
**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): June 11, 2018

COMMUNITY HEALTH SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-15925
(Commission
File Number)

13-3893191
(IRS Employer
Identification No.)

**4000 Meridian Boulevard
Franklin, Tennessee 37067**
(Address of principal executive offices)

Registrant's telephone number, including area code: (615) 465-7000

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

Item 8.01. Other Events.

On June 11, 2018, Community Health Systems, Inc. issued a press release announcing the results, as of 5:00 p.m., New York City time, on June 8, 2018, of offers by its wholly owned subsidiary, CHS/Community Health Systems, Inc. (the “Issuer”), to exchange (collectively, the “Exchange Offers”) (i) up to \$1,925 million aggregate principal amount of its new Junior-Priority Secured Notes due 2023 (the “2023 Notes”) in exchange for any and all of its \$1,925 million aggregate principal amount of outstanding 8.000% Senior Unsecured Notes due 2019 (the “2019 Notes”), (ii) up to \$1,200 million aggregate principal amount of its new 8.125% Junior-Priority Secured Notes due 2024 (the “2024 Notes” and, together with the 2023 Notes, the “New Notes”) in exchange for any and all of its \$1,200 million aggregate principal amount of outstanding 7.125% Senior Unsecured Notes due 2020 (the “2020 Notes”) and (iii) to the extent that less than all of the outstanding 2019 Notes and 2020 Notes are tendered in the Exchange Offers, up to an aggregate principal amount of 2024 Notes equal to, when taken together with the New Notes issued in exchange for the validly tendered and accepted 2019 Notes and 2020 Notes, \$3,125 million, in exchange for its outstanding 6.875% Senior Unsecured Notes due 2022 (the “2022 Notes” and, together with the 2019 Notes and the 2020 Notes, the “Old Notes”).

As of 5:00 p.m., New York City time, on June 8, 2018, the condition that at least 90% of the outstanding aggregate principal amount of the 2019 Notes are tendered in the Exchange Offers has been satisfied. Assuming that the other conditions to the Exchange Offers are satisfied or waived, the settlement date for the Exchange Offers is expected to be June 22, 2018. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

In addition, the Issuer is providing the following information regarding the tax treatment of the 2023 Notes:

Certain United States Federal Income Tax Consequences

For a summary of certain U.S. federal income tax consequences to U.S. Holders and Non-U.S. Holders of the Exchange Offers and the ownership and disposition of the New Notes acquired in the Exchange Offers, see the discussion under the caption “Certain U.S. Federal Income Tax Consideration” in the Offering Memorandum, dated May 4, 2018 (the “Offering Memorandum”). The discussion below is meant to update and supplement such summary in the Offering Memorandum and is subject to the same limitations and qualifications set forth therein. To the extent the discussion below is inconsistent with such summary in the Offering Memorandum, the discussion below supersedes the relevant disclosure in the Offering Memorandum. Terms used and not defined herein have the meanings assigned in the Offering Memorandum.

Payments of “qualified stated interest” on the 2023 Notes will be taxed to a U.S. Holder as ordinary income at the time the interest is paid or accrued in accordance with such holder’s method of accounting for U.S. federal income tax purposes. Stated interest on the 2023 Notes will be treated as qualified stated interest if it is unconditionally payable at least annually over the entire term of the 2023 Notes at a single fixed rate. Because the interest rate for the first annual period (i.e., 11.000%) is higher than the rate that applies for the remaining life of the 2023 Notes (i.e., 9.875%), subject to the discussion below, only the portion that is unconditionally payable throughout the life of the 2023 Notes (i.e., 9.875%) will be treated as qualified stated interest and the difference (1.125%) will be treated as part of the “stated redemption price at maturity” of the 2023 Notes as described below.

If the issue price of the 2023 Notes (as described in the Offering Memorandum under the caption “Certain U.S. Federal Income Tax Considerations—Tax Consequences to U.S. Holders—Issue Price of the New Notes”) is less than their “stated redemption price at maturity” by more than a specified *de minimis* amount, the 2023 Notes will be treated as issued with OID in an amount equal to such difference. For these purposes, the “stated redemption price at maturity” of the 2023 Notes will be the sum of all payments to be made on the 2023 Notes other than payments of qualified stated interest. Furthermore, the specified *de minimis* amount will be 0.25% of the stated redemption price at maturity of the 2023 Notes multiplied by their weighted average maturity (rather than the number of complete years to maturity). If the 2023 Notes are treated as issued with OID for U.S. federal income tax purposes, for purposes of the discussion in the Offering Memorandum under the caption “Certain U.S. Federal Income Tax Considerations—Tax Consequences to U.S. Holders—Tax Consequences of the Ownership of the New Notes—Original Issue Discount,” (i) the amount of OID on the 2023 Notes allocable to any accrual period other than the final accrual period will be

reduced by the amount of any qualified stated interest (rather than stated interest) allocable to that accrual period, (ii) the amount of OID on the 2023 Notes allocable to a final accrual period will be the difference between their stated redemption price at maturity (rather than the amount payable at maturity other than a payment of stated interest) and their adjusted issue price at the beginning of the final accrual period, (iii) the adjusted issue price of a 2023 Note at the beginning of any accrual period will be reduced by any prior payments on the 2023 Note other than payments of qualified stated interest and (iv) a 2023 Note will be considered to be issued to a U.S. Holder at an “acquisition premium” if such holder’s initial tax basis in such 2023 Note is greater than its issue price and less than or equal to its stated redemption price at maturity (rather than its stated principal amount).

