

**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

**Amendment No. 2**  
**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)

**8062**  
(Primary Standard Industrial  
Classification Code Number)

**13-3893191**  
(I.R.S. Employer  
Identification Number)

**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)

**Copies to:**  
**Jeffrey Bagner**  
**Fried, Frank, Harris, Shriver & Jacobson LLP**  
**One New York Plaza**  
**New York, New York 10004**  
**(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 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.

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**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Unit</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee(2)</b>
Primary Offering:				
Common Stock, \$.01 par value				
Convertible Debt Securities				
Total Primary Offering	\$400,000,000	100%	\$400,000,000	\$50,680.00
Secondary Offering:				
Common stock being sold by selling stockholders	23,134,738	\$23.54(2)	\$544,591,732.50	\$68,999.77
Total Primary and Secondary Offerings			\$944,591,732.50	\$119,679.77(3)

- (1) In addition to the securities set forth in the table, pursuant to Rule 416 under the Securities Act of 1933, the amount of securities to be registered includes an indeterminate number of securities issuable upon conversion of the convertible debt securities, as this amount may be adjusted as a result of stock splits, stock dividends and antidilution provisions.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457.
- (3) Previously paid on July 27, 2004.

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**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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**EXPLANATORY NOTE**

This Amendment No. 2 to the Registration Statement on Form S-3 is being filed by the Registrant for the sole purpose of refiling Exhibit 5.1.

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**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION**

The following table sets forth all fees and expenses payable by the registrant in conjunction with the issuance and distribution of the securities being registered hereby. All of such expenses, except the Securities and Exchange Commission registration fee, are estimated.

Securities and Exchange Commission registration fee	\$	126,700
Legal fees and expenses		250,000
Trustee's fees and expenses		26,000
Accounting fees and expenses		100,000
Printing expenses		80,000
Miscellaneous expenses		17,300
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Total	\$	600,000
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**ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Restated Certificate of Incorporation and Restated By-Laws provide that the directors and officers of the Registrant shall be indemnified by the Registrant to the fullest extent authorized by Delaware law, as it now exists or may in the future be amended, against all expenses and liabilities reasonably incurred in connection with service for or on behalf of the Registrant, except with respect to any matter that such director or officer has been adjudicated not to have acted in good faith or in the reasonable belief that his action was in the best interests of the Registrant.

The Registrant has entered into agreements to indemnify its directors and officers in addition to the indemnification provided for in the Restated Certificate of Incorporation and Restated By-Laws. These agreements, among other things, indemnify directors and officers of the Registrant to the fullest extent permitted by Delaware law for certain expenses (including attorneys' fees), liabilities, judgments, fines and settlement amounts incurred by such person arising out of or in connection with such person's service as a director or officer of the Registrant or an affiliate of the Registrant.

Policies of insurance are maintained by the Registrant under which its directors and officers are insured, within the limits and subject to the limitations of the policies, against certain expenses in connection with the defense of, and certain liabilities which might be imposed as a result of, actions, suits or proceedings to which they are parties by reason of being or having been such directors or officers.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers or persons controlling the Registrant pursuant to the foregoing provisions, the Registrant has been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is therefore unenforceable.

## ITEM 16. EXHIBITS AND FINANCIAL STATEMENT SCHEDULE

### (a) Exhibits

The following exhibits are filed with this registration statement.

No.	Description
1.1*	Form of Underwriting Agreement.
2.1	Agreement and Plan of Merger between the Registrant, FLCH Acquisition Corp. and Community Health Systems, Inc. (now known as CHS/Community Health Systems, Inc.), dated June 9, 1996 (incorporated by reference to Exhibit 2.1 to the Registrant's Registration Statement on Form S-1 (No. 333-37190)).
3.1	Form of Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (No. 333-31790)).
3.2	Form of Restated By-laws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2000 (No. 001-15925)).
4.1	Form of Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (No. 333-37190)).
4.2**	Form of Indenture.
5.1	Opinion of Fried, Frank, Harris, Shriver & Jacobson LLP.
12.1**	Computation of Ratio of Earnings to Fixed Charges.
23.1	Consent of Fried, Frank, Harris, Shriver & Jacobson LLP (included in the opinion filed as Exhibit 5.1).
23.2**	Consent of Deloitte & Touche LLP.
24.1**	Power of Attorney (included on signature page).
25.1**	Form T-1 Statement of Eligibility of the Indenture Trustee.

\* To be filed either by amendment to this registration statement or as an exhibit to a Current Report on Form 8-K report filed under the Securities Exchange Act of 1934, as amended, and incorporated herein by reference.

