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BEVERLY ENTERPRISES INC
Form 8-K
July 06, 2005

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) July 5, 2005

BEVERLY ENTERPRISES, INC.

(Exact Name of Registrant as Specified in Charter)

| | | |
|---|---------------------------------------|---|
| Delaware (State or Other Jurisdiction of Incorporation) | 1-9550 (Commission File Number) | 62-1691861 (I.R.S. Employer Identification No.) |
|---|---------------------------------------|---|

One Thousand Beverly Way
Fort Smith, Arkansas

72919

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number including area code (479) 201-2000

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 7.01 Regulation FD Disclosure.

On July 5, 2005, Beverly Enterprises, Inc. ("BEI") issued a press release announcing that its 2.75 percent Convertible Subordinated Notes due 2033 (the "Notes") continue to be eligible for conversion into BEI's common stock at a

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conversion rate of 134.1922 per \$1,000 principal amount of Notes, or \$7.45 per share. A copy of the press release is attached to this report as Exhibit 99.1.

Item 9.01 Financial Statement, Pro Forma Financial Information and Exhibits.

(a) Exhibits

| Exhibit No. ----- | Exhibit ----- |
|----------------------|------------------|
| 99.1 | Press Release |

SIGNATURE

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.

Dated: July 5, 2005

BEVERLY ENTERPRISES, INC.

By: /s/ Jeffrey P. Freimark

Name: Jeffrey P. Freimark
Title: Executive Vice President, Chief
Financial and Information Officer

EXHIBIT INDEX

| Exhibit No. ----- | Exhibit ----- |
|----------------------|------------------|
| 99.1 | Press Release |