
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

COMMUNITY HEALTH SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

13-3893191

(I.R.S. Employer Identification No.)

155 Franklin Road, Suite 400

Brentwood, Tennessee 37027

(615) 373-9600

(Address including zip code, and telephone number,
including area code, of registrant's principal
executive offices)

Rachel A. Seifert

Senior Vice-President, Secretary and General Counsel

155 Franklin Road, Suite 400

Brentwood, Tennessee 37027

(615) 373-9600

(Name, address including zip code, and telephone number,
including area code, of agent for service)

Copy to:

Jeffrey Bagner

Fried, Frank, Harris, Shriver & Jacobson LLP

One New York Plaza

New York, New York 10004-1980

(212) 859-8000

Approximate date of commencement of proposed sale to public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-112084

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered(1)	Amount to be Registered	Proposed Maximum Aggregate Offering Price Per Unit(1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
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Common Stock, \$.01 par value	3,510,130 shares	\$28.26	\$99,196,273.00	\$12,568.17
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(1) Estimated solely for purposes of calculating the registration fee pursuant to the provisions of Rule 457(c) and based on the average of the last reported high and low sales prices of the registrant's common stock on the New York Stock Exchange on April 8, 2004.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and includes the registration statement facing page, this page, the signature page, an exhibit index and the exhibits filed herewith. The contents of the Registration Statement on Form S-3 (File No. 333-112084), filed by Community Health Systems, Inc., with the Securities and Exchange Commission on January 22, 2004, as amended, which was declared effective by the Securities and Exchange Commission on April 5, 2004, including the exhibits thereto, are incorporated by reference into this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirement for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Brentwood, State of Tennessee, on the 12th day of April, 2004.

COMMUNITY HEALTH SYSTEMS, INC.

By: /s/ WAYNE T. SMITH

Wayne T. Smith
Chairman of the Board, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ WAYNE T. SMITH	Chairman of the Board, President and Chief Executive Officer (principal executive officer)	April 12, 2004
Wayne T. Smith		
*	Executive Vice President, Chief Financial Officer and Director (principal financial officer)	April 12, 2004
W. Larry Cash		
*	Vice President and Corporate Controller (principal accounting officer)	April 12, 2004
T. Mark Buford		
*		
John A. Clerico	Director	April 12, 2004
*		
Robert J. Dole	Director	April 12, 2004
*		
J. Anthony Forstmann	Director	April 12, 2004
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Theodore J. Forstmann	Director	April 12, 2004
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Dale F. Frey	Director	April 12, 2004

*	Director	April 12, 2004
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Sandra J. Horbach		
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Harvey Klein, M.D.	Director	April 12, 2004
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Thomas H. Lister	Director	April 12, 2004
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Michael A. Miles	Director	April 12, 2004
*By: /s/ WAYNE T. SMITH		
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Wayne T. Smith		
<i>as Attorney-in-fact</i>		

EXHIBIT INDEX

Exhibit No.	Description
5.1	Opinion of Fried, Frank, Harris, Shriver & Jacobson LLP
23.1	Consent of Deloitte & Touche LLP
23.2	Consent of Fried, Frank, Harris, Shriver & Jacobson LLP (included in Exhibit 5.1 above)
24.1	Power of Attorney (filed as Exhibit 24.1 to the Registration Statement on Form S-3 of Community Health Systems, Inc. (File No. 333-112084) and incorporated herein by reference)

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[Fried, Frank, Harris, Shriver & Jacobson LLP Letterhead]

April 12, 2004
Community Health Systems, Inc.
155 Franklin Road, Suite 400
Brentwood, Tennessee 37027

Ladies and Gentlemen:

We have acted as special counsel for Community Health Systems, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-3 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission on the date hereof pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the offer and sale from time to time by certain selling stockholders (the "Selling Stockholders") of up to 3,510,130 shares (the "Shares") of common stock, par value \$.01 per share, of the Company. All capitalized terms used herein that are defined in the Registration Statement have the meanings assigned to such terms therein, unless otherwise defined herein. The opinion set forth below is based on the assumption that at least par value will be paid for the Shares.

With your permission, all assumptions and statements of reliance herein have been made without any independent investigation or verification on our part except to the extent otherwise expressly stated, and we express no opinion with respect to the subject matter or accuracy of such assumptions or items relied upon.

In connection with this opinion, we have (i) investigated such questions of law, (ii) examined originals or certified, conformed or reproduction copies of such agreements, instruments, documents and records of the Company, such certificates of public officials and such other documents, and (iii) received such information from officers and representatives of the Company and others as we have deemed necessary or appropriate for the purposes of this opinion.

In all such examinations, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of original and certified documents and the conformity to original or certified documents of all copies submitted to us as conformed or reproduction copies. As to various questions of fact relevant to the opinion expressed herein, we have relied upon, and assume the accuracy of, certificates and oral or written statements and other information of or from representatives of the Company and others.

Based upon the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares registered pursuant to the Registration Statement to be sold by the Selling Stockholders are duly authorized, validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the laws of the United States of America, the laws of the State of New York, and, to the extent relevant, the General Corporation Law of the State of Delaware (which includes applicable provisions of the Delaware Constitution and reported judicial interpretations covering those laws), each as currently in effect. The opinion expressed herein is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein. The opinion expressed herein is given as of the date hereof, and we undertake no obligation to supplement this letter if any applicable laws change after the date hereof or if we become aware of any facts that might change the opinion expressed herein or for any other reason.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to this firm under the caption "Legal Matters" in the prospectus or in any prospectus supplement forming part of the Registration Statement. In giving such consents, we do not hereby admit that we are in the category of such persons whose consent is required under Section 7 of the Securities Act of 1933, as amended.

The opinion expressed herein is solely for your benefit in connection with the Registration Statement and may not be relied on in any manner of for any purpose by any other person or entity and may not be quoted in whole or in part without our prior written consent.

Very truly yours,

FRIED, FRANK, HARRIS, SHRIVER & JACOBSON LLP

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[\[Fried, Frank, Harris, Shriver & Jacobson LLP Letterhead\]](#)

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Community Health Systems, Inc. on Form S-3 of our reports dated February 25, 2004, (which report expresses an unqualified opinion and includes an explanatory paragraph referring to the Company changing its method of accounting for goodwill and other intangible assets by adopting certain provisions of Statement of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets*, effective January 1, 2002) appearing in the Annual Report on Form 10-K of Community Health Systems, Inc. for the year ended December 31, 2003, as amended.

/s/ Deloitte & Touche LLP

Nashville, Tennessee
April 12, 2004

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[INDEPENDENT AUDITORS' CONSENT](#)