

HEALTHSOUTH CORP  
Form 8-K/A  
July 25, 2017

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K/A  
CURRENT REPORT

Pursuant To Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): July 20, 2017

HealthSouth Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-10315

63-0860407

(Commission File Number) (I.R.S. Employer Identification No.)

3660 Grandview Parkway, Suite 200, Birmingham, Alabama 35243

(Address of Principal Executive Offices, Including Zip Code)

(205) 967-7116

(Registrant's Telephone Number, Including Area Code)

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 communication 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934. Emerging growth 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 13(a) of the Exchange Act.

---

---

This Current Report on Form 8-K/A amends and supplements the Current Report on Form 8-K of HealthSouth Corporation (the “Company”), originally filed with the Securities and Exchange Commission on May 9, 2017 (the “Initial Filing”). The sole purpose for filing this Form 8-K/A is to disclose the Company’s determination with respect to the frequency of future non-binding stockholder advisory votes on the executive compensation of the Company (each, a “say-on-pay vote”). No other changes have been made to the Initial Filing.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 4, 2017, the Company held its 2017 Annual Meeting of Stockholders, and as previously disclosed, the majority of stockholders in an advisory vote favored an annual say-on-pay vote. In light of the Company’s prior practice and this stockholder vote, which was consistent with the recommendation of the Board of Directors of the Company (the “Board”), the Board determined at its meeting held on July 20, 2017, that the Company will hold a say-on-pay vote on an annual basis until the next required advisory vote on the frequency of such votes occurs or until the Board otherwise determines that a different frequency for such advisory votes is in the best interests of the stockholders of the Company. The next required advisory vote on the frequency will occur no later than 2023.

---

**SIGNATURES**

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.

HEALTHSOUTH CORPORATION

By: /s/ DOUGLAS E. COLTHARP

Name: Douglas E. Coltharp

Title: Executive Vice President and Chief Financial Officer

Dated: July 25, 2017