

NATIONAL HEALTHCARE CORP  
Form 10-Q  
May 03, 2016

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

**FORM 10-Q**

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2016

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 number 001-13489  
(Exact name of registrant as specified in its Charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

52-2057472  
(I.R.S. Employer  
Identification No.)

100 E. Vine Street  
Murfreesboro, TN

37130  
(Address of principal executive offices)  
(Zip Code)

(615) 890-2020  
Registrant's telephone number, including area code

Indicate by check mark whether the registrant: (1) 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  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

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated file," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer [ ]

Accelerated filer [x]

Non-accelerated filer (Do not check if a smaller reporting company) [ ]

Smaller reporting company [ ]

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

15,271,739 shares of common stock of the registrant were outstanding as of April 29, 2016.

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**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements.****NATIONAL HEALTHCARE CORPORATION****Interim Condensed Consolidated Statements of Income***(in thousands, except share and per share amounts)**(unaudited)*

|   | Three Months Ended |            |
|---|--------------------|------------|
|   | March 31           |            |
|   | 2016               | 2015       |
| Revenues:                                   |                    |            |
| Net patient revenues                        | \$ 218,106         | \$ 212,061 |
| Other revenues                              | 11,482             | 10,346     |
| Net operating revenues                      | 229,588            | 222,407    |
| Cost and Expenses:                          |                    |            |
| Salaries, wages and benefits                | 130,020            | 125,716    |
| Other operating                             | 61,309             | 59,747     |
| Facility rent                               | 10,327             | 9,985      |
| Depreciation and amortization               | 9,354              | 8,933      |
| Interest                                    | 954                | 590        |
| Total costs and expenses                    | 211,964            | 204,971    |
| Income Before Non-Operating Income          | 17,624             | 17,436     |
| Non-Operating Income                        | 4,773              | 4,222      |
| Income Before Income Taxes                  | 22,397             | 21,658     |
| Income Tax Provision                        | (8,698)            | (8,416)    |
| Net Income                                  | 13,699             | 13,242     |
| Dividends to Preferred Stockholders         | -                  | (2,168)    |
| Net Income Available to Common Stockholders | \$ 13,699          | \$ 11,074  |
| Earnings Per Common Share:                  |                    |            |

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|   |    |            |    |            |
|---|----|------------|----|------------|
| Basic                                       | \$ | 0.92       | \$ | 0.80       |
| Diluted                                     | \$ | 0.91       | \$ | 0.77       |
| Weighted Average Common Shares Outstanding: |    |            |    |            |
| Basic                                       |    | 14,916,905 |    | 13,761,561 |
| Diluted                                     |    | 15,135,446 |    | 14,289,800 |
| Dividends Declared Per Common Share         | \$ | 0.40       | \$ | 0.34       |

*The accompanying notes to interim condensed consolidated financial statements are an integral part of these consolidated statements.*

**NATIONAL HEALTHCARE CORPORATION****Interim Condensed Consolidated Statements of Comprehensive Income***(unaudited – in thousands)*

|  | Three Months Ended |           |
|--|--------------------|-----------|
|  | March 31           |           |
|  | 2016               | 2015      |
| Net Income   | \$ 13,699          | \$ 13,242 |
| Other Comprehensive Income:  |                    |           |
| Unrealized gains on investments in marketable securities             | 12,504             | 3,987     |
| Reclassification adjustment for realized gains on sale of securities | (279)              | (341)     |
| Income tax expense related to items of other comprehensive income    | (4,667)            | (1,366)   |
| Other comprehensive income, net of tax                               | 7,558              | 2,280     |
| Comprehensive Income   | \$ 21,257          | \$ 15,522 |

*The accompanying notes to interim condensed consolidated financial statements are an integral part of these consolidated statements.*

**NATIONAL HEALTHCARE CORPORATION****Interim Condensed Consolidated Balance Sheets***(in thousands)*

|   | March 31, 2016<br><i>unaudited</i> | December 31,<br>2015 |
|---|------------------------------------|----------------------|
| <b>Assets</b>   |                                    |                      |
| Current Assets:   |                                    |                      |
| Cash and cash equivalents   | \$ 49,183                          | \$ 38,208            |
| Restricted cash and cash equivalents  | 12,142                             | 8,793                |
| Marketable securities   | 125,871                            | 116,168              |
| Restricted marketable securities  | 15,260                             | 18,276               |
| Accounts receivable, less allowance for doubtful<br>accounts of \$6,520 and \$5,583, respectively | 81,732                             | 84,095               |
| Inventories   | 7,298                              | 7,568                |
| Prepaid expenses and other assets   | 3,124                              | 2,171                |
| Notes receivable, current portion   | 1,656                              | 460                  |
| Federal income tax receivable   | -                                  | 3,203                |
| Total current assets  | 296,266                            | 278,942              |
| Property and Equipment:   |                                    |                      |
| Property and equipment, at cost   | 888,686                            | 875,287              |
| Accumulated depreciation and amortization   | (348,562)                          | (339,241)            |
| Net property and equipment  | 540,124                            | 536,046              |
| Other Assets:   |                                    |                      |
| Restricted cash and cash equivalents  | 2,313                              | 2,313                |
| Restricted marketable securities  | 152,913                            | 151,590              |
| Deposits and other assets   | 8,316                              | 8,451                |
| Goodwill  | 17,600                             | 17,600               |
| Notes receivable, less current portion  | 13,270                             | 12,704               |
| Investments in limited liability companies  | 37,246                             | 37,683               |
| Total other assets  | 231,658                            | 230,341              |
| Total assets  | \$ 1,068,048                       | \$ 1,045,329         |



*The accompanying notes to interim condensed consolidated financial statements are an integral part of these consolidated statements.*

## NATIONAL HEALTHCARE CORPORATION

## Interim Condensed Consolidated Balance Sheets (continued)

(in thousands, except share and per share amounts)

|   | March 31,<br>2016<br><i>unaudited</i> | December 31,<br>2015 |
|---|---------------------------------------|----------------------|
| <b>Liabilities and Stockholders' Equity</b>   |                                       |                      |
| Current Liabilities:  |                                       |                      |
| Trade accounts payable  | \$ 17,891                             | \$ 20,128            |
| Capital lease obligations, current portion  | 3,328                                 | 3,279                |
| Accrued payroll   | 50,714                                | 65,338               |
| Amounts due to third party payors   | 17,598                                | 16,654               |
| Accrued risk reserves, current portion  | 27,402                                | 27,069               |
| Other current liabilities   | 15,769                                | 12,192               |
| Dividends payable   | 6,106                                 | 5,996                |
| Total current liabilities   | 138,808                               | 150,656              |
| Long-term debt  | 120,000                               | 120,000              |
| Capital lease obligations, less current portion   | 29,378                                | 30,228               |
| Accrued risk reserves, less current portion   | 74,272                                | 71,439               |
| Refundable entrance fees  | 10,071                                | 9,865                |
| Obligation to provide future services   | 3,440                                 | 3,440                |
| Deferred income taxes   | 15,240                                | 9,096                |
| Other noncurrent liabilities  | 16,788                                | 16,294               |
| Deferred revenue  | 5,473                                 | 3,315                |
| Stockholders' Equity:   |                                       |                      |
| Common stock, \$.01 par value; 30,000,000 shares<br>authorized; 15,264,139 and 15,000,616 shares,<br>respectively, issued and outstanding | 153                                   | 150                  |
| Capital in excess of par value  | 217,896                               | 209,469              |
| Retained earnings   | 375,607                               | 368,013              |
| Accumulated other comprehensive income  | 60,922                                | 53,364               |
| Total stockholders' equity  | 654,578                               | 630,996              |
| Total liabilities and stockholders'<br>equity   | \$ 1,068,048                          | \$ 1,045,329         |