\*\* Previously filed

## ITEM 17. UNDERTAKINGS

The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
  - (a) To include any prospectus required by Section 10(a)(3) of the Securities Act;
  - (b) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not

exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

- (c) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement; provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(5) The Registrant hereby undertakes to deliver or cause to be delivered with the prospectus, to each person to whom the prospectus is sent or given, the latest annual report to security holders that is incorporated by reference in the prospectus and furnished pursuant to and meeting the requirements of Rule 14a-3 or Rule 14c-3 under the Securities Exchange Act of 1934; and, where interim financial information required to be presented by Article 3 of Regulation S-X are not set forth in the prospectus, to deliver, or cause to be delivered to each person to whom the prospectus is sent or given, the latest quarterly report that is specifically incorporated by reference in the prospectus to provide such interim financial information.

(6) The undersigned Registrant hereby undertakes that:

- (a) For purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act of 1933 shall be deemed to be part of this registration statement as of the time it was declared effective.
- (b) For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions or otherwise, the registrant has been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is therefore unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

**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 of the requirements for filing on Form S-3 and has duly caused this Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Brentwood, State of Tennessee, on the 11th day of August, 2004.

COMMUNITY HEALTH SYSTEMS, INC.

By: \*

\_\_\_\_\_  
 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 below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* _____ Wayne T. Smith	Chairman of the Board, President and Chief Executive Officer (principal executive officer)	August 11, 2004
/s/ W. LARRY CASH _____ W. Larry Cash	Executive Vice President, Chief Financial Officer and Director (principal financial officer)	August 11, 2004
* _____ T. Mark Buford	Vice President and Corporate Controller (principal accounting officer)	August 11, 2004
* _____ John A. Clerico	Director	August 11, 2004
* _____ J. Anthony Forstmann	Director	August , 2004
* _____ Theodore J. Forstmann	Director	August 11, 2004



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Dale F. Frey

Director

August 11, 2004

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John A. Fry

Director

August 11, 2004

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Sandra J. Horbach

Director

August 11, 2004

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Harvey Klein, M.D.

Director

August 11, 2004

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Thomas H. Lister

Director

August 11, 2004

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H. Mitchell Watson, Jr.

Director

August , 2004

\*By:

/s/ W. LARRY CASH

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W. Larry Cash  
*as Attorney-in-fact*

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\*\* Previously filed

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## QuickLinks

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August 11, 2004

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

Ladies and Gentlemen:

We are acting as special counsel to Community Health Systems, Inc., a Delaware corporation (the "Company"), in connection with the Company's Registration Statement on Form S-3, as may be amended from time to time (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), with respect to the potential offer and sale from time to time, as set forth in the prospectus contained in the Registration Statement (the "Prospectus") and as shall be set forth in one or more supplements to the Prospectus (each, a "Prospectus Supplement"), of (x) up to U.S. \$400,000,000 aggregate amount of securities consisting of a combination of (i) shares of common stock, par value \$0.10 per share (the "Common Stock"), of the Company; and (ii) one or more series of notes or debentures convertible into Common Stock (the "Debt Securities") that may be issued from time to time by the Company; and (y) up to 23,134,738 shares of Common Stock that may be sold by Forstmann Little & Co. Equity Partnership-V, L.P. and Forstmann Little & Co. Subordinated Debt and Equity Management Buyout Partnership-VI, L.P., each an affiliate of Forstmann Little & Co. (the "Selling Stockholders"). All capitalized terms used herein that are defined in, or by reference in, the Registration Statement have the meanings assigned to such terms therein or by reference therein, unless otherwise defined herein. With your permission, all assumptions and statements of reliance herein have been made without any independent investigation or verification on our part, and we express no opinion with respect to the subject matter or accuracy of such assumptions or items relied upon.

The Debt Securities will be issued pursuant to an indenture (as may be amended or supplemented from time to time, the "Indenture"), the form of which is attached as an exhibit to the Registration Statement, by and between the Company and Wachovia Bank, National Association, as trustee, or such other bank, trust company or other financial institution to be

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named that is qualified to act as trustee under the Trust Indenture Act of 1939, as amended (the "Trustee").

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 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, representations and warranties contained in the Indenture and certificates and oral or written statements and other information of or from public officials and officers and representatives of the Company and others and assume compliance on the part of all parties to the Indenture with their covenants and agreements contained therein.

To the extent it may be relevant to the opinion expressed herein, we have assumed that (i) the Company will have sufficient authorized but unissued and unreserved shares of Common Stock on the date of any issuance of shares registered pursuant to the Registration Statement, (ii) the Trustee has the power and authority to enter into and perform the Indenture and to consummate the transactions contemplated thereby, and (iii) the Indenture has been duly authorized, executed and delivered by, and constitutes a legal, valid and binding obligation of the Trustee enforceable against the Trustee in accordance with its terms, and that the Trustee will comply with all of its obligations under the Indenture and all laws applicable thereto.

