LLC	DE	8062	20-2189938	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
CHS Kentucky Holdings, LLC	DE	8062	26-1639057	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000

Table of Contents

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CHS Pennsylvania Holdings, LLC	DE	8062	26-1639170	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
CHS Virginia Holdings, LLC	DE	8062	26-1639119	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
CHS Washington Holdings, LLC	DE	8062	26-3272205	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Claremore Regional Hospital, LLC	DE	8062	62-1757649	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Clarksville Holdings, LLC	DE	8062	20-3320418	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Cleveland Hospital Corporation	TN	8062	62-1587878	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Cleveland Regional Medical Center, L.P.	DE	8062	59-3215798	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Clinton Hospital Corporation	PA	8062	90-0003715	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Coatesville Hospital Corporation	PA	8062	23-3069798	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000

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College Station Hospital, L.P.	DE	8062	62-1762360	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
College Station Medical Center, LLC	DE	8062	62-1762359	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
College Station Merger, LLC	DE	8062	62-1771861	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Community GP Corp.	DE	8062	62-1648466	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Community Health Investment Company, LLC	DE	8062	76-0152801	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Community LP Corp.	DE	8062	62-1648206	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
CP Hospital GP, LLC	DE	8062	20-3904557	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000

Table of Contents

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CPLP, LLC	DE	8062	20-3904614	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Crestwood Hospital LP, LLC	DE	8062	62-1762369	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Crestwood Hospital, LLC	DE	8062	62-1769644	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
CSMC, LLC	DE	8062	62-1762362	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
CSRA Holdings, LLC	DE	8062	20-5111915	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Deaconess Holdings, LLC	DE	8062	47-0890490	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Deaconess Hospital Holdings, LLC	DE	8062	20-2401268	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Deming Hospital Corporation	NM	8062	85-0438008	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Desert Hospital Holdings, LLC	DE	8062	20-8111921	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Detar Hospital, LLC	DE	8062	62-1764943	4000 Meridian Blvd.

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				Franklin, TN 37067 615-465-7000
Dukes Health System, LLC	DE	8062	52-2379885	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Dyersburg Hospital Corporation	TN	8062	42-1557536	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Emporia Hospital Corporation	VA	8062	54-1924866	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Evanston Hospital Corporation	WY	8062	83-0327475	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Fallbrook Hospital Corporation	DE	8062	91-1918215	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Fannin Regional Hospital, Inc.	GA	8062	76-0350464	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Foley Hospital Corporation	AL	8062	62-1811413	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000

Table of Contents

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Forrest City Arkansas Hospital Company, LLC	AR	8062	20-4217095	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Forrest City Clinic Company, LLC	AR	8062	20-5624608	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Forrest City Hospital Corporation	AR	8062	20-4216978	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Fort Payne Hospital Corporation	AL	8062	20-4370870	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Frankfort Health Partner, Inc.	IN	8062	35-2009540	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Franklin Hospital Corporation	VA	8062	52-2200240	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Gadsden Regional Medical Center, LLC	DE	8062	63-1102773	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Galesburg Hospital Corporation	IL	8062	37-1485782	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Granbury Hospital Corporation	TX	8062	75-2682017	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000

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Granite City Hospital Corporation	IL	8062	36-4460625	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Granite City Illinois Hospital Company, LLC	IL	8062	36-4460628	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Greenbrier VMC, LLC	DE	8062	75-2887493	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Greenville Hospital Corporation	AL	8062	63-1134649	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
GRMC Holdings, LLC	DE	8062	20-8112090	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Hallmark Healthcare Company, LLC	DE	8062	63-0817574	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Hobbs Medco, LLC	DE	8062	62-1769641	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000

Table of Contents

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Hospital of Barstow, Inc.	DE	8062	76-0385534	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Hospital of Fulton, Inc.	KY	8062	61-1218106	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Hospital of Louisa, Inc.	KY	8062	61-1238190	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Hospital of Morristown, Inc.	TN	8062	62-1528689	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
IOM Health System, L.P.	IN	8062	35-1963748	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Jackson Hospital Corporation	KY	8062	61-1285331	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Jackson Hospital Corporation	TN	8062	42-1557525	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Jackson, Tennessee Hospital Company, LLC	TN	8062	42-1557540	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Jourdanton Hospital Corporation	TX	8062	74-3011840	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000

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Kay County Hospital Corporation	OK	8062	20-4052833	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Kay County Oklahoma Hospital Company, LLC	OK	8062	20-4052936	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Kirksville Hospital Company, LLC	DE	8062	36-4373298	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Lakeway Hospital Corporation	TN	8062	62-1564360	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Lancaster Hospital Corporation	DE	8062	57-1010381	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Las Cruces Medical Center, LLC	DE	8062	75-2905434	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Lea Regional Hospital, LLC	DE	8062	62-1760149	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Lexington Hospital Corporation	TN	8062	42-1557533	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000

Table of Contents

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Longview Merger, LLC	DE	8062	62-1769639	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
LRH, LLC	DE	8062	62-1762421	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Lutheran Health Network of Indiana, LLC	DE	8062	62-1762363	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Marion Hospital Corporation	IL	8062	37-1359605	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Martin Hospital Corporation	TN	8062	42-1557527	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Massillon Health System, LLC	DE	8062	34-1840860	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
McKenzie Tennessee Hospital Company, LLC	DE	8062	42-1557531	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
McNairy Hospital Corporation	TN	8062	42-1557530	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Medical Center of Brownwood, LLC	DE	8062	62-1762425	4000 Meridian Blvd. Franklin, TN 37067

				615-465-7000
MMC of Nevada, LLC	DE	8062	42-1543617	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Moberly Hospital Company, LLC	DE	8062	43-1651906	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
MWMC Holdings, LLC	DE	8062	20-8007512	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
National Healthcare of Cleveland, Inc.	DE	8062	62-1281627	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
National Healthcare of Leesville, Inc.	DE	8062	95-4066162	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
National Healthcare of Mt. Vernon, Inc.	DE	8062	58-1622971	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
National Healthcare of Newport, Inc.	DE	8062	71-0616802	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000

Table of Contents

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Navarro Hospital, L.P.	DE	8062	62-1762428	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Navarro Regional, LLC	DE	8062	62-1762429	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
NC-DSH, Inc.	NV	8062	88-0305790	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
NHCI of Hillsboro, Inc.	TX	8062	74-2425482	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Northampton Hospital Company, LLC	DE	8062	52-2325498	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
NRH, LLC	DE	8062	62-1762431	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Oak Hill Hospital Corporation	WV	8062	27-0003893	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Palmer-Wasilla Health System, LLC	DE	8062	62-1762371	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Payson Hospital Corporation	AZ	8062	86-0874009	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000

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Pennsylvania Hospital Company, LLC	DE	8062	06-1694707	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Petersburg Hospital Company, LLC	VA	8062	02-0691413	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Phillips Hospital Corporation	AR	8062	75-2976342	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Phoenixville Hospital Company, LLC	DE	8062	20-1055060	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
Pottstown Hospital Company, LLC	DE	8062	06-1694708	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
QHG Georgia Holdings, Inc.	GA	8062	58-2386459	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
QHG Georgia, L.P.	GA	8062	58-2387537	4000 Meridian Blvd. Franklin, TN 37067 615-465-7000
QHG of Barberton, I				