

NATIONAL HEALTHCARE CORP
Form 8-A12B
October 31, 2007

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

NATIONAL HEALTHCARE CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State of Incorporation or Organization)

52—2057472
(I.R.S. Employer
Identification
Number)

100 Vine Street, Murfreesboro, TN
(Address of Principal Executive Offices)

37130
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be
registered

Series A Convertible Preferred Stock, \$.01 par value per
share

Name of Each
Exchange on
which
each class is to be
registered

American Stock
Exchange

If this form relates to the
Registration of a class of securities
Pursuant to section 12(b) of the
Exchange Act and is effective pursuant
to General Instruction A.(c),
please check the following box. x

If this form relates
to the
registration of a
class of securities
pursuant to
Section 12(g) of
the
Exchange Act and
is effective

pursuant to
General
Instruction
A.(d), please
check the
following
box. o

Securities Act registration statement file number to which this form relates: 333-142189
(if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Securities to be Registered.

The description of the Series A Convertible Preferred Stock, \$.01 par value per share, to be registered hereby is incorporated by reference to the description contained under the heading "DESCRIPTION OF

NHC CAPITAL STOCK" in the Joint Proxy Prospectus included in the Registrants' Registration Statement on Form S-4 (File No. 333-142189), as amended, filed with the Securities and Exchange Commission on September 14, 2007.

Item 2. Exhibits.

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|--------------------|--|
| 3.1 | Certificate of Incorporation of National HealthCare Corporation (incorporated by reference to Exhibit 3.1 to the Registrant's registration statement on Form S-4 (File No. 333-37185) dated October 3, 1997) |
| 3.2 | Certificate of Amendment to the Certificate of Incorporation of National HealthCare Corporation* |
| 3.3 | By-laws of National HealthCare Corporation (incorporated by reference to Exhibit 3.2 to the Registrant's registration statement on Form S-4 (File No. 333-37185) dated October 3, 1997) |
| 3.4 | Specimen certificate of share of Series A Convertible Preferred Stock, par value \$.01 per share (Exhibit A to Certificate of Designations of Series A Convertible Preferred Stock, par value \$.01 per share)* |
| 3.5 | Certificate of Designations of Series A Convertible Preferred Stock of National HealthCare Corporation* |
| 3.6 | Certificate of Designation Series B Junior Participating Preferred Stock (incorporated by reference to the Registrant's registration statement on Form 8-A, dated August 3, 2007) |
| 4.1 | Rights Agreement, dated as of August 2, 2007, between National HealthCare Corporation and Computershare Trust Company, N.A. (incorporated by reference to the Registrant's registration statement on Form 8-A, dated August 3, 2007) |

* filed herewith

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: October 31, 2007

NATIONAL
HEALTHCARE
CORPORATION

By: /s/ Robert G.
Adams

Name: Robert
G. Adams
Title:
President & CEO

Exhibit Index

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