

NATIONAL HEALTH REALTY INC
Form 425
August 06, 2007

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): August 3, 2007

NATIONAL HEALTHCARE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-13489
(Commission File Number)

52-2057472
(I.R.S. Employer
Identification No.)

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100 Vine Street, Suite 1400

Murfreesboro, Tennessee 37130

(Address of principal executive offices)

Registrant's telephone number, including area code: (615) 890-2020

Not Applicable

(Former name or former address, if changed since last report)

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))

Item 1.01.

Entry into a Material Definitive Agreement.

Merger Agreement

On August 3, 2007, NATIONAL HEALTHCARE CORPORATION (NHC) entered into Amendment No. 2 (the Amendment) to the Agreement and Plan of Merger by and among DAVIS ACQUISITION SUB LLC, a Delaware limited liability company (NHC/OP Sub), NHC/OP, L.P., a Delaware limited partnership and the direct parent of NHC/OP Sub (NHC/OP), NHC and NATIONAL HEALTH REALTY INC., a Maryland corporation (NHR) dated as of December 20, 2006 (the Merger Agreement). Pursuant to the Amendment, the termination date of the Merger Agreement has been extended to December 14, 2007.

The foregoing description of the Amendment and the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, a copy of which is attached hereto as Exhibit 2.1 and to the full text of the Merger Agreement, a copy of which was filed as Exhibit 2.1 to NHC's Current Report on Form 8-K filed on December 22, 2006, and amended by Exhibit 10.1 to NHC's Current Report on Form 8-K filed on April 11, 2007.

Item 9.01.

Financial Statements and Exhibits.

(d)

Exhibits.

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|--------------------|--|
| 2.1 | Amendment No. 2 to Agreement and Plan of Merger, dated August 3, 2007 by and among DAVIS ACQUISITION SUB LLC, NHC/OP, L.P., NATIONAL HEALTHCARE CORPORATION and NATIONAL HEALTH REALTY, INC. |

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:

August 6, 2007

NATIONAL HEALTHCARE CORPORATION

By:

/s/ Robert G. Adams

Name: Robert G. Adams

Title: President

EXHIBIT INDEX

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