

BEVERLY ENTERPRISES INC

Form DEFA14A

August 19, 2005

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**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) August 19, 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
(Address of Principal Executive Offices)

72919
(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))

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SIGNATURE

Press Release

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Item 8.01 Other Events

On August 19, 2005, Beverly Enterprises, Inc. (BEI) issued a press release announcing that it had received a proposal from Formation Capital, LLC, Franklin Mutual Advisers, LLC, Appaloosa Management, L.P. and Northbrook NBV, LLC to acquire, subject to certain conditions, all of the outstanding shares of BEI for \$12.90 per share in cash. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(a) Exhibits

Exhibit No.	Exhibit
99.1	Press release, dated August 19, 2005

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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: August 19, 2005

BEVERLY ENTERPRISES, INC.

By: /s/ Pamela H. Daniels

Name: Pamela H. Daniels

Title: Senior Vice President, Controller and
Chief Accounting Officer

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EXHIBIT INDEX

Exhibit No.	Exhibit
99.1	Press release, dated August 19, 2005