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VENCOR INC /NEW/
Form POS AM
June 26, 2001

As filed with the Securities and Exchange Commission on June 26, 2001

Registration No. 333-64897

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT

TO

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

KINDRED HEALTHCARE, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

61-1323993
(I.R.S. Employer Identification Number)

680 South Fourth Street
Louisville, KY 40202-2412

(Address of Registrant's Principal Executive Offices)

Vencor Retirement Savings Plan
(Full Title of the Plan)

M. Suzanne Riedman, Esq.
Senior Vice President and General Counsel
Kindred Healthcare, Inc.
680 South Fourth Street
Louisville, KY 40202-2412
(502) 596-7300

(Name, Address, and Telephone Number, Including Area Code, of Agent for Service)

with copies of all correspondence to:

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Arthur H. Kohn, Esq.
Cleary, Gottlieb, Steen & Hamilton
One Liberty Plaza
New York, NY 10006
(212) 225-2466

DEREGISTRATION OF SHARES

Kindred Healthcare, Inc. (formerly Vencor, Inc. and formerly Vencor Healthcare, Inc.), a Delaware corporation (the "Company"), has previously filed two Registration Statements on Form S-8, Registration No. 333-51359, filed with the Securities and Exchange Commission (the "Commission") on April 29, 1998 (the "April 1998 Registration Statement"), and Registration No. 333-64897, filed with the Commission on September 30, 1998 (the "September 1998 Registration Statement"), to register, in the aggregate, 6,500,000 shares of the Company's former common stock, par value \$0.25 per share (the "Shares"), for issuance pursuant to the Company's Retirement Savings Plan (the "Plan"). As of the date this Post-Effective Amendment is filed, 2,229,618 Shares have been issued under the Plan: all Shares registered on the April 1998 Registration Statement (1,500,000 Shares) have been issued, and 729,618 Shares registered on the September 1998 Registration Statement have been issued.

On September 13, 1999, the Company and substantially all of its subsidiaries filed voluntary petitions for protection under Chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). On March 1, 2001, the Bankruptcy Court approved the Company's fourth amended plan of reorganization filed with the Bankruptcy Court on December 14, 2000, as modified at the confirmation hearing (the "Amended Plan"). The order confirming the Amended Plan was signed on March 16, 2001 and entered on the docket of the Bankruptcy Court on March 19, 2001. The Amended Plan became effective on April 20, 2001. In connection with its emergence, the Company also changed its name to Kindred Healthcare, Inc.

In connection with the bankruptcy, all Shares were cancelled under the terms of the Amended Plan. In addition, the Company ceased offering the Shares as an investment alternative under the Plan during 1999. Pursuant to the Company's undertaking in the September 1998 Registration Statement, this Post-Effective Amendment is being filed by the Company to deregister 4,270,382 Shares, which constitute all of the securities registered pursuant to the September 1998 Registration Statement but remaining unissued under the Plan as of the date this Post-Effective Amendment is filed.

Two other retirement plans maintained by the Company - the TheraTx Retirement Savings Plan (the "TheraTx Plan") and the THC Retirement Savings Plan (the "THC Plan") were merged into the Plan on December 31, 1999. All remaining unissued Shares under the TheraTx Plan and the THC Plan are being deregistered separately on post-effective amendments to Registration Nos. 333-61387 and 333-63185, respectively.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 (the "Securities Act"), the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment to the September 1998 Registration Statement on Form S-8 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Louisville, Kentucky, on the 26th day of June, 2001.

KINDRED HEALTHCARE, INC.

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/s/ Richard A. Lechleiter

By: Richard A. Lechleiter
Vice President, Finance, Corporate
Controller and Treasurer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment has been signed by each of the following persons in the capacities indicated, on the 26th day of June, 2001.

Signature	Title
-----	-----
/s/ Edward L. Kuntz	
----- Edward L. Kuntz	Chairman of the Board, Chief Executive Officer and President (Principal Executive Officer)
/s/ James Bolin	
----- James Bolin	Director
/s/ Garry N. Garrison	
----- Garry N. Garrison	Director
/s/ Isaac Kaufman	
----- Isaac Kaufman	Director
/s/ John H. Klein	
----- John H. Klein	Director
/s/ David Tepper	
----- David Tepper	Director
/s/ Richard A. Schweinhart	
----- Richard A. Schweinhart	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Richard A. Lechleiter	
----- Richard A. Lechleiter	Vice President, Finance, Corporate Controller and Treasurer (Principal Accounting Officer)