If the 2023 Notes are treated as issued with OID for U.S. federal income tax purposes, any payment of interest on the 2023 Notes that does not constitute qualified stated interest will generally not be taxable as interest income, and will be treated first as a payment of any accrued OID that has not been allocated to prior payments and second as a payment of principal. If the 2023 Notes are not treated as issued with OID for U.S. federal income tax purposes (i.e. because the amount of OID is less than the specified *de minimis* amount), all stated interest on the 2023 Notes will be treated as qualified stated interest and taxed as described above.

For purposes of the discussion in the Offering Memorandum under the caption “Certain U.S. Federal Income Tax Considerations—Tax Consequences to U.S. Holders—Tax Consequences of the Ownership of the New Notes— Amortizable Bond Premium,” a U.S. Holder will be considered to have acquired a 2023 Note with “amortizable bond premium” if such holder’s initial tax basis in such 2023 Note is greater than its stated redemption price at maturity (rather than its stated principal amount). In addition, for purposes of the discussion in the Offering Memorandum under the caption “Certain U.S. Federal Income Tax Considerations—Tax Consequences to U.S. Holders—Tax Consequences of the Ownership of the New Notes— Sale, Exchange or Retirement of the New Notes,” (i) upon the sale, exchange or retirement of a 2023 Note, the amount realized for purposes of determining any taxable gain or loss will be reduced by an amount equal to any accrued but unpaid qualified stated interest (rather than accrued but unpaid stated interest) and (ii) a U.S. Holder’s adjusted tax basis in a 2023 Note will be reduced by any cash payments on the 2023 Note other than payments of qualified stated interest.

This Current Report on Form 8-K shall be incorporated by reference into the Offering Memorandum and, as a result, the information set forth in this Item 8.01 shall be deemed to supplement, amend and modify, as appropriate, the Offering Memorandum, including the section entitled “Certain U.S. Federal Income Tax Considerations” in the Offering Memorandum.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibit is filed herewith:

99.1 [Press Release of Community Health Systems, Inc., dated June 11, 2018](#)

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.

Date: June 11, 2018

COMMUNITY HEALTH SYSTEMS, INC.
(Registrant)

By: /s/ Thomas J. Aaron
Thomas J. Aaron
Executive Vice President and Chief Financial Officer
(principal financial officer)

**Investor Contacts:**

Thomas J. Aaron
 Executive Vice President
 and Chief Financial Officer
 615-465-7000

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 Vice President – Investor Relations
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**COMMUNITY HEALTH SYSTEMS ANNOUNCES RESULTS
 TO PREVIOUSLY ANNOUNCED EXCHANGE OFFERS AND SATISFACTION OF MINIMUM TENDER CONDITION**

FRANKLIN, Tenn., (June 11, 2018) – Community Health Systems, Inc. (the “Company”) (NYSE:CYH) today announced the results, as of 5:00 p.m., New York City time, on June 8, 2018, of offers by its wholly owned subsidiary, CHS/Community Health Systems, Inc. (the “Issuer”), to exchange (each, an “Exchange Offer” and, collectively, the “Exchange Offers”) (i) up to \$1,925 million aggregate principal amount of its new Junior-Priority Secured Notes due 2023 (the “2023 Notes”) in exchange for any and all of its \$1,925 million aggregate principal amount of outstanding 8.000% Senior Unsecured Notes due 2019 (the “2019 Notes”), (ii) up to \$1,200 million aggregate principal amount of its new 8.125% Junior-Priority Secured Notes due 2024 (the “2024 Notes” and, together with the 2023 Notes, the “New Notes”) in exchange for any and all of its \$1,200 million aggregate principal amount of outstanding 7.125% Senior Unsecured Notes due 2020 (the “2020 Notes”) and (iii) to the extent that less than all of the outstanding 2019 Notes and 2020 Notes are tendered in the Exchange Offers, up to an aggregate principal amount of 2024 Notes equal to, when taken together with the New Notes issued in exchange for the validly tendered and accepted 2019 Notes and 2020 Notes, \$3,125 million, in exchange for its outstanding 6.875% Senior Unsecured Notes due 2022 (the “2022 Notes” and, together with the 2019 Notes and the 2020 Notes, the “Old Notes”). The maximum aggregate principal amount of New Notes issued in the Exchange Offers will not exceed \$3,125 million (the “Maximum Exchange Amount”).

