

NATIONAL HEALTHCARE CORP

Form 8-K

August 13, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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 13, 2017 (August 9, 2017)

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NATIONAL HEALTHCARE CORPORATION

(Exact name of registrant as specified in its charter)

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Delaware

001-13489

52-2057472

(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

**100 Vine Street**

**37130**

**Murfreesboro, Tennessee**

(Zip Code)

(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)

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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 (17CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1988 or Rule 12b-2 of the Securities Exchange Act of 1934. 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 standards pursuant to Section 13(a) of the Exchange Act. ☐

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**Item 8.01. Other Events.**

On August 9, 2018, the Board of Directors authorized a new stock repurchase program. The program will allow for repurchases of up to \$25 million of its common stock. The new stock repurchase plan will begin September 1, 2018 and will expire on August 31, 2019. The new stock repurchase plan replaces the existing stock repurchase plan that expires August 31, 2018.

Under the stock repurchase program, the Company may repurchase its common stock from time to time, in amounts and at prices the Company deems appropriate, subject to market conditions and other considerations. The Company's repurchases may be executed using open market purchases, privately negotiated agreements or other transactions. The Company intends to fund repurchases under the new stock repurchase program from cash on hand, available borrowings or proceeds from potential debt or other capital market sources. The stock repurchase program may be suspended or discontinued at any time without prior notice. The Company will provide an update regarding any purchases made pursuant to the stock repurchase program each time it reports its results of operations.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	<u>Copy of press release issued on August 13, 2018 by National HealthCare Corporation announcing a new stock repurchase program.</u>

**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 13, 2018

NATIONAL HEALTHCARE CORPORATION

By: /s/ Brian F. Kidd

Name: Brian F. Kidd

Title: Senior VP/Controller

Principal Accounting Officer