

BEVERLY ENTERPRISES INC

Form 8-K

October 17, 2003

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**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) October 16, 2003**

**BEVERLY ENTERPRISES, INC.**

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(Exact Name of Registrant as Specified in Charter)

|   |                                     |   |
|---|-------------------------------------|---|
| Delaware  | 1-9550                              | 62-1691861                                      |
| <b>(State or Other Jurisdiction<br/>of Incorporation)</b> | <b>(Commission<br/>File Number)</b> | <b>(I.R.S. Employer<br/>Identification No.)</b> |
| One Thousand Beverly Way<br>Fort Smith, Arkansas          |                                     | 72919   |
| <b>(Address of Principal Executive Offices)</b>           |                                     | <b>(Zip Code)</b>                               |
| <b>Registrant's telephone number including area code</b>  |                                     | (479) 201-2000                                  |

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Item 5. Other Events and Required FD Disclosure.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

Item 9. Regulation FD Disclosure.

SIGNATURE

EXHIBIT INDEX

EX-1.1 Underwriting Agreement

EX-99.1 Prospectus Supplement

EX-99.2 Press Release

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**INFORMATION TO BE INCLUDED IN THE REPORT**

**Item 5. Other Events and Required FD Disclosure.**

On October 16, 2003, Beverly Enterprises, Inc. (the Company ) announced its agreement to sell, subject to customary conditions, \$100,000,000 of its 2.75% Convertible Subordinated Notes due 2033 (the Notes ) pursuant to its previously announced public offering. A copy of the prospectus supplement dated October 16, 2003 relating to the offering of the Notes is attached as Exhibit 99.1 hereto and incorporated by reference herein.

A copy of the underwriting agreement relating to the Notes between the Company and its underwriters, Lehman Brothers Inc. and Harris Nesbitt Gerard, Inc., is attached as Exhibit 1.1 hereto.

**Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.**

(c) *Exhibits*

| <b>Exhibit No.</b> | <b>Exhibit</b>  |
|--------------------|---|
| 1.1                | Underwriting Agreement, dated October 16, 2003, by and among Beverly Enterprises, Inc. and Lehman Brothers Inc., as representative of the several underwriters named therein. |
| 99.1               | Prospectus Supplement of Beverly Enterprises, Inc. dated October 16, 2003.  |
| 99.2               | Press Release of Beverly Enterprises, Inc. dated October 16, 2003.  |

**Item 9. Regulation FD Disclosure.**

A copy of the Company s press release announcing the pricing of the Notes offering is furnished as Exhibit 99.2 hereto.

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**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: October 16, 2003

**BEVERLY ENTERPRISES, INC.**

By: /s/ PAMELA H. DANIELS

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Name: Pamela H. Daniels  
Title: Senior Vice President, Controller and  
Chief Accounting Officer

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