The Issuer was advised by the exchange agent for the Exchange Offers that, as of 5:00 p.m., New York City time, on June 8, 2018, a total of (i) \$1,762,282,000 aggregate principal amount of outstanding 2019 Notes, representing approximately 91.5% of the outstanding 2019 Notes, (ii) \$960,283,000 aggregate principal amount of outstanding 2020 Notes, representing approximately 80% of the outstanding 2020 Notes, and (iii) \$2,829,364,000 aggregate principal amount of outstanding 2022 Notes, representing approximately 94% of the outstanding 2022 Notes, were validly tendered (and not validly withdrawn) in the Exchange Offers. As of 5:00 p.m., New York City time, on June 8, 2018, the condition that at least 90% of the outstanding aggregate principal amount of the 2019 Notes are tendered in the Exchange Offers has been satisfied. Because the aggregate principal amount of Old Notes validly tendered as of 5:00 p.m., New York City time, on June 8, 2018 would, if accepted for exchange, cause the Maximum Exchange Amount to be exceeded, pursuant to the terms of the Exchange Offer, tenders of 2022 Notes accepted for exchange will be subject to proration.

The “Expiration Date” and the “Early Tender Deadline” for each Exchange Offer is midnight, New York City time, at the end of the day on Tuesday, June 19, 2018. As a result, holders of Old Notes who tender prior to midnight, New York City time, at the end of the day on Tuesday, June 19, 2018 are eligible to receive the total consideration of (i) \$1,000 principal amount of 2023 Notes per \$1,000 principal amount of 2019 Notes tendered and accepted for exchange, (ii) \$1,000 principal amount of 2024 Notes per \$1,000 principal amount of 2020 Notes tendered and accepted for exchange and (iii) \$750 principal amount of 2024 Notes per \$1,000 principal amount of 2022 Notes tendered and accepted for exchange (subject to the proration described above). The tender withdrawal deadline has passed. Accordingly, tenders of Old Notes may no longer be withdrawn.

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CYH ANNOUNCES RESULTS TO PREVIOUSLY ANNOUNCED EXCHANGE OFFERS AND SATISFACTION OF MINIMUM TENDER CONDITION

Page 2

June 11, 2018

The Exchange Offers remain subject to the conditions set forth in the Offering Memorandum, dated May 4, 2018 (as amended by the Company's Current Reports on Form 8-K filed during the pendency of the Exchange Offers, including those filed on June 6, 2018 and June 11, 2018, the "Offering Memorandum") and related Letter of Transmittal, dated May 4, 2018 (the "Letter of Transmittal"). The Issuer reserves the right, subject to applicable law, to terminate, withdraw or amend each Exchange Offer at any time and from time to time, as described in the Offering Memorandum. Assuming that the other conditions to the Exchange Offers are satisfied or waived, the settlement date for the Exchange Offers will be promptly after the Expiration Time and is expected to be June 22, 2018.

Each series of New Notes will be guaranteed by the Company and certain of its existing and future domestic subsidiaries that guarantee the Issuer's outstanding senior secured credit facilities, ABL facility and senior notes. In addition, each series of New Notes and related guarantees will be secured by (i) second-priority liens on the collateral that secures on a first-priority basis the Issuer's outstanding senior secured credit facilities (subject to certain exceptions) and existing secured notes and (ii) third-priority liens on the collateral that secures on a first-priority basis the Issuer's outstanding ABL facility, in each case subject to permitted liens described in the Offering Memorandum.

The New Notes have not been registered under the Securities Act of 1933, as amended (the "Securities Act") or any state securities laws. The New Notes may not be offered or sold in the United States or to any U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Exchange Offers are being made, and each series of New Notes are being offered and issued only (i) in the United States to holders of Old Notes who the Issuer reasonably believes are "qualified institutional buyers" (as defined in Rule 144A under the Securities Act) and (ii) outside the United States to holders of Old Notes who are (A) persons other than U.S. persons, within the meaning of Regulation S under the Securities Act, and (B) "non-U.S. qualified offerees" (as defined in the Offering Memorandum).

The complete terms and conditions of the Exchange Offers are set forth in the Offering Memorandum and related Letter of Transmittal. Copies of the Offering Memorandum and Letter of Transmittal may be obtained from Global Bondholder Services Corporation, the exchange agent and information agent for the Exchange Offers, at (866) 470-3800 (toll free) or (212) 430-3774 (collect).

This press release is for informational purposes only. This press release is neither an offer to sell nor a solicitation of an offer to buy any New Notes and is neither an offer to purchase nor a solicitation of an offer to sell any Old Notes. The Exchange Offers are being made only by, and pursuant to, the terms set forth in the Offering Memorandum and the Letter of Transmittal. The Exchange Offers are not being made to persons in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

Forward-Looking Statement

This press release may include information that could constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements involve risk and uncertainties. The Company undertakes no obligation to revise or update any forward-looking statements, or to make any other forward-looking statements, whether as a result of new information, future events or otherwise.

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