

NATIONAL HEALTHCARE CORP  
Form 10-K/A  
March 03, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 10-K/A**

**Amendment No. 1**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES AND EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2009**

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Commission File No. 001-13489**

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(Exact name of registrant as specified in its Corporate Charter)

**Delaware**  
(State of Incorporation)

**52-2057472**  
(I.R.S. Employer I.D. No.)

**100 Vine Street**  
**Murfreesboro, Tennessee 37130**  
(Address of principal executive offices)  
Telephone Number: **615-890-2020**

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Securities registered pursuant to Section 12(b) of the Act.

Title of Each Class  
**Shares of Common Stock**

Name of Each Exchange on which Registered  
**NYSE Amex**

**Shares of Preferred Cumulative Convertible Stock**

**NYSE Amex**

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Securities registered pursuant to Section 12(g) of the Act: **None**

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No  T

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No  T

Indicate by check mark whether the registrant (a) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes  T No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. (as defined in Rule 12b-2 of the Act). Large accelerated filer  Accelerated filer  T Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes  No  T

The aggregate market value of Common Stock held by non-affiliates on June 30, 2009 (based on the closing price of such shares on the NYSE Amex) was approximately \$235 million. For purposes of the foregoing calculation only, all directors, named executive officers and persons known to the Registrant to be holders of 5% or more of the Registrant's Common Stock have been deemed affiliates of the Registrant. The number of shares of Common Stock outstanding as of February 28, 2010 was 13,717,701.

**Documents Incorporated by Reference**

The following documents are incorporated by reference into Part III, Items 10, 11, 12, 13 and 14 of this Form 10-K:  
The Registrant's definitive proxy statement for its 2010 shareholder's meeting.



### **EXPLANATORY NOTE**

After filing the Form 10-K for the year ended December 31, 2009 on March 2, 2010, National HealthCare Corporation realized that there was an error in Exhibit 23.1. The purpose of this amendment no. 1 is to file the correct Exhibit 23.1 to reflect the correct date of the Auditor's reports as March 2, 2010. Pursuant to the rules of the Securities and Exchange Commission, also included are currently dated certifications from the principal executive and principal financial officers, as required by Sections 302 of the Sarbanes-Oxley Act of 2002, attached as Exhibits 31.1 and 31.2 to this amendment no. 1. Except as described above, no other changes are being made to the Form 10-K for the year ended December 31, 2009.

### **PART IV**

#### **Item 15. Exhibits and Financial Statement Schedule.**

The following documents are filed as a part of this report:

(a)

(1)

Financial Statements: (previously filed)

(2)

Financial Statement Schedule: (previously filed)

(3)

Exhibits:

Reference is made to the Exhibit Index, which is found within this amendment

no. 1 to Form 10-K Annual Report.

### **SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

NATIONAL HEALTHCARE CORPORATION

Date: March 3, 2010

BY: /s/ Robert G. Adams

Robert G. Adams

Chairman

Chief Executive Officer

NATIONAL HEALTHCARE CORPORATION AND SUBSIDIARIES  
FORM 10-K FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009  
EXHIBIT INDEX

Exhibit No.	Description	Page No. or Location
2.1	Agreement and Plan of Merger, dated December 20, 2006, by and among Davis Acquisition Sub LLC, NHC/OP, L.P., NHC and NHR	Incorporated by reference to Exhibit 2.1 to the current report on Form 8-K, filed with the SEC on December 20, 2006
2.2	Amendment and Waiver No. 1 to Agreement and Plan of Merger, dated April 6, 2007, by and among Davis Acquisition Sub LLC, NHC/OP, L.P., NHC and NHR	Incorporated by reference to Exhibit 10.1 to the current report on Form 8-K filed on April 11, 2007
2.3	Amendment No. 2 to Agreement and Plan of Merger, dated August 3, 2007, by and among Davis Acquisition Sub LLC, NHC/OP, L.P., NHC and NHR	Incorporated by reference to Exhibit 2.1 to the current report on Form 8-K filed on August 6, 2007
3.1	Certificate of Incorporation of National HealthCare Corporation	Incorporated by reference to Exhibit 3.1 to the Registrant's registration statement on Form S-4 (File No. 333-37185) dated October 3, 1997)
3.2	Certificate of Amendment to the Certificate of Incorporation of National HealthCare Corporation	Incorporated by reference to Exhibit 3.2 to the Registrant's registration statement on Form 8-A, dated October 31, 2007)
3.3		

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Certificate of Designations of Series A Convertible Preferred Stock of National HealthCare Corporation

Incorporated by reference to Exhibit 2.1 to the current report on Form 8-K filed on December 20, 2006

3.4 Certificate of Designation Series B Junior Participating Preferred Stock

Incorporated by reference to Exhibit 3.1 to the Registrant's registration statement on Form 8-A, dated August 3, 2007

3.5 By-laws

Specifically incorporated by reference to Exhibit A attached to Form S-4, (Proxy Statement-Prospectus), amended, Registration No. 333-37185, (December 5, 1997)

4.1 Form of Common Stock

Specifically incorporated by reference to Exhibit A attached to Form S-4, (Proxy Statement-Prospectus), amended, Registration No. 333-37185, (December 5, 1997)

4.2 Form of Series A Convertible Preferred Stock Certificate

Incorporated by reference to Exhibit A to Exhibit 3.5 to the Registrant's registration statement on Form 8-A, dated October 31, 2007)