*The accompanying notes to interim condensed consolidated financial statements are an integral part of these consolidated statements.*

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## NATIONAL HEALTHCARE CORPORATION

## Interim Condensed Consolidated Statements of Cash Flows

*(unaudited – in thousands)*

|   | Three Months Ended |           |
|---|--------------------|-----------|
|   | March 31           |           |
|   | 2016               | 2015      |
| <b>Cash Flows From Operating Activities:</b>                                      |                    |           |
| Net income  | \$ 13,699          | \$ 13,242 |
| Adjustments to reconcile net income to net cash provided by operating activities: |                    |           |
| Depreciation and amortization   | 9,354              | 8,933     |
| Provision for doubtful accounts receivable  | 1,885              | 1,981     |
| Equity in earnings of unconsolidated investments                                  | (1,505)            | (1,119)   |
| Distributions from unconsolidated investments                                     | 2,851              | 2,951     |
| Gains on sale of restricted marketable securities                                 | (279)              | (341)     |
| Deferred income taxes (benefit)   | 1,477              | (2,294)   |
| Stock-based compensation  | 286                | 478       |
| Changes in operating assets & liabilities:  |                    |           |
| Restricted cash and cash equivalents  | (6,519)            | (2,328)   |
| Accounts receivable   | 478                | (4,708)   |
| Income tax receivable   | 3,203              | 4,727     |
| Inventories   | 270                | 14        |
| Prepaid expenses and other assets   | (953)              | (854)     |
| Trade accounts payable  | (2,237)            | 4,839     |
| Accrued payroll   | (14,624)           | (14,186)  |
| Amounts due to third party payors   | 944                | 1,502     |
| Other current liabilities and accrued risk reserves                               | 6,749              | 8,707     |
| Other noncurrent liabilities  | 494                | 804       |
| Deferred revenue  | 2,158              | 2,033     |
| Net cash provided by operating activities   | 17,731             | 24,381    |
| <b>Cash Flows From Investing Activities:</b>                                      |                    |           |
| Additions to property and equipment   | (13,432)           | (12,580)  |
| Investments in unconsolidated limited liability companies                         | (904)              | (323)     |
| Investments in notes receivable   | (1,844)            | (42)      |
| Collections of notes receivable   | 77                 | 114       |
| Change in restricted cash and cash equivalents                                    | 3,170              | (8,018)   |
| Purchase of restricted marketable securities                                      | (11,079)           | (8,417)   |
| Sale of restricted marketable securities  | 15,573             | 15,408    |
| Net cash used in investing activities   | (8,439)            | (13,858)  |
| <b>Cash Flows From Financing Activities:</b>                                      |                    |           |
| Tax (expense) benefit from stock-based compensation                               | (1,186)            | 218       |
| Principal payments under capital lease obligations                                | (801)              | (755)     |
| Dividends paid to preferred stockholders  | -                  | (2,168)   |
| Dividends paid to common stockholders   | (5,995)            | (4,792)   |
| Issuance of common shares   | 9,330              | 5,036     |
| Entrance fee deposits (refunds)   | 206                | (60)      |

|   |  |           |           |
|---|--|-----------|-----------|
| Change in deposits                                    |  | 129       | 442       |
|   | Net cash provided by (used in)<br>financing activities | 1,683     | (2,079)   |
| <b>Net Increase in Cash and Cash Equivalents</b>      |  | 10,975    | 8,444     |
| <b>Cash and Cash Equivalents, Beginning of Period</b> |  | 38,208    | 69,767    |
| <b>Cash and Cash Equivalents, End of Period</b>       |  | \$ 49,183 | \$ 78,211 |

*The accompanying notes to interim condensed consolidated financial statements are an integral part of these consolidated statements.*

**NATIONAL HEALTHCARE CORPORATION**

**Interim Condensed Consolidated Statements of Stockholders' Equity**

*(in thousands, except share and per share amounts)*

*(unaudited)*

|   | Preferred Stock |            | Common Stock |        | Capital<br>in<br>Excess<br>of<br>Par<br>Value | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income | Total<br>Stockholders'<br>Equity |         |
|---|-----------------|------------|--------------|--------|---|----------------------|---|----------------------------------|---------|
|   | Shares          | Amount     | Shares       | Amount |   |                      |   |                                  |         |
| Balance at January 1, 2015                                      | 10,836,659      | \$ 170,494 | 14,110,859   | \$ 140 | \$ 154,965                                    | \$ 343,941           | \$ 64,608                                       | 734,148                          |         |
| Net income  | –               | –          | –            | –      | –   | 13,242               | –   | 13,242                           |         |
| Other comprehensive income                                      | –               | –          | –            | –      | –   | –                    | 2,280   | 2,280                            |         |
| Stock-based compensation  | –               | –          | –            | –      | 478   | –                    | –   | 478                              |         |
| Tax benefit from exercise of stock options                      | –               | –          | –            | –      | 218   | –                    | –   | 218                              |         |
| Shares sold – options exercised                                 | –               | –          | 107,901      | 1      | 5,035   | –                    | –   | 5,036                            |         |
| Dividends declared to preferred stockholders (\$0.20 per share) | –               | –          | –            | –      | –   | (2,168)              | –   | (2,168)                          |         |
| Dividends declared to common stockholders (\$0.34 per share)    | –               | –          | –            | –      | –   | (4,834)              | –   | (4,834)                          |         |
| Balance at March 31, 2015                                       | 10,836,659      | \$ 170,494 | 14,218,760   | \$ 141 | \$ 160,696                                    | \$ 350,181           | \$ 66,888                                       | 748,400                          |         |
| Balance at January 1, 2016                                      | –               | \$ –       | –            | \$ –   | 150   | \$ 209,469           | \$ 368,013                                      | \$ 53,364                        | 630,996 |

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|  |     |             |         |     |            |            |           |            |
|--|-----|-------------|---------|-----|------------|------------|-----------|------------|
| Net income   | –   | –           | –       | –   | –          | 13,699     | –         | 13,699     |
| Other comprehensive income                                   | –   | –           | –       | –   | –          | –          | 7,558     | 7,558      |
| Stock-based compensation                                     | –   | –           | –       | –   | 286        | –          | –         | 286        |
| Tax expense from exercise of stock options                   | –   | –           | –       | –   | (1,186)    | –          | –         | (1,186)    |
| Shares sold – options exercised                              | –   | –           | 263,523 | 3   | 9,327      | –          | –         | 9,330      |
| Dividends declared to common stockholders (\$0.40 per share) | –   | –           | –       | –   | –          | (6,105)    | –         | (6,105)    |
| Balance at March 31, 2016                                    | –\$ | –15,264,139 | \$      | 153 | \$ 217,896 | \$ 375,607 | \$ 60,922 | \$ 654,578 |

*The accompanying notes to interim condensed consolidated financial statements are an integral part of these consolidated statements.*

**NATIONAL HEALTHCARE CORPORATION**

Notes to Interim Condensed Consolidated Financial Statements

March 31, 2016

*(unaudited)*

**Note 1 – Description of Business**

National HealthCare Corporation (“NHC” or the “Company”) is a leading provider of senior health care services. As of March 31, 2016, we operate or manage, through certain affiliates, 73 long-term care centers with a total of 9,256 licensed beds, 20 assisted living facilities, five independent living facilities, and 36 homecare programs. We operate specialized care units within certain of our healthcare centers such as Alzheimer's disease care units and sub-acute nursing units. We also have a non-controlling ownership interest in a hospice care business that services NHC owned health care centers and others. In addition, we provide insurance services, management and accounting services, and we lease properties to operators of skilled nursing centers. We operate in 10 states and are located primarily in the southeastern United States.

