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BEVERLY ENTERPRISES INC

Form 8-K

January 26, 2005

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) January 24, 2005

BEVERLY ENTERPRISES, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware	1-9550	62-1691861
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(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

One Thousand Beverly Way	
Fort Smith, Arkansas	72919
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(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number including area code (479) 201-2000

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 communications 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))

Item 1.01 Entry into a Material Definitive Agreement

The Board of Directors of Beverly Enterprises, Inc. adopted a Shareholder Rights Plan on January 25, 2005. A copy of the press release announcing the adoption of the Rights Plan is attached hereto as Exhibit 99.2.

Item 3.03 Material Modification to Rights of Securities Holders

The Board of Directors of Beverly Enterprises, Inc. adopted a Shareholder

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Rights Plan on January 25, 2005. A copy of the press release announcing the adoption of the Rights Plan is attached hereto as Exhibit 99.2.

Item 7.01 Regulation FD Disclosure.

a. On January 24, 2005, the Company issued a press release announcing that it is aware of the 13-D filing by Appaloosa Management LP, Franklin Mutual Advisors LLC, Formation Capital LLC and Northbrook NBV LLC. The Beverly Board of Directors is reviewing the preliminary expressions of interest referred to in the filing and will respond in due course. A copy of the press release is attached hereto as Exhibit 99.1.

b. On January 26, 2005, the Company issued a press release announcing the adoption of a Shareholder Rights Plan. A copy of the press release is attached hereto as Exhibit 99.2.

Item 9.01 Financial Statement, Pro Forma Financial Information and Exhibits.

(a) Exhibits

Exhibit No. -----	Exhibit -----
99.1	Press Release
99.2	Press Release

2

SIGNATURE

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.

Dated: January 26, 2005

BEVERLY ENTERPRISES, INC.

By: /s/Pamela H. Daniels

Name: Pamela H. Daniels

Title: Senior Vice President, Controller and
Chief Accounting Officer

3

EXHIBIT INDEX

Exhibit No. -----	Exhibit -----
99.1	Press Release
99.2	Press Release

4