

KINDRED HEALTHCARE, INC
Form DEFA14A
April 14, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Rule 14a-12

**CONFIDENTIAL, FOR USE OF THE COMMISSION
ONLY (AS PERMITTED BY RULE 14A-6(E)(2))**

KINDRED HEALTHCARE, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee was calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

April 14, 2015

Notice to Our Shareholders:

It is with deep regret that we inform you of the passing on April 10, 2015 of John H. Short, Ph.D., who had been a director of Kindred Healthcare, Inc. since June 2011 and was a nominee for re-election as a director at the 2015 Annual Meeting of Shareholders. Dr. Short passed away subsequent to the filing and printing of the proxy materials for the 2015 Annual Meeting, which have previously been transmitted to you.

Because Dr. Short will not be a nominee for election as a director at the 2015 Annual Meeting, there are now only ten nominees for election as directors. Each of the other nominees is named in our 2015 Proxy Statement. The Board of Directors has accordingly reduced the size of the Board to ten members. Any votes cast for Dr. Short will not be counted. It is not necessary for you to re-vote your shares if you have already voted or to obtain a new proxy card if you have not yet voted. Any shareholder of record who may desire to re-vote or change a previously executed proxy, however, may do so by following the procedures set forth in our Proxy Statement.

Kindred Healthcare, Inc.

680 South Fourth Street

Louisville, KY 40202