**Note 2 – Summary of Significant Accounting Policies**

The listing below is not intended to be a comprehensive list of all of our significant accounting policies. In many cases, the accounting treatment of a particular transaction is specifically dictated by generally accepted accounting principles, with limited need for management's judgment in their application. There are also areas in which management's judgment in selecting any available alternative would not produce a materially different result. See our audited December 31, 2015 consolidated financial statements and notes thereto which contain accounting policies and other disclosures required by generally accepted accounting principles. Our audited December 31, 2015 consolidated financial statements are available at our web site: [www.nhccare.com](http://www.nhccare.com).

*Basis of Presentation*



The unaudited interim condensed consolidated financial statements to which these notes are attached include all normal, recurring adjustments which are necessary to fairly present the financial position, results of operations and cash flows of NHC. All significant intercompany transactions and balances have been eliminated in consolidation. We assume that users of these interim financial statements have read or have access to the audited December 31, 2015 consolidated financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations and that the adequacy of additional disclosure needed for a fair presentation, except in regard to material contingencies, may be determined in that context. Accordingly, footnotes and other disclosures which would substantially duplicate the disclosure contained in our most recent annual report to stockholders have been omitted. This interim financial information is not necessarily indicative of the results that may be expected for a full year for a variety of reasons.

#### *Estimates and Assumptions*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and could cause our reported net income to vary significantly from period to period.

#### *Recently Adopted Accounting Guidance*

In April 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2015-03, "Imputation of Interest (Sub-Topic 835.30): Simplifying the Presentation of Debt Issuance Costs". ASU 2015-03 requires debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. In August 2015, the FASB issued ASU 2015-15 clarifying the application of this guidance to line of credit arrangements. The amendments in the ASUs are effective retrospectively for fiscal years, and for interim periods within those fiscal

years, beginning after December 15, 2015. This guidance did not have a material impact on our consolidated financial statements.

In February 2015, the FASB issued ASU No. 2015-02 “Amendments to the Consolidation Analysis”. This update is in response to stakeholders that have expressed concerns that current generally accepted accounting principles (“GAAP”) might require a reporting entity to consolidate another legal entity in situations in which the reporting entity’s contractual rights do not give it the ability to act primarily on its own behalf, the reporting entity does not hold a majority of the legal entity’s voting rights, or the reporting entity is not exposed to a majority of the legal entity’s economic benefits or obligations. Thus, the update modifies the evaluation of whether limited partnerships and similar legal entities are variable interest entities (“VIEs”) or voting interest entities. It eliminates the presumption that a general partner should consolidate a limited partnership, for limited partnerships and similar legal entities that qualify as voting interest entities; a limited partner with a controlling financial interest should consolidate a limited partnership. A controlling financial interest may be achieved through holding a limited partner interest that provides substantive kick-out rights. Finally, it requires consideration of the effects of fee arrangements and related parties on the primary beneficiary determination. The amendments in this update are effective for annual reporting periods beginning after December 15, 2015, including interim periods within that reporting period. This guidance did not have a material impact on our consolidated financial statements.

#### *Recent Accounting Guidance Not Yet Adopted*

In March 2016, the FASB issued ASU 2016-09, “Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting.” ASU 2016-09 simplifies the accounting for share-based payment award transactions including: income tax consequences, classification of awards as either equity or liabilities and classification on the statement of cash flows. ASU 2016-09 is effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. Early adoption is permitted. We are currently evaluating the requirements of ASU 2016-09 and have not yet determined its impact on our consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, "Leases (Topic 842)." The objective of this update is to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. This ASU is effective for fiscal years beginning after December 15, 2018, including interim periods within those annual periods and is to be applied utilizing a modified retrospective approach. We anticipate this standard will have a material impact on our consolidated financial statements. Additionally, we are currently evaluating the impact this standard will have on our policies and procedures and internal control framework.

In January 2016, the FASB issued ASU No. 2016-01, “Financial Instruments - Recognition and Measurement of Financial Assets and Financial Liabilities (Topic 825)”. ASU No. 2016-01 revises the classification and measurement of investments in certain equity investments and the presentation of certain fair value changes for certain financial liabilities measured at fair value. ASU No. 2016-01 requires the change in fair value of many equity investments to

be recognized in net income. ASU No. 2016-01 is effective for interim and annual periods beginning after December 15, 2017, with early adoption permitted. Adopting ASU No. 2016-01 may result in a cumulative effect adjustment to the Company's retained earnings as of the beginning of the year of adoption. We are currently evaluating the potential effects of adopting the provisions of ASU No. 2016-01.

In May 2014, the FASB issued ASU No. 2014-09 "Revenue from Contracts with Customers". This update is the result of a collaborative effort by the FASB and the International Accounting Standards Board to simplify revenue recognition guidance, remove inconsistencies in the application of revenue recognition, and to improve comparability of revenue recognition practices across entities, industries, jurisdictions, and capital markets. The FASB is amending the Accounting Standards Codification and creating a new Topic 606, "Revenue from Contracts with Customers". The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. For a public entity, the amendments in this update are effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. The Company is currently evaluating the impact of this guidance on our consolidated financial statements and control framework.

*Revenue Recognition – Third Party Payors*

Approximately 65% of our net patient revenues are derived from Medicare, Medicaid, and other government programs. Amounts earned under these programs are subject to review by the Medicare and Medicaid intermediaries or their agents. In our opinion, adequate provision has been made for any adjustments that may result from these reviews. Any differences between our original estimates of reimbursements and subsequent revisions are reflected in operations in the period in which the revisions are made often due to final determination or the period of payment no longer being subject to audit or review. We have recorded liabilities of approximately \$17,598,000 and \$16,654,000 as of March 31, 2016 and December 31, 2015, respectively, for various Medicare and Medicaid current and prior year cost reports and claims reviews.

*Revenue Recognition – Private Pay*

For private pay patients in skilled nursing or assisted living facilities, we bill room and board with payment being due in the month the services are performed. Charges for ancillary, pharmacy, therapy and other services to private patients are billed in the month following the performance of services; however, all billings are recognized as revenue when the services are performed.

*Revenue Recognition – Subordination of Fees and Uncertain Collections*

We provide management services to certain senior care facilities and to others we provide accounting and financial services. We generally charge 6% to 7% of net operating revenues for our management services and a predetermined fixed rate per bed for the accounting and financial services. Our policy is to recognize revenues associated with both management services and accounting and financial services on an accrual basis as the services are provided. However, under the terms of our management contracts, payments for our management services are subject to subordination to other expenditures of the long-term care center being managed. Furthermore, for certain of the third parties with whom we have contracted to provide services and which we have determined that collection is not reasonably assured; our policy is to recognize income only in the period in which the amounts are realized. We may receive payment for the unpaid and unrecognized management fees in whole or in part in the future only if cash flows from the operating and investing activities of the centers or proceeds from the sale of the centers are sufficient to pay the fees. There can be no assurance that such future cash flows will occur. The realization of such previously unrecognized revenue could cause our reported net income to vary significantly from period to period.

We agree to subordinate our fees to the other expenses of a managed center because we believe we know how to improve the quality of patient services and finances of a senior healthcare center. We believe subordinating our fees demonstrates to the owner and employees of the managed center how confident we are of the impact we can have in making the center operations successful. We may continue to provide services to certain managed centers despite not

being fully paid currently so that we may be able to collect unpaid fees in the future from improved operating results and because the incremental savings from discontinuing services to a center may be small compared to the potential benefit. Also, we may benefit from providing other ancillary services to the managed center.

*Other Operating Expenses*

Other operating expenses include the costs of care and services that we provide to the residents of our facilities and the costs of maintaining our facilities. Our primary patient care costs include drugs, medical supplies, purchased professional services, food, and professional liability insurance and licensing fees. The primary facility costs include utilities and property insurance.

