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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (date of earliest event reported): December 11, 2020**

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**COMMUNITY HEALTH SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

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**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**

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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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	CYH	New York Stock Exchange

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

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.

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**Item 8.01. Other Events.**

On December 11, 2020, Community Health Systems, Inc. (the “Company”) announced that CHS/Community Health Systems, Inc., its wholly owned subsidiary (the “Issuer”), had priced an offering of \$2.8 billion aggregate principal amount of the Issuer’s senior secured notes. The offering consisted of \$1.9 billion aggregate principal amount of 5.625% senior secured notes due 2027 and \$0.9 billion aggregate principal amount of 6.000% senior secured notes due 2029. The size of the offering was increased, across the two series of notes, by \$1.75 billion aggregate principal amount subsequent to the initial announcement of the offering. A copy of the press release making this announcement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

In addition, in connection with the increase in size of the offering, on December 11, 2020, the Company announced that the Issuer has amended the terms of its previously announced cash tender offer for its 6.250% Senior Secured Notes due 2023 (the “2023 Notes”) to remove the \$1.0 billion tender cap, increasing the maximum aggregate principal amount of 2023 Notes that are subject to purchase under the tender offer from \$1.0 billion to any and all 2023 Notes outstanding and amend the financing condition to account for such removal of the tender cap. A copy of the press release making this announcement is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

**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 December 11, 2020](#)
- 99.2 [Press Release of Community Health Systems, Inc., dated December 11, 2020](#)
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

**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: December 11, 2020

COMMUNITY HEALTH SYSTEMS, INC.  
(Registrant)

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



**COMMUNITY HEALTH SYSTEMS, INC. ANNOUNCES PRICING  
OF \$2.8 BILLION SENIOR SECURED NOTES**

**FRANKLIN, Tenn. (December 11, 2020)** – Community Health Systems, Inc. (the “Company”) (NYSE: CYH) today announced that its wholly owned subsidiary, CHS/Community Health Systems, Inc. (the “Issuer”), has priced an offering of \$1.9 billion aggregate principal amount of its 5.625% Senior Secured Notes due 2027 and \$0.9 billion aggregate principal amount of its 6.000% Senior Secured Notes due 2029 (together, the “Notes”) (the “Notes Offering”). The sale of the Notes is expected to be consummated on or about December 28, 2020, subject to customary closing conditions. The size of the Notes Offering was increased, across the two series of Notes, by \$1.75 billion aggregate principal amount subsequent to the initial announcement of the Notes Offering.

The Issuer intends to use the net proceeds of the Notes Offering to repurchase and/or redeem all of its 6.250% Senior Secured Notes due 2023 (the “2023 Notes”) and to pay related fees and expenses. In particular, the Issuer intends to use the net proceeds from the Notes Offering (i) to purchase the portion of the Issuer’s outstanding 2023 Notes that are validly tendered and accepted for purchase in the cash tender offer announced on December 11, 2020, and (ii) to the extent the aggregate principal amount of 2023 Notes validly tendered and accepted for purchase in the cash tender offer is less than the entire aggregate principal amount of 2023 Notes outstanding, redeem or repurchase (in one or more open market repurchases and/or privately negotiated transactions) the remaining outstanding principal amount of 2023 Notes.

The Notes are being offered in the United States to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States pursuant to Regulation S under the Securities Act. The Notes have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements.

**This press release is neither an offer to sell nor a solicitation of an offer to buy any securities, nor shall there be any offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful. Any offers of the Notes will be made only by means of a private offering memorandum. This notice is being issued pursuant to and in accordance with Rule 135(c) under the Securities Act.**

**Forward-Looking Statements**

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, except as otherwise required by law.

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**Investor Contacts:**

Kevin J. Hammons, 615-465 7000  
Executive Vice President and Chief Financial Officer  
or  
Ross W. Comeaux, 615-465-7012  
Vice President – Investor Relations

**Media Contact:**

Tomi Galin, 615-628-6607  
Senior Vice President, Corporate Communications, Marketing and  
Public Affairs

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**COMMUNITY HEALTH SYSTEMS, INC. ANNOUNCES REMOVAL OF  
TENDER CAP FOR ITS PREVIOUSLY ANNOUNCED CASH TENDER OFFER FOR 6.250% SENIOR SECURED NOTES DUE 2023**

**FRANKLIN, Tenn. (December 11, 2020)** – Community Health Systems, Inc. (the “Company”) (NYSE: CYH) today announced that its wholly owned subsidiary, CHS/Community Health Systems, Inc. (the “Issuer”), amended the terms of its previously announced cash tender offer (the “Tender Offer”) for its outstanding 6.250% Senior Secured Notes due 2023 (the “2023 Notes”) to remove the \$1,000 million tender cap (the “Tender Cap”), increasing the maximum aggregate principal amount of 2023 Notes that are subject to purchase under the Tender Offer from \$1,000 million to any and all 2023 Notes outstanding. The Issuer intends to fund the Tender Offer with the net proceeds from its previously announced senior secured notes offering, which was upsized from \$1,050 million to \$2,800 million.

Consistent with removing the Tender Cap and increasing the maximum aggregate principal amount of 2023 Notes that are subject to purchase under the Tender Offer, the Issuer has amended the financing condition of the Tender Offer to provide that the Issuer’s obligation to accept for purchase, and pay for, 2023 Notes validly tendered and not validly withdrawn is conditioned upon, among other things, the condition that the Issuer has completed a debt financing on terms and conditions satisfactory to it yielding gross cash proceeds of \$2,800 million or more.

As previously disclosed, if the Tender Offer is not fully subscribed as of the Early Tender Deadline, the Issuer currently intends to redeem or repurchase (in one or more open market repurchases and/or privately negotiated transactions) any and all of the 2023 Notes not purchased by the Issuer in the Tender Offer, although it has no obligation to do so.

The complete terms and conditions of the Tender Offer are set forth in the Offer to Purchase and remain unchanged except for the amendments set forth in this press release. The Issuer continues to reserve the right, in its sole discretion and subject to applicable law, to, among other things, (i) terminate or withdraw the Tender Offer and (ii) amend, modify or waive at any time, any of the terms and conditions of the Tender Offer in any respect, including waiver of any conditions to consummation of the Tender Offer.

The Issuer has retained Citigroup Global Markets Inc. to act as dealer manager in connection with the Tender Offer. Questions about the Tender Offer may be directed to Citigroup Global Markets Inc. at (800) 558-3745 (toll free) or (212) 723-6106 (collect). Copies of the Tender Offer documents and other related documents may be obtained from Global Bondholder Services Corporation, the depositary and information agent for the Tender Offer, at (866) 470-3800 (toll free) or (212) 430-3774 (collect) or email [contact@gbsc-usa.com](mailto:contact@gbsc-usa.com).

The Tender Offer is being made solely by means of the Tender Offer documents. Under no circumstances shall this press release constitute an offer to purchase or sell or the solicitation of an offer to purchase or sell the 2023 Notes or any other securities of the Issuer or any other person, nor shall there be any offer or sale of any 2023 Notes or other securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. In addition, nothing contained herein constitutes a notice of redemption of the 2023 Notes. No recommendation is made as to whether holders of the 2023 Notes should tender their 2023 Notes.

**Forward-Looking Statements**

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, except as otherwise required by law.

December 11, 2020

**Investor Contacts:**

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