

REGIONAL HEALTH PROPERTIES, INC
Form POS AM
November 15, 2017

As filed with the Securities and Exchange Commission on November 15, 2017
Registration No. 333-201462

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

POST-EFFECTIVE AMENDMENT NO. 2 TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

REGIONAL HEALTH PROPERTIES, INC.

(Exact name of registrant as specified in its charter)

Georgia 81-5166048

(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification Number)

454 Satellite Blvd. NW, Suite 100

Suwanee, Georgia 30024

(678) 869-5116

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

E. Clinton Cain

Interim Chief Financial Officer, Senior Vice President,

Chief Accounting Officer and Controller

Regional Health Properties, Inc.

454 Satellite Blvd. NW, Suite 100

Suwanee, Georgia 30024

(678) 869-5116

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

Copy to:

Lori A. Gelchion, Esq.

Rogers & Hardin LLP

2700 International Tower

229 Peachtree Street, N.E.

Atlanta, Georgia 30303

(404) 522-4700

Approximate date of commencement of proposed sale to the public:

From time to time after this registration statement is declared effective.

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

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, 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, 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 checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a small reporting company. See the

definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

(Do not check if a smaller reporting 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 Securities Act.

EXPLANATORY NOTE

The registrant is filing this Post-Effective Amendment No. 2 to the Registration on Form S-3 (333-201462) (the "Registration Statement") which was previously filed with the Securities and Exchange Commission.

In accordance with an undertaking made by the registrant in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities registered under the Registration Statement that have not been sold at the termination of the offering, the registrant hereby amends the Registration Statement to deregister the remaining securities registered and unsold under the Registration Statement, which securities have an aggregate dollar value of \$55,158,065. The securities are being removed from registration because the securities are no longer being offered or sold pursuant to the Registration Statement.

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 the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Suwanee, State of Georgia, on November 15, 2017.

REGIONAL HEALTH
PROPERTIES, INC.

By: /s/ Brent Morrison
Brent Morrison
Interim Chief
Executive Officer

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 dates indicated.

| SIGNATURE | TITLE | DATE |
|--------------------|--|-------------------|
| /s/ Brent Morrison | Interim Chief Executive Officer | November 15, 2017 |
| Brent Morrison | (Principal Executive Officer) | |

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| /s/ E. Clinton Cain | Interim Chief Financial Officer and Chief Accounting Officer | November 15, 2017 |
| E. Clinton Cain | (Principal Financial and Accounting Officer) | |

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| * Michael J. Fox | Director | November 15, 2017 |
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| * Thomas W. Knaup | Director | November 15, 2017 |
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| * Brian M. Szames | Director | November 15, 2017 |
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| * David A. Tenwick | Director | November 15, 2017 |
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* By: /s/ E. Clinton Cain
E. Clinton Cain
Attorney-in-fact November 15, 2017