*General and Administrative Costs*

With the Company being a healthcare provider, the majority of our expenses are "cost of revenue" items. Costs that could be classified as "general and administrative" by the Company would include its corporate office costs, which were \$8,270,000 and \$7,031,000 for the three months ended March 31, 2016 and 2015, respectively.

*Property and Equipment*

Property and equipment are recorded at cost. Depreciation is provided by the straight-line method over the expected useful lives of the assets estimated as follows: buildings and improvements, 20-40 years and equipment and furniture, 3-15 years. Leasehold improvements are amortized over periods that do not exceed the non-cancelable respective lease terms using the straight-line method.

Capital leases are recorded at the lower of fair market value or the present value of future minimum lease payments. Capital leases are amortized in accordance with the provision codified within Accounting Standards Codification (“ASC”) Subtopic 840-30, *Leases – Capital Leases*. Amortization of capital lease assets is included in depreciation and amortization expense.

*Accrued Risk Reserves*

We are self-insured for risks related to health insurance and have wholly-owned limited purpose insurance companies that insure risks related to workers’ compensation and general and professional liability insurance claims. The accrued risk reserves include a liability for reported claims and estimates for incurred but unreported claims. Our policy is to engage an external, independent actuary to assist in estimating our exposure for claims obligations (for both asserted and unasserted claims). We reassess our accrued risk reserves on a quarterly basis.

Professional liability remains an area of particular concern to us. The long term care industry has seen an increase in personal injury/wrongful death claims based on alleged negligence by skilled nursing facilities and their employees in providing care to residents. As of March 31, 2016, we and/or our managed centers are defendants in 38 such claims inclusive of years 2005 through March 31, 2016. It remains possible that those pending matters plus potential unasserted claims could exceed our reserves, which could have a material adverse effect on our consolidated financial position, results of operations and cash flows. It is also possible that future events could cause us to make significant adjustments or revisions to these reserve estimates and cause our reported net income to vary significantly from period to period.

We are principally self-insured for incidents occurring in all centers owned or leased by us. The coverages include both primary policies and excess policies. In all years, settlements, if any, in excess of available insurance policy limits and our own reserves would be expensed by us.

*Continuing Care Contracts and Refundable Entrance Fee*

We have one continuing care retirement center (“CCRC”) within our operations. Residents at this retirement center may enter into continuing care contracts with us. The contracts provide that 10% of the resident entry fee becomes non-refundable upon occupancy, and the remaining refundable portion of the entry fee is calculated using the lesser of the price at which the apartment is re-assigned or 90% of the original entry fee, plus 40% of any appreciation if the apartment exceeds the original resident’s entry fee. In each case, we amortize the non-refundable part of these fees into revenue over the actuarially determined remaining life of the resident, which is the expected period of occupancy by the resident. We pay the refundable portion of our entry fees to residents when they relocate from our community and the apartment is re-occupied. Refundable entrance fees are classified as non-current liabilities and non-refundable entrance fees are classified as deferred revenue in the Company's consolidated balance sheets. The balances of refundable entrance fees as of March 31, 2016 and December 31, 2015 were \$10,071,000 and \$9,865,000, respectively.

#### *Obligation to Provide Future Services*

We annually estimate the present value of the cost of future services and the use of facilities to be provided to the current CCRC residents and compare that amount with the balance of non-refundable deferred revenue from entrance fees received. If the present value of the cost of future services exceeds the related anticipated revenues, a liability is recorded (obligation to provide future services) with a corresponding charge to income. As of March 31, 2016 and December 31, 2015, we have recorded a future service obligation in the amount of \$3,440,000.

*Other Noncurrent Liabilities*

Other noncurrent liabilities include reserves primarily related to various uncertain income tax positions (See Note 12).

*Deferred Revenue*

Deferred revenue includes the deferred gain on the sale of assets to National Health Corporation (“National”), the non-refundable portion (10%) of CCRC entrance fees being amortized over the remaining life expectancies of the residents, and premiums received within our workers’ compensation and professional liability companies that are not yet earned.

*Variable Interest Entities*

We have equity interests in unconsolidated limited liability companies that operate various post-acute and senior healthcare businesses. We analyze our investments in these limited liability companies to determine if the company is considered a VIE and would require consolidation. To the extent that we own interests in a VIE and we (i) are the sole entity that has the power to direct the activities of the VIE and (ii) have the obligation or rights to absorb the VIE's losses or receive its benefits, then we would be determined to be the primary beneficiary and would consolidate the VIE. To the extent we own interests in a VIE, then at each reporting period, we re-assess our conclusions as to which, if any, party within the VIE is considered the primary beneficiary.

The Company's maximum exposure to losses in its investments in unconsolidated VIEs cannot be quantified and may or may not be limited to its investment in the unconsolidated VIE. The investments in unconsolidated VIEs are classified as “investments in limited liability companies” in the consolidated balance sheets.

**Note 3 – Other Revenues**

Other revenues are outlined in the table below. Revenues from management and accounting services include management and accounting fees provided to managed healthcare facilities and other health care centers. Revenues from rental income include health care real estate properties owned by us and leased to third party operators.



Revenues from insurance services include premiums for workers' compensation and professional liability insurance policies that our wholly-owned limited purpose insurance subsidiaries have written for certain health care centers to which we provide management or accounting services. "Other" revenues include miscellaneous health care related earnings.

Other revenues include the following:

|   | Three Months Ended |           |
|---|--------------------|-----------|
|   | March 31           |           |
| <i>(in thousands)</i>                   | 2016               | 2015      |
| Management and accounting services fees | \$ 3,749           | \$ 3,504  |
| Rental income                           | 5,570              | 4,802     |
| Insurance services                      | 1,924              | 1,707     |
| Other                                   | 239                | 333       |
|   | \$ 11,482          | \$ 10,346 |

*Management Fees from National*

We manage five skilled nursing facilities owned by National Health Corporation ("National"). For the three months ended March 31, 2016 and 2015, we recognized management fees and interest on management fees of \$969,000 and \$934,000 from these centers, respectively.

Because the amount collectable cannot be reasonably determined when the management services are provided, and because we cannot estimate the timing or amount of expected future collections, the unpaid fees from the five centers owned by National will be recognized as revenues only when the collectability of these fees can be reasonably assured. Under the terms of our management agreement with National, the payment of these fees to us may be subordinated to other expenditures of the five long-term care centers. We continue to manage these centers so that we may be able to collect our fees in the future and because the incremental savings from discontinuing services to a center may be small compared to the potential benefit. We may receive payment for the unrecognized management fees in whole or in part in the future only if cash flows from the operating and investing activities of the five centers or the proceeds from the sale of the centers are sufficient to pay the fees. There can be no assurance that such future improved cash flows will occur.

#### *Insurance Services*

For workers' compensation insurance services, the premium revenues reflected in the interim condensed consolidated statements of income for the three months ended March 31, 2016 and 2015 are \$1,234,000 and \$1,010,000, respectively. Associated losses and expenses are reflected in the interim condensed consolidated statements of income as "Salaries, wages and benefits."

For professional liability insurance services, the premium revenues reflected in the interim condensed consolidated statements of income for the three months ended March 31, 2016 and 2015 are \$690,000 and \$697,000, respectively. Associated losses and expenses including those for self-insurance are included in the interim condensed consolidated statements of income as "Other operating costs and expenses".

#### *Rental Income*

The health care properties currently owned and leased to third party operators are located in the states of Florida and Tennessee. These properties consist of nine skilled nursing facilities and four assisted living facilities. Effective January 1, 2016, we entered into a new triple net lease agreement for eleven of the thirteen properties. The new lease agreement is for a ten year period and ends on December 31, 2025.

