

Quorum Health Corp  
Form S-8  
December 19, 2018

As filed with the Securities and Exchange Commission on December 18, 2018

Registration No. 333-

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

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

**QUORUM HEALTH CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**47-4725208**  
(I.R.S. Employer  
Identification No.)

**1573 Mallory Lane**

**Brentwood, Tennessee 37027**

**(Address of Principal Executive Offices) (Zip Code)**

**Quorum Health Corporation 2018 Restricted Stock Plan**

**(Full title of plan)**

**R. Harold McCard, Jr.**

**Quorum Health Corporation**

**Senior Vice President, General Counsel and Secretary**

**1573 Mallory Lane**

**Brentwood, Tennessee 37027**

**(615) 221-1400**

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

***Copies to:***

**Tonya Mitchem Grindon**

**Baker, Donelson, Bearman, Caldwell & Berkowitz, PC**

**Baker Donelson Center**

**Suite 800**

**211 Commerce Street**

**Nashville, Tennessee 37201**

**(615) 726-5600**

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

### CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price	Proposed Maximum Aggregate Offering Price <sup>(2)</sup>	Amount of Registration Fee
		Per Share <sup>(2)</sup>		
Common Stock, par value \$0.0001 per share	625,000 shares	\$3.59	\$2,243,750	\$271.94

( Common Stock )

- (1) Includes an indeterminate number of shares of Common Stock that may be issued in the event of stock splits, stock dividends or similar transactions in accordance with Rule 416(a) of the Securities Act of 1933, as amended (the Securities Act ). This Registration Statement registers 625,000 shares of Common Stock of Quorum Health Corporation (the Registrant or the Company ) that may be issued under the Quorum Health Corporation 2018 Restricted Stock Plan (the Plan ).
- (2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and (h) of the Securities Act based upon the average of the high and low sales prices for the Common Stock as reported on the New York Stock Exchange on December 13, 2018.

## **EXPLANATORY NOTE**

On December 17, 2018, the Board of Directors of the Company adopted, effective as of December 18, 2018, and subject to stockholder approval, the Plan pursuant to which a maximum of 625,000 shares of Common Stock may be issued. The Company intends to seek stockholder approval of the Plan at the 2019 Annual Meeting of Stockholders of the Company. This Registration Statement on Form S-8 (this Registration Statement ) is being filed to register 625,000 shares of Common Stock that may be issued under the Plan once stockholder approval is obtained.

References to us, our, we, the Company, the Registrant and QHC shall mean Quorum Health Corporation, a corporation.

## **PART I**

### **INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The documents containing the information specified in Part I of Form S-8 will be sent or given to plan participants as specified by Rule 428(b)(1) promulgated by the U.S. Securities and Exchange Commission (the SEC ) under the Securities Act. Such documents need not be filed with the SEC either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The SEC allows us to incorporate by reference information into this Registration Statement, which means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be part of this Registration Statement, and later information that we file with the SEC will automatically update this Registration Statement. We incorporate by reference:

- (a) Our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the SEC on March 15, 2018;
- (b) Our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2018, filed with the SEC on May 10, 2018, our Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2018, filed with the SEC on August 9, 2018, and our Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2018, filed with the SEC on November 6, 2018;
- (c) Our Current Reports on Form 8-K filed with the SEC on January 5, 2018 (as amended on May 10, 2018), January 26, 2018, January 30, 2018, March 20, 2018, March 23, 2018, April 27, 2018, May 24, 2018, June 8, 2018, July 27, 2018, August 27, 2018, September 10, 2018 (as amended on September 28, 2018), September 28, 2018, and December 6, 2018, in each case only to the extent filed and not furnished; and
- (d) Our effective Registration Statement on Form 10, as amended File No. 001-37550, and filed by the Company on April 1, 2016, including the description of the Company's common stock contained therein, and any amendment or report filed for the purpose of updating such description.

All documents filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), subsequent to the effective date of this Registration Statement, prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents. In no event, however, will any information that we disclose under Item 2.02 or Item 7.01 (and any related exhibits) of any Current Report on Form 8-K that we may from time to time furnish to the SEC be incorporated by reference into, or otherwise become a part of, this Registration Statement. Any statement contained in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

#### Item 4. Description of Securities.

Not applicable.

#### Item 5. Interests of Named Experts and Counsel.

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Pursuant to authority conferred by Section 102 of the General Corporation Law of the State of Delaware (the DGCL ), Article VII of the Company's amended and restated certificate of incorporation eliminates the personal liability of the Company's directors to the Company or its stockholders for monetary damages for breach of fiduciary duty to the fullest extent permitted under the law of the State of Delaware, including the DGCL. Article VII further provides that any future amendment to or repeal of its terms will not adversely affect any right or protection of any director of the Company with respect to acts or omissions of such director occurring prior to such repeal or amendment. Article VII also incorporates any future amendments to Delaware law which further eliminate or limit the liability of directors.

