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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. 333-61387

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)

TheraTx 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:

Arthur H. Kohn, Esq.
Cleary, Gottlieb, Steen & Hamilton

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One Liberty Plaza
New York, NY 10006
(212) 225-2466

DEREGISTRATION OF SHARES

Kindred Healthcare, Inc. (formerly Vencor, Inc.), a Delaware corporation (the "Company"), has previously filed a Registration Statement on Form S-8, Registration No. 333-61387, filed with the Securities and Exchange Commission on August 13, 1998 (the "Registration Statement"), to register 940,000 shares of the Company's former common stock, par value \$0.25 per share (the "Shares"), for issuance pursuant to the TheraTx Retirement Savings Plan (the "TheraTx Plan"). The TheraTx Plan was merged into the Vencor Retirement Savings Plan (the "Vencor Plan") on December 31, 1999. As of the date this Post-Effective Amendment is filed, no Shares have been issued under the TheraTx Plan.

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 TheraTx Plan during 1999. Pursuant to the Company's undertaking in the Registration Statement, this Post-Effective Amendment is being filed by the Company to deregister 940,000 Shares, which constitute all of the securities registered pursuant to the Registration Statement but remaining unissued under the TheraTx Plan as of the date this Post-Effective Amendment is filed. All remaining unissued Shares under the Vencor Plan are being deregistered separately on a post-effective amendment to Registration No. 333-64897.

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 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.

/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

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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) |