#### **Note 4 – Non-Operating Income**

Non-operating income is outlined in the table below. Non-operating income includes equity in earnings of unconsolidated investments, dividends and other realized gains and losses on marketable securities, and interest income. Our most significant equity method investment is a 75.1% non-controlling ownership interest in Caris HealthCare L.P. (“Caris”), a business that specializes in hospice care services.

| <i>(in thousands)</i>  | Three Months Ended |                  |
|--|--------------------|------------------|
|  | 2016               | March 31<br>2015 |
| Equity in earnings of unconsolidated investments                         | \$ 1,505           | \$ 1,119         |
| Dividends and other net realized gains and losses on sales of securities | 1,861              | 1,876            |
| Interest income  | 1,407              | 1,227            |
|  | \$ 4,773           | \$ 4,222         |

#### Note 5 – Long-Term Leases

##### *Capital Leases*

Fixed assets recorded under the capital leases, which are included in property and equipment in the interim condensed consolidated balance sheets, are as follows:

|                                 | March 31, 2016        | December 31,<br>2015 |
|---------------------------------|-----------------------|----------------------|
|                                 | <i>(in thousands)</i> |                      |
| Buildings and personal property | \$ 39,032             | \$ 39,032            |
| Accumulated amortization        | (8,177)               | (7,196)              |
|                                 | \$ 30,855             | \$ 31,836            |

##### *Operating Leases*

At March 31, 2016, NHC leases from NHI the real property of 35 skilled nursing facilities, seven assisted living facilities and three independent living facilities under two separate lease agreements. Base rent expense under both lease agreements totals \$34,200,000 annually with rent thereafter escalating by 4% of the increase in facility revenue over the base year. Total facility rent expense to NHI was \$9,480,000 and \$9,178,000 for the three months ended March 31, 2016 and 2015 respectively.

### *Minimum Lease Payments*

The approximate future minimum lease payments required under all leases that have remaining non-cancelable lease terms at March 31, 2016 are as follows:

|   | Operating<br>Leases   | Capital Leases |
|---|-----------------------|----------------|
|   | <i>(in thousands)</i> |                |
| 2017                                    | \$ 34,200             | \$ 5,200       |
| 2018                                    | 34,200                | 5,200          |
| 2019                                    | 34,200                | 5,200          |
| 2020                                    | 34,200                | 5,200          |
| 2021                                    | 34,200                | 5,200          |
| Thereafter                              | 202,400               | 15,167         |
| Total minimum lease payments            | \$ 373,400            | \$ 41,167      |
| Less: Amounts representing interest     |                       | (8,461)        |
| Present value of minimum lease payments |                       | 32,706         |
| Less: Current portion                   |                       | (3,328)        |
| Long-term capital lease obligations     |                       | \$ 29,378      |

### **Note 6 – Earnings per Share**

Basic net income per share is computed based on the weighted average number of common shares outstanding for each period presented. Diluted net income per share reflects the potential dilution that would have occurred if securities to issue common stock were exercised, converted, or resulted in the issuance of common stock that would have then shared in our earnings.



The following table summarizes the earnings and the weighted average number of common shares used in the calculation of basic and diluted earnings per share.

| <i>(in thousands, except for share and per share amounts)</i> | Three Months Ended March 31 |            |
|---|-----------------------------|------------|
|   | 2016                        | 2015       |
| <b>Basic:</b>   |                             |            |
| Weighted average common shares outstanding                    | 14,916,905                  | 13,761,561 |
| Net income  | \$ 13,699                   | \$ 13,242  |
| Dividends to preferred stockholders                           | -                           | 2,168      |
| Net income available to common stockholders                   | \$ 13,699                   | \$ 11,074  |
| Earnings per common share, basic                              | \$ 0.92                     | \$ 0.80    |
| <b>Diluted:</b>   |                             |            |
| Weighted average common shares outstanding                    | 14,916,905                  | 13,761,561 |
| Dilutive effect of stock options                              | 24,266                      | 153,557    |
| Dilutive effect of restricted stock                           | -                           | 4,732      |
| Dilutive effect of contingent issuable stock                  | 194,275                     | 369,950    |
| Assumed average common shares outstanding                     | 15,135,446                  | 14,289,800 |
| Net income available to common stockholders                   | \$ 13,699                   | \$ 11,074  |
| Earnings per common share, diluted                            | \$ 0.91                     | \$ 0.77    |

In the above table, options to purchase 12,239 and 11,623 shares of our common stock have been excluded for the three months ended March 31, 2016 and 2015, respectively, due to their anti-dilutive impact.

#### **Note 7 – Investments in Marketable Securities**

Our investments in marketable securities are classified as available for sale securities. Realized gains and losses from securities sales are recognized in results of operations upon disposition of the securities using the specific identification method on a trade date basis. Refer to Note 8 for a description of the Company's methodology for determining the fair value of marketable securities.

Marketable securities and restricted marketable securities consist of the following:

|  | March 31, 2016 |            | December 31, 2015 |            |
|--|----------------|------------|-------------------|------------|
|  | Amortized      | Fair       | Amortized         | Fair       |
|  | Cost           | Value      | Cost              | Value      |
| <i>(in thousands)</i>                      |                |            |                   |            |
| Investments available for sale:            |                |            |                   |            |
| Marketable equity securities               | \$ 30,176      | \$ 125,871 | \$ 30,176         | \$ 116,168 |
| Restricted investments available for sale: |                |            |                   |            |
| Corporate debt securities                  | 71,926         | 72,722     | 71,960            | 71,143     |
| Mortgage-backed securities                 | 59,822         | 59,460     | 61,645            | 60,910     |
| U.S. Treasury securities                   | 19,945         | 20,187     | 21,123            | 21,033     |
| State and municipal securities             | 15,266         | 15,804     | 16,446            | 16,780     |
|  | \$ 197,135     | \$ 294,044 | \$ 201,350        | \$ 286,034 |

Included in the available for sale marketable equity securities are the following (*in thousands, except share amounts*):

|                  | March 31, 2016 |           |            | December 31, 2015 |           |            |
|------------------|----------------|-----------|------------|-------------------|-----------|------------|
|                  | Shares         | Cost      | Fair Value | Shares            | Cost      | Fair Value |
| NHI Common Stock | 1,630,642      | \$ 24,734 | \$ 108,470 | 1,630,642         | \$ 24,734 | \$ 99,257  |

The amortized cost and estimated fair value of debt securities classified as available for sale, by contractual maturity, are as follows:

| <i>(in thousands)</i> | March 31, 2016 |            | December 31, 2015 |            |
|-----------------------|----------------|------------|-------------------|------------|
|                       | Cost           | Fair Value | Cost              | Fair Value |
| Maturities:           |                |            |                   |            |
| Within 1 year         | \$ 21,692      | \$ 21,616  | \$ 23,291         | \$ 23,273  |
| 1 to 5 years          | 78,927         | 79,575     | 74,747            | 74,671     |
| 6 to 10 years         | 65,345         | 66,031     | 71,442            | 70,223     |
| Over 10 years         | 995            | 951        | 1,694             | 1,699      |
|                       | \$ 166,959     | \$ 168,173 | \$ 171,174        | \$ 169,866 |

Gross unrealized gains related to available for sale securities are \$98,147,000 and \$86,921,000 as of March 31, 2016 and December 31, 2015, respectively. Gross unrealized losses related to available for sale securities are \$1,238,000 and \$2,237,000 as of March 31, 2016 and December 31, 2015, respectively. For the marketable securities in gross unrealized loss positions, (a) it is more likely than not that the Company will not be required to sell the investment securities before recovery of the unrealized losses, and (b) the Company expects that the contractual principal and interest will be received on the investment securities. As a result, the Company recognized no other-than-temporary impairment during the three months ended March 31, 2016 or the year ended December 31, 2015.