In accordance with Section 145 of the DGCL, Article VIII of the Company's amended and restated certificate of incorporation and certain provisions of the Company's amended and restated by-laws grant the Company's directors and officers a right to indemnification to the fullest extent permitted by Delaware Law for all expenses relating to civil, criminal, administrative or investigative proceedings to which they are a party (i) by reason of the fact that they are or were directors or officers of the Company or (ii) by reason of the fact that, while they are or were directors or officers of the Company, they are or were serving at the request of

the Company as directors or officers of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan. Section 5 of Article VI of the Company's amended and restated by-laws further provides for advancement of expenses to such indemnified persons.

The Company's amended and restated by-laws authorize the Company to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Company would have the power to indemnify such person against such liability under the provisions of the Company's amended and restated by-laws. The Company has obtained insurance policies insuring its directors and officers against certain liabilities.

The Company has entered into Indemnification Agreements (the Indemnification Agreements) with its directors and executive officers. One of the purposes of the Indemnification Agreements is to attempt to specify the extent to which persons entitled to indemnification thereunder (the Indemnitees) may receive indemnification. Pursuant to the Indemnification Agreements, an Indemnitee is entitled to indemnification for claims arising out of or in connection with the service of Indemnitee as a director or officer of the Company or of an affiliate. In the case of an action or proceeding other than an action by or in the right of the Company, the Indemnification Agreements provide that Indemnitee is entitled to indemnification for claims relating to (i) the fact that Indemnitee is or was an officer or director of the Company or any other entity which Indemnitee is or was or will be serving at the request of the Company, or (ii) anything done or not done by Indemnitee in any such capacity. In the case of an action by or in the right of the Company, the Indemnification Agreements provide that Indemnitee is entitled to indemnification for claims relating to (i) the fact that Indemnitee is or was an officer or director of the Company or any affiliate or (ii) anything done or not done in such capacity. The Indemnification Agreements are in addition to and are not intended to limit any rights of indemnification which are available under the Company's amended and restated certificate of incorporation, as amended, or the Company's amended and restated by-laws, or otherwise. In addition to the rights to indemnification specified therein, the Indemnification Agreements are intended to increase the certainty of receipt by the Indemnitee of the benefits to which he or she is entitled by providing specific procedures relating to indemnification.

The Company has also entered into other agreements with our directors and executive officers that contain provisions that may require us, among other things, to indemnify these directors and executive officers against certain liabilities that may arise because of their status or service as directors or executive officers, advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified and obtain directors' and officers' liability insurance.

#### **Item 7. Exemption from Registration Claimed.**

Not applicable.

#### **Item 8. Exhibits.**

The exhibits to this Registration Statement are listed in the exhibit index that immediately precedes the signature page and is incorporated herein by reference.

#### **Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective Registration Statement; and



- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however*, that the undertakings set forth in paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described in Item 6 of this Registration Statement, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**EXHIBIT INDEX**

**Exhibit**

<b>No.</b>	<b>Description</b>
4.1*	<u>Quorum Health Corporation 2018 Restricted Stock Plan.</u>
5.1*	<u>Opinion of Baker, Donelson, Bearman, Caldwell &amp; Berkowitz, PC.</u>
23.1*	<u>Consent of Baker, Donelson, Bearman, Caldwell &amp; Berkowitz, PC (included in Exhibit 5.1).</u>
23.2*	<u>Consent of Deloitte &amp; Touche LLP.</u>
24.1*	<u>Power of Attorney (included on signature pages).</u>

\* Filed herewith

## 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 Brentwood, State of Tennessee, on December 18, 2018.

QUORUM HEALTH CORPORATION  
(Registrant)

By: /s/ Robert H. Fish  
Robert H. Fish  
President and Chief Executive Officer

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Robert H. Fish, Alfred Lumsdaine and R. Harold McCard, Jr. and each of them singly, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and additions to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agents full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Name	Title	Date
/s/ Robert H. Fish	President, Chief Executive Officer	December 18, 2018
<b>Robert H. Fish</b>	and Director (Principal Executive Officer)	
/s/ Alfred Lumsdaine	Executive Vice President	December 18, 2018
<b>Alfred Lumsdaine</b>	and Chief Financial Officer (Principal Financial Officer)	
/s/ Glenn A. Hargreaves	Senior Vice President and	December 18, 2018
<b>Glenn A. Hargreaves</b>	Chief Accounting Officer (Principal Accounting Officer)	

Director December 18, 2018

**James T. Breedlove**

/s/ Joseph A. Hastings, D.M.D.

Director December 18, 2018

**Joseph A. Hastings, D.M.D.**

/s/ Jon H. Kaplan

Director December 18, 2018

**Jon H. Kaplan**

Director December 18, 2018

**Barbara R. Paul, M.D.**

Director December 18, 2018

**Terry Allison Rappuhn**

Director December 18, 2018

**William Paul Rutledge**

/s/ Alice D. Schroeder

Director December 18, 2018

**Alice D. Schroeder**

/s/ R. Lawrence Van Horn, Ph.D.

Director December 18, 2018

**R. Lawrence Van Horn, Ph.D.**