Based upon the foregoing, and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that:

1. When the (i) Registration Statement has become effective under the Securities Act, (ii) the terms of the issuance and sale of shares of Common Stock by the Company (including any Common Stock duly issued upon the exercise of any Debt Securities that are convertible into Common Stock) registered pursuant to the Registration Statement have been duly approved by the Board of Directors of the Company (the "Board") in conformity with the Company's Restated Certificate of Incorporation (the "Certificate of Incorporation") and the Company's Restated By-laws (the "By-laws") and all other necessary corporate action on the part of the Company has been taken in connection therewith and in a manner so as not to violate any applicable law or result in a default under or breach of any agreement or instrument then binding on the Company and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the

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Company, and (iii) such shares of Common Stock have been issued and delivered against payment therefore in an amount equal to at least the par value thereof, in accordance with the terms of the agreement under which they are sold and in a manner contemplated by the Registration Statement and/or the applicable Prospectus Supplement, shares of Common Stock to be issued and sold by the Company under the Registration Statement will be duly authorized, validly issued, fully paid and non-assessable.

2. When (i) the Registration Statement has become effective under the Securities Act, (ii) the terms of the issuance and sale of the Debt Securities by the Company have been established in conformity with the Indenture and duly approved by the Board in conformity with the Certificate of Incorporation and the By-laws and all other necessary corporate action on the part of the Company has been taken in connection therewith and in a manner so as not to violate any applicable law or result in a default under or breach of any agreement or instrument then binding on the Company and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company, (iii) the applicable Indenture has been duly authorized, executed and delivered by the Company and the Trustee, and (iv) the Debt Securities have been duly authenticated by the Trustee and duly executed and delivered on behalf of the Company against payment thereof in accordance with the terms of the Indenture, in accordance with the terms of the agreement under which they are sold and in the manner contemplated by the Registration Statement and/or the applicable Prospectus Supplement, Debt Securities to be issued and sold by the Company under the Registration Statement will constitute valid and binding obligations of the Company.
3. The shares of Common Stock that may be sold by the Selling Stockholders under the Registration Statement are duly authorized, validly issued, fully paid and non-assessable.

We express no opinion as to:

- (i) the validity, binding effect or enforceability of any provision of the Indenture or the Debt Securities relating to indemnification, contribution or exculpation (a) in connection with violations of any applicable laws, statutory duties or public policy, or (b) in connection with willful, reckless or unlawful acts or gross negligence of the indemnified or exculpated party or the party receiving contribution, or (c) under circumstances involving the negligence of the indemnified or exculpated party or the party receiving contribution in which a court might determine the provision to be unfair or insufficiently explicit;
- (ii) the validity, binding effect or enforceability of any provision of the Indenture or the Debt Securities related to (a) forum selection or submission to jurisdiction (including, without limitation, any waiver of any objection to venue in any court or of any objection that a court is an inconvenient forum) to the extent that the validity, binding effect or enforceability of any such provision is to be determined by any court other than a court of the State of New York, or (b) choice of governing law to the extent that the

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validity, binding effect or enforceability of any such provision is to be determined by any court other than a court of the State of New York or a federal district court sitting in the State of New York, in each case, applying the choice of law principles of the State of New York; and

- (iii) the enforceability of any provision of the Indenture or the Debt Securities specifying that provisions thereof may be waived only in writing, to the extent that an oral agreement or an implied agreement by trade practice or course of conduct has been created that modifies any provision of any of the documents.

We note that, as of the date of this opinion, in the case of a Debt Security denominated in a foreign currency, a state court in the State of New York rendering a judgment on such Debt Security would be required under Section 27 of the New York Judiciary Law to render such judgment in the foreign currency in which the Debt Security is denominated, and such judgment would be converted into United States dollars at the exchange rate prevailing on the date of entry of the judgment.

The opinion set forth above is subject to (i) applicable bankruptcy, reorganization, insolvency, moratorium, fraudulent conveyance and other similar laws affecting creditors' rights and remedies generally, and (ii) general principles of equity including, without limitation, standards of materiality, good faith, fair dealing and reasonableness, equitable defenses and limits as to the availability of equitable remedies, whether such principles are considered in a proceeding at law or in equity.

The opinion expressed herein is limited to the federal 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 after the date hereof or for any other reason.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to references to this firm under the caption "Legal Matters" in the Prospectus and "Legal Matters" in any Prospectus Supplement. In giving these consents, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ FRIED, FRANK, HARRIS, SHRIVER & JACOBSON LLP

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