

BEVERLY ENTERPRISES INC

Form 8-K

February 22, 2006

**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) February 22, 2006  
BEVERLY ENTERPRISES, INC.**

**(Exact Name of Registrant as Specified in Charter)**

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

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 February 22, 2006, Beverly Enterprises, Inc. ( BEI ) issued a press release, a copy of which is attached hereto as Exhibit 99.1, announcing that as a result of the pending merger, its 2.75 percent Convertible Subordinated Notes due 2033 may be surrendered for conversion into BEI common stock at any time from and after February 27, 2006 (which is 15 days prior to the expected effective date of the merger) until 15 days after the actual date of the merger.

**Item 9.01 Financial Statements and Exhibits**

(a) Exhibits

| Exhibit No. | Exhibit                                |
|-------------|--|
| 99.1        | Press release, dated February 22, 2006 |

---

**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: February 22, 2006

**BEVERLY ENTERPRISES, INC.**

By: /s/ Pamela H. Daniels

Name: Pamela H. Daniels

Title: Senior Vice President, Controller and  
Chief Accounting Officer

---

**EXHIBIT INDEX**

| Exhibit No. |  | Exhibit |
|-------------|--|---------|
| 99.1        | Press release, dated February 22, 2006 |         |