Proceeds from the sale of investments in restricted marketable securities during the three months ended March 31, 2016 and 2015 were \$15,573,000 and \$15,408,000, respectively. Investment gains of \$279,000 and \$341,000 were realized on these sales during the three months ended March 31, 2016 and 2015, respectively.

#### Note 8 – Fair Value Measurements



The accounting standard for fair value measurements provides a framework for measuring fair value and requires expanded disclosures regarding fair value measurements. Fair value is defined as the price that would be received for an asset or the exit price that would be paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants on the measurement date. This accounting standard establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs, where available. The following summarizes the three levels of inputs that may be used to measure fair value:

*Level 1* – The valuation is based on quoted prices in active markets for identical instruments.

*Level 2* – The valuation is based on observable inputs such as quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.

*Level 3* – The valuation is based on unobservable inputs that are supported by minimal or no market activity and that are significant to the fair value of the instrument. Level 3 valuations are typically performed using pricing models, discounted cash flow methodologies, or similar techniques that incorporate management's own estimates of assumptions that market participants would use in pricing the instrument, or valuations that require significant management judgment or estimation.

A financial instrument's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

*Valuation of Marketable Securities*

The Company determines fair value for marketable securities with Level 1 inputs through quoted market prices. The Company determines fair value for marketable securities with Level 2 inputs through broker or dealer quotations or alternative pricing sources with reasonable levels of price transparency. Our Level 2 marketable securities have been initially valued at the transaction price and subsequently valued, at the end of each month, typically utilizing third party pricing services or other market observable data. The pricing services utilize industry standard valuation models, including both income and market based approaches and observable market inputs to determine value. These observable market inputs include reportable trades, benchmark yields, credit spreads, broker/dealer quotes, bids, offers, and other industry and economic events.

We validated the prices provided by our broker by reviewing their pricing methods, obtaining market values from other pricing sources, analyzing pricing data in certain instances and confirming that the relevant markets are active. After completing our validation procedures, we did not adjust or override any fair value measurements provided by our broker as of March 31, 2016. We did not have any transfers of assets between Level 1 and Level 2 of the fair value measurement hierarchy during the three months ended March 31, 2016.

*Other*

The carrying amounts of cash and cash equivalents, restricted cash and cash equivalents, accounts receivable, and accounts payable approximate fair value due to their short-term nature. The estimated fair value of notes receivable approximates the carrying value based principally on their underlying interest rates and terms, maturities, collateral and credit status of the receivables. Our long-term debt approximates fair value due to variable interest rates, but fair value is also determined using Level 2 inputs through alternative pricing sources. At March 31, 2016, there were no material differences between the carrying amounts and fair values of NHC's financial instruments.

The following table summarizes fair value measurements by level at March 31, 2016 and December 31, 2015 for assets and liabilities measured at fair value on a recurring basis (*in thousands*):

| March 31, 2016 | Fair Value | Fair Value Measurements Using Quoted Prices in Active Markets For Identical Assets | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|----------------|------------|--|---|---|
|----------------|------------|--|---|---|

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|                                      |            | (Level 1)  |    |         |      |
|--------------------------------------|------------|------------|----|---------|------|
| Cash and cash equivalents            | \$ 49,183  | \$ 49,183  | \$ | –       | \$ – |
| Restricted cash and cash equivalents | 14,455     | 14,455     |    | –       | –    |
| Marketable equity securities         | 125,871    | 125,871    |    | –       | –    |
| Corporate debt securities            | 72,722     | 32,936     |    | 39,786  | –    |
| Mortgage-backed securities           | 59,460     | –          |    | 59,460  | –    |
| U.S. Treasury securities             | 20,187     | 20,187     |    | –       | –    |
| State and municipal securities       | 15,804     | –          |    | 15,804  | –    |
| Total financial assets               | \$ 357,682 | \$ 242,632 | \$ | 115,050 | \$ – |

|                                      |            | Fair Value Measurements Using |               |              |      |
|--------------------------------------|------------|-------------------------------|---------------|--------------|------|
|                                      |            | Quoted Prices                 |               |              |      |
|                                      |            | in Active                     |               |              |      |
|                                      |            | Markets                       |               |              |      |
|                                      |            | For Identical                 | Significant   | Significant  |      |
|                                      |            | Assets                        | Other         | Unobservable |      |
|                                      |            | (Level 1)                     | Observable    | Inputs       |      |
|                                      |            |                               | Inputs (Level | (Level 3)    |      |
|                                      |            |                               | 2)            |              |      |
| December 31, 2015                    | Fair Value |                               |               |              |      |
| Cash and cash equivalents            | \$ 38,208  | \$ 38,208                     | \$            | –            | \$ – |
| Restricted cash and cash equivalents | 11,106     | 11,106                        |               | –            | –    |
| Marketable equity securities         | 116,168    | 116,168                       |               | –            | –    |
| Corporate debt securities            | 71,143     | 32,683                        |               | 38,460       | –    |
| Mortgage-backed securities           | 60,910     | –                             |               | 60,910       | –    |
| U.S. Treasury securities             | 21,033     | 21,033                        |               | –            | –    |
| State and municipal securities       | 16,780     | –                             |               | 16,780       | –    |
| Total financial assets               | \$ 335,348 | \$ 219,198                    | \$            | 116,150      | \$ – |

**Note 9 – Long-Term Debt**

Long-term debt consists of the following:

| Weighted      |            |           |              |
|---------------|------------|-----------|--------------|
| Average       |            |           |              |
| Interest Rate | Maturities | March 31, | December 31, |
|               |            | 2016      | 2015         |

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|   | <i>Variable</i> |      | <i>(dollars in thousands)</i> |                   |
|---|-----------------|------|-------------------------------|-------------------|
| Revolving Credit Facility,<br>interest payable monthly  | 1.8%            | 2020 | \$ 110,000                    | \$ 110,000        |
| Unsecured term note payable to<br>National, interest payable<br>quarterly, principal payable at<br>maturity | 3.0%            | 2018 | 10,000<br>120,000             | 10,000<br>120,000 |
| Less current portion  |                 |      | —                             | —                 |
|   |                 |      | \$ 120,000                    | \$ 120,000        |

*\$175,000,000 Credit Facility*

On October 7, 2015, we entered into a \$175 million Credit Agreement with Bank of America that replaces our former \$75 million credit facility. The maturity date of the new credit facility is October 7, 2020. Loans bear interest at either (i) LIBOR plus 1.40% or (ii) the base rate plus 0.40%. The base rate is defined as the highest of (a) the Federal Funds Rate plus ½ of 1%, (b) the Bank of America prime rate, and (c) LIBOR plus 1.00%. The credit facility is available for general corporate purposes, including working capital and acquisitions. NHC is permitted, upon required notice to the lender, to prepay the loans outstanding under the credit facility at any time, without penalty.

The Credit Agreement contains customary representations and financial covenants, including covenants that restrict, among other things, asset dispositions, mergers and acquisitions, dividends, restricted payments, debt, liens, investments and affiliate transactions. The Credit Agreement contains customary events of default.

The aggregate maturities of long-term debt for the five years subsequent to March 31, 2016 are as follows:

|       | Long-Term<br>Debt<br>(in<br>thousands) |         |
|-------|--|---------|
| 2017  | \$                                     | –       |
| 2018  |  | 10,000  |
| 2019  |  | –       |
| 2020  |  | –       |
| 2021  |  | 110,000 |
| Total | \$                                     | 120,000 |

#### **Note 10 - Stock Repurchase Program**

On May 7, 2015, the Board of Directors authorized two new stock repurchase programs, one that allowed for the repurchase of up to \$25 million of its common stock and one that allowed for the repurchase of up to \$25 million of its preferred stock. As of November 3, 2015, all of the Company’s preferred stock was redeemed. Therefore, no future repurchases of the preferred stock will be performed. The common stock repurchase plan expires on August 31, 2016. No repurchases of common stock have been executed under the current program.