4.3	Rights Agreement, dated as of August 2, 2007, between National HealthCare Corporation and Computershare Trust Company, N.A.	Incorporated by reference to Exhibit 4.1 to the Registrant's registration statement on Form 8-A, dated August 3, 2007
10	Material Contracts	Incorporated by reference from Exhibits 10.1 thru 10.9 attached to Form S-4, (Proxy Statement-Prospectus), as amended, Registration No. 333-37185 (December 5, 1997)
10.11	Employee Stock Purchase Plan	Specifically incorporated by reference to Exhibit A attached to Form S-4), Proxy Statement-Prospectus), amended, Registration No. 333-37185, (December 5, 1997)
10.12	1997 Stock Option Plan	Incorporated by reference from 1997 Proxy Statement/Prospectus filed on December 5, 1997
10.13	2004 Non-Qualified Stock Option Plan	Incorporated by reference from 2005 Proxy Statement filed on March 28, 2005
10.14	2005 Stock Option, Employee Stock Purchase, Physician Stock Purchase and Stock Appreciation Rights Plan	Incorporated by reference from 2005 Proxy Statement filed on March 28, 2005
10.15	Amendment No. 1 to Master Operating Lease between NHR/OP, L.P. and National HealthCare Corporation	Incorporated by reference to Exhibit 10.15 from 2005 Form 10-K filed March 16, 2006
10.16	Amendment No. 2 to Master Operating Lease between NHR/OP, L.P. and National HealthCare Corporation	Incorporated by reference to Exhibit 10.16 from 2005 Form 10-K filed March 16, 2006
10.17	Amendment No. 3 to Master Operating Lease between NHR/OP, L.P. and National HealthCare Corporation	Incorporated by reference to Exhibit 10.17 from 2005 Form 10-K filed March 16, 2006



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|-------|-------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| 10.18 | Amendment No. 4 to Master Operating Lease between NHR/OP, L.P. and National HealthCare Corporation                | Incorporated by reference to Exhibit 10.18 from 2005 Form 10-K filed March 16, 2006 |
| 10.19 | Amendment No. 1 to Master Agreement to Lease between National Health Investors, Inc. and National HealthCorp L.P. | Incorporated by reference to Exhibit 10.19 from 2005 Form 10-K filed March 16, 2006 |
| 10.20 | Amendment No. 2 to Master Agreement to Lease between National Health Investors, Inc. and National HealthCare L.P. | Incorporated by reference to Exhibit 10.20 from 2005 Form 10-K filed March 16, 2006 |
| 10.21 | Amendment No. 3 to Master Agreement to Lease between National Health Investors, Inc. and National HealthCare L.P. | Incorporated by reference to Exhibit 10.21 from 2005 Form 10-K filed March 16, 2006 |

10.22	Amendment No. 4 to Master Agreement to Lease between National Health Investors, Inc. and National HealthCare L.P.	Incorporated by reference to Exhibit 10.22 from 2005 Form 10-K filed March 16, 2006
10.23	Amendment No. 5 to Master Agreement to Lease between National Health Investors, Inc. and National HealthCare Corporation	Incorporated by reference to Exhibit 10.23 from 2005 Form 10-K filed March 16, 2006
10.24	Letter Agreement dated December 15, 2006, between NHC and AdamsMark, L.P.	Incorporated by reference to Exhibit 10.1 to Form 8-K filed on January 16, 2007
10.25	2002 Stock Option Plan	Incorporated by reference to Exhibit B to Schedule 14A filed on March 1, 2002
10.24	Credit Agreement, dated October 30, 2007, between National HealthCare Corporation and Bank of America, N.A	Incorporated by reference to Exhibit 10.1 of National HealthCare Corporation's current report on Form 8-K filed on November 2, 2007
10.25	First Amendment to Credit Agreement dated October 28, 2008 between National HealthCare Corporation and Bank of America, N.A.	Incorporated by reference to Exhibit 10.1 of National HealthCare Corporation's current report on Form 8-K filed on October 17, 2008
10.26	Second Amendment to Credit Agreement dated October 27, 2009 between National HealthCare Corporation and Bank of America, N.A.	Incorporated by reference to Exhibit 10.1 of National HealthCare Corporation's current report on Form 8-K filed on October 27, 2009.
14	Code of Ethics	Available at NHC's website <a href="http://www.nhccare.com">www.nhccare.com</a> or in print upon request to:  National HealthCare Corp.  Attn: Investor Relations  P. O. Box 1398  Murfreesboro, TN 37133-1398  Telephone (615) 890-2020

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21	Subsidiaries of Registrant	Incorporated by reference to Exhibit 21 from 2009 Form 10-K filed March 2, 2010
23.1	Consent of Independent Registered Public Accounting Firm Ernst & Young LLP	Filed Herewith
23.2	Consent of Independent Registered Public Accounting Firm BDO Seidman LLP	Incorporated by reference to Exhibit 23.2 from 2009 Form 10-K March 2, 2010
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer	Filed Herewith
31.2	Rule 13a-14(a)/15d-14(a) Certification of Principal Accounting Officer	Filed Herewith
32	Certification pursuant to 18 U.S.C. Section 1350 by Chief Executive Officer and Principal Accounting Officer	Incorporated by reference to Exhibit 32 from 2009 Form 10-K filed March 2, 2010