

Edgar Filing: BEVERLY ENTERPRISES INC - Form 8-K

BEVERLY ENTERPRISES INC  
Form 8-K  
April 06, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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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) April 5, 2005  
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BEVERLY ENTERPRISES, INC.  
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(Exact Name of Registrant as Specified in Charter)

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

|  |            |
|--|------------|
| One Thousand Beverly Way<br>Fort Smith, Arkansas | 72919      |
| -----  | -----      |
| (Address of Principal Executive Offices)         | (Zip Code) |

Registrant's telephone number including area code (479) 201-2000  
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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 7.01 Regulation FD Disclosure.

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On April 5, 2005, Beverly Enterprises, Inc. (the "Company") issued a press release announcing that its 2.75% Convertible Subordinated Notes due 2033 (the "Notes") are currently eligible for conversion into BEI's common stock at a conversion rate of \$7.45 per share, equal to a conversion rate of 134.1922 per \$1,000 principal amount of Notes. The Company issued a second press release announcing that it has today sent a letter to its stockholders as an update on its progress in the process to sell the company. Copies of the press releases are attached to this report as Exhibit 99.1 and Exhibit 99.2, respectively.

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

(a) Exhibits

| Exhibit No.<br>----- | Exhibit<br>----- |
|----------------------|------------------|
| 99.1                 | Press Release    |
| 99.2                 | Press Release    |

### 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: April 5, 2005

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

### EXHIBIT INDEX

| Exhibit No.<br>----- | Exhibit<br>----- |
|----------------------|------------------|
| 99.1                 | Press Release    |
| 99.2                 | Press Release    |