#### **Note 11 – Stock-Based Compensation**

NHC recognizes stock-based compensation expense for all stock options and restricted stock granted over the requisite service period using the fair value for these grants as estimated at the date of grant either using the Black–Scholes pricing model for stock options or the quoted market price for restricted stock.

##### *The 2005 and 2010 Stock-Based Compensation Plans*

The Compensation Committee of the Board of Directors (“the Committee”) has the authority to select the participants to be granted options; to designate whether the option granted is an incentive stock option (“ISO”), a non-qualified option,

or a stock appreciation right; to establish the number of shares of common stock that may be issued upon exercise of the option; to establish the vesting provision for any award; and to establish the term any award may be outstanding.

The exercise price of any ISO's granted will not be less than the fair market value of the shares of common stock on the date granted and the term of an ISO may not be any more than ten years. The exercise price of any non-qualified options granted will not be less than the fair market value of the shares of common stock on the date granted unless so determined by the Committee.

In May 2005, our stockholders approved the 2005 Stock Option, Employee Stock Purchase, Physician Stock Purchase and Stock Appreciation Rights Plan ("the 2005 Plan") pursuant to which 1,200,000 shares of our common stock were available to grant as stock-based payments to key employees, directors, and non-employee consultants. At March 31, 2016, 175,620 shares were available for future grants under the 2005 Plan.

In May 2010, our stockholders approved the 2010 Omnibus Equity Incentive Plan ("the 2010 Plan") pursuant to which 1,200,000 shares of our common stock were available to grant as stock-based payments to key employees, directors, and non-employee consultants. In May 2015, our stockholders approved to amend the 2010 Plan to increase the number of shares of our common stock authorized under the Plan from the original 1,200,000 shares to 2,575,000 shares. The shares granted during the three months ended March 31, 2016 consisted of 12,239 shares through the Employee Stock Purchase Plan. At March 31, 2016, 1,750,951 shares were available for future grants under the 2010 Plan.

Compensation expense is recognized only for the awards that ultimately vest. Stock-based compensation totaled \$286,000 and \$478,000 for the three months ended March 31, 2016 and 2015, respectively. Stock-based compensation is included in "Salaries, wages and benefits" in the interim condensed consolidated statements of income.

*Stock Options*

The following table summarizes the significant assumptions used to value the options granted for the three months ended March 31, 2016 and for the year ended December 31, 2015.

|                         | 2016      | 2015      |
|-------------------------|-----------|-----------|
| Risk-free interest rate | 0.61%     | 0.71%     |
| Expected volatility     | 14.9%     | 16.5%     |
| Expected life, in years | 1.0 years | 2.2 years |
| Expected dividend yield | 2.74%     | 2.73%     |

The following table summarizes our outstanding stock options for the three months ended March 31, 2016 and for the year ended December 31, 2015.

|  | Number of | Weighted       | Aggregate    |
|--|-----------|----------------|--------------|
|  | Shares    | Average        | Intrinsic    |
|  |           | Exercise Price | Value        |
| Options outstanding at January 1, 2015   | 954,678   | \$ 46.92       | \$ —         |
| Options granted                          | 56,210    | 61.47          | —            |
| Options exercised                        | (389,498) | 47.06          | —            |
| Options outstanding at December 31, 2015 | 621,390   | 48.15          | —            |
| Options granted                          | 12,239    | 61.59          | —            |
| Options exercised                        | (465,275) | 46.75          | —            |
| Options forfeited                        | (656)     | 46.69          | —            |
| Options outstanding at March 31, 2016    | 167,698   | \$ 53.01       | \$ 1,557,000 |
| Options exercisable at March 31, 2016    | 155,459   | \$ 52.34       | \$ 1,548,000 |

| Options        |                  | Weighted Average      |
|----------------|------------------|-----------------------|
| Outstanding    | Weighted Average | Remaining Contractual |
| March 31, 2016 | Exercise Prices  | Exercise Price        |
| 112,500        | \$44.80-\$52.93  | \$ 48.94              |
| 55,198         | \$61.25-\$61.59  | 61.33                 |
| 167,698        |                  | \$ 53.01              |
|                |                  | Life in Years         |
|                |                  | 2.2                   |
|                |                  | 3.3                   |
|                |                  | 2.6                   |

**Note 12 – Income Taxes**

The income tax provision for the three months ended March 31, 2016 is \$8,698,000 (an effective income tax rate of 38.8%). The income tax provision and effective tax rate for the three months ended March 31, 2016 were unfavorably impacted by adjustments to unrecognized tax benefits of \$175,000 and permanent differences including nondeductible expenses of \$86,000 resulting in an increase in the provision. The income tax provision for the three months ended March 31, 2015 was \$8,416,000 (an effective income tax rate of 38.9%). The income tax provision and effective tax rate for the three months ended March 31, 2015 were unfavorably impacted by adjustments to unrecognized tax benefits of \$209,000 and permanent differences including nondeductible expenses of \$23,000 resulting in an increase in the provision.

Our deferred tax assets have been evaluated for realization based on historical taxable income, tax planning strategies, the expected timing of reversals of existing temporary differences and future taxable income anticipated. Our deferred tax assets are more likely than not to be realized in full due to the existence of sufficient taxable income of the appropriate character under the tax law. As such, there is no need for a valuation allowance.

Uncertain tax positions may arise where tax laws may allow for alternative interpretations or where the timing of recognition of income is subject to judgment. We believe we have made adequate provision for unrecognized tax benefits related to uncertain tax positions. However, because of uncertainty of interpretation by various tax authorities and the possibility that there are issues that have not been recognized by management, we cannot guarantee we have accurately estimated our tax liabilities. We believe that our liabilities reflect the



anticipated outcome of known uncertain tax positions in conformity with ASC Topic 740, *Income Taxes*. Our liabilities for unrecognized tax benefits are presented in the consolidated balance sheets within Other Noncurrent Liabilities.

At March 31, 2016, we had \$13,434,000 of unrecognized tax benefits, composed of \$7,603,000 of deferred tax assets and \$5,831,000 of permanent differences. Accrued interest and penalties of \$3,354,000 relate to unrecognized tax benefits at March 31, 2016. Unrecognized tax benefits of \$5,831,000 net of federal benefit, at March 31, 2016, attributable to permanent differences, would favorably impact our effective tax rate if recognized. Accrued interest and penalties of \$3,158,000 relate to these permanent differences at March 31, 2016. We do not expect to recognize significant increases or decreases in unrecognized tax benefits within the twelve months beginning April 1, 2016, except for the effect of decreases related to the lapse of statute of limitations estimated at \$2,046,000, composed of temporary differences of \$842,000, and permanent tax differences of \$1,204,000. Interest and penalties of \$703,000 relate to these temporary and permanent difference changes within 12 months beginning March 31, 2016.

Interest and penalties expense related to U.S. federal and state income tax returns are included within income tax expense.

The Company is no longer subject to U.S. federal and state examinations by tax authorities for years before 2012 (with certain state exceptions). Currently, the 2012 U.S. federal return is under examination.

### **Note 13 – Contingencies and Commitments**

#### *Accrued Risk Reserves*

We are self-insured for risks related to health insurance and have wholly-owned limited purpose insurance companies that insure risks related to workers' compensation and general and professional liability insurance claims both for our owned or leased entities and certain of the entities to which we provide management or accounting services. The liability we have recognized for reported claims and estimates for incurred but unreported claims totals \$101,674,000 and \$98,508,000 at March 31, 2016 and December 31, 2015, respectively. The liability is included in accrued risk reserves in the interim condensed consolidated balance sheets and is subject to adjustment for actual claims incurred. It is possible that these claims plus unasserted claims could exceed our insurance coverages and our reserves, which could have a material adverse effect on our consolidated financial position, results of operations and cash flows.

