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HEALTHCARE SERVICES GROUP INC

Form S-8 August 22, 2005

As filed with the Securities and Exchange Commission on August 22, 2005

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM S-8

REGISTRATION STATEMENT

Under

The Securities Act of 1933

HEALTHCARE SERVICES GROUP, INC.

PENNSYLVANIA

23-2018365

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

3220 TILLMAN DRIVE,

GLENVIEW CORPORATE CENTER, SUITE 300 BENSALEM, PENNSYLVANIA 19020

19020

(Address of principal executive offices) (Zip Code)

2002 STOCK OPTION PLAN

(Full Title of the Plan)

DANIEL P. MCCARTNEY

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

HEALTHCARE SERVICES GROUP, INC.

3220 TILLMAN DRIVE,

GLENVIEW CORPORATE CENTER, SUITE 300

BENSALEM, PENNSYLVANIA 19020

(Name and Address of agent for service)

(215) 639-4274

(Telephone number, including area code, of agent for service)

WITH A COPY TO:

VICTOR M. ROSENZWEIG, ESQ.

OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP

PARK AVENUE TOWER

65 EAST 55TH STREET

NEW YORK, NEW YORK 10022

(212) 451-2300

Approximate date of proposed sales pursuant to the plan: FROM TIME TO TIME AFTER THE EFFECTIVE DATE OF THIS REGISTRATION STATEMENT.

CALCULATION OF REGISTRATION FEE

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		Proposed maximum	Proposed maximum	
Title of securities to be registered	Amount to be registered	offering price per share	aggregate offering price	Amount of registration fee
Common Stock \$.01 par value	1,500,000 shares (1)(2)	\$ 16.86	\$ 25,290,000	\$ 2,976.64