As a result of the terms of our insurance policies and our use of wholly-owned limited purpose insurance companies, we have retained significant insurance risk with respect to workers' compensation and general and professional liability. We consider the professional services of independent actuaries to assist us in estimating our exposures for claims obligations (for both asserted and unasserted claims) related to deductibles and exposures in excess of coverage limits, and we maintain reserves for these obligations. Such estimates are based on many variables including historical and statistical information and other factors.

#### *Workers' Compensation*

For workers' compensation, we utilize a wholly-owned Tennessee domiciled property/casualty insurance company to write coverage for NHC affiliates and for third-party customers. Policies are written for a duration of twelve months and cover only risks related to workers' compensation losses. All customers are companies which operate in the senior care industry. Business is written on a direct basis. Direct business coverage is written for statutory limits and the insurance company's losses in excess of \$1,000,000 per claim are covered by reinsurance.

#### *General and Professional Liability Lawsuits and Insurance*

The senior care industry has experienced increases in both the number of personal injury/wrongful death claims and in the severity of awards based upon alleged negligence by nursing facilities and their employees in providing care to residents. As of March 31, 2016, we and/or our managed centers are currently defendants in 38 such claims.

In 2002, due to the unavailability and/or prohibitive cost of third-party professional liability insurance coverage, we established and capitalized a wholly-owned licensed liability insurance company incorporated in the Cayman Islands, for the purpose of managing our losses related to these risks. Thus, since 2002, insurance coverage for incidents occurring at all NHC owned providers, and most providers managed by us, is provided through this wholly-owned insurance company.

Insurance coverage for all years includes both primary policies and excess policies. Beginning in 2003, both primary and excess coverage is provided through our wholly-owned insurance company. The primary coverage is in the amount of \$1.0 million per incident, \$3.0 million per location with an annual primary policy aggregate limit that is adjusted on an annual basis. The excess coverage is \$7.5 million annual excess in the aggregate applicable to years 2005–2007, \$9.0 million annual excess in the aggregate for years 2008–2010, \$4.0 million excess per occurrence for 2011–2013 and \$9.0 million excess per occurrence for 2014-2016.

Beginning in 2008 and continuing through March 31, 2016, additional insurance is purchased through third party providers that serve to supplement the coverage provided through our wholly-owned captive insurance company.

#### *Civil Investigative Demand*

On December 19, 2013, the Company was served with a civil investigative demand (“CID”) from the U.S. Department of Justice and the Office of the U.S. Attorney for the Eastern District of Tennessee (“DOJ Investigation”) requesting the production of documents and interrogatory responses regarding the billing for and medical necessity of certain rehabilitative therapy services. Based upon our review, the CID appears to relate to services provided at our facilities based in Knoxville, Tennessee.

On October 7, 2014, the Company received a subpoena from the Office of Inspector General of the United Department of Health and Human Services (“OIG Subpoena”) related to the current DOJ Investigation. The OIG Subpoena requests certain financial and organizational documents from the Company and certain of its subsidiaries and SNFs and medical records from certain of the Company’s Tennessee-based SNFs.

The Company is cooperating fully with these requests. We are unable to evaluate the outcome of this investigation at this time. It is possible that this claim could have a material adverse effect on our consolidated financial position, results of operations and cash flows.

#### *Caris HealthCare, L.P. Investigation*

On December 9, 2014, Caris, a business that specializes in hospice care services in Company-owned health care centers and in other settings, received notice from the U.S. Attorney's Office for the Eastern District of Tennessee and the Attorney Generals' Offices for the State of Tennessee and State of Virginia that those government entities were conducting an investigation regarding patient eligibility for hospice services provided by Caris. We have a 75.1% non-controlling ownership interest in Caris.

Caris is cooperating with these government entities in connection with this investigation. We are unable to evaluate the outcome of this investigation at this time. It is possible that this claim could have a material adverse effect on our consolidated financial position, results of operations and cash flows.

#### *South Carolina Medicaid Audits*

The South Carolina Office of State Auditor ("State Auditor") conducted Medicaid cost report audits for eleven of the Company's South Carolina skilled nursing facilities. The State Auditor has issued audit findings for the fiscal years ending September 30, 2013 and September 30, 2014.

During 2015, the Company paid the South Carolina Department of Health and Human Services \$6.8 million due to the State Auditor findings. The Company has filed administrative appeals with the South Carolina Department of Health and Human Services to recoup these funds and this process is continuing within the legal system. At March 31, 2016, there are no amounts recorded in our consolidated balance sheets pertaining to the potential recoupment of these funds.

### *Financing Commitments*

Effective January 1, 2016 and in conjunction with the signed rental agreement for eleven of our healthcare properties, we entered into a short-term line of credit arrangement with a third party operator. The maximum commitment under the line of credit is \$10,000,000 and the maturity date is December 30, 2016, or earlier with 30 days written notice. At March 31, 2016, the third party operator had an outstanding balance on the line of credit of \$1,604,000. This amount is classified in the current portion of notes receivable in the interim condensed consolidated balance sheets.

In conjunction with our management contract with National, we have entered into a line of credit arrangement whereby we may have amounts due from National from time to time. The maximum loan commitment under the line of credit is \$2,000,000. At March 31, 2016, National did not have an outstanding balance on the line of credit.

### *Governmental Regulations*

Laws and regulations governing the Medicare, Medicaid and other federal healthcare programs are complex and subject to interpretation. Management believes that it is in compliance with all applicable laws and regulations in all material respects. However, compliance with such laws and regulations can be subject to future government review and interpretation as well as significant regulatory action including fines, penalties, and exclusions from the Medicare, Medicaid and other federal healthcare programs.

## **Item 2.**

### **Management's Discussion and Analysis of Financial Condition and Results of Operations.**

#### Overview

National HealthCare Corporation (“NHC” or the “Company”) is a leading provider of senior health care services. We operate or manage, through certain affiliates, 73 long-term care centers with a total of 9,256 licensed beds, 20 assisted living facilities, five independent living facilities, and 36 homecare programs. We operate specialized care units within certain of our healthcare centers such as Alzheimer's disease care units and sub-acute nursing units. We also have a non-controlling ownership interest in a hospice care business that services NHC owned health care centers and others. In addition, we provide insurance services, management and accounting services, and we lease properties to operators of skilled nursing centers. We operate in 10 states and are located primarily in the southeastern United

States.

### Summary of Goals and Areas of Focus

#### *Earnings*

To monitor our earnings, we have developed budgets and management reports to monitor labor, census, and the composition of revenues.

#### *Occupancy*

Occupancy, or census, in our skilled nursing facilities is a primary area of management focus. For the three months ended March 31, 2016, the total census at our owned and leased skilled nursing facilities averaged 89.9%, compared to an average of 90.3% for the same period a year ago.

The number of skilled nursing facilities in the United States has been declining for several years. Despite this decline in inventory, occupancy levels for skilled nursing facilities have also seen a steady decline during this period. We believe the steady decline of occupancy has been caused by the following factors: (1) a combination of Federal and State initiatives have led to government programs aggressively shifting more patients to home and community-based services; (2) an increased availability of continuing care retirement communities, assisted living and memory care facilities and other senior living options; and (3) a shorter average length of stay for skilled nursing patients. To monitor our census, we have developed budgets and created programs to assess facility

availabilities within certain regions. We also continue to develop and enhance our relationships with the various payor sources and local referral sources in the communities in which we operate.

### *Development and Growth*

We are undertaking to expand our senior care operations while protecting our existing operations and markets. The following table lists our recent development activities.

| Type of Operation | Description  | Size               | Location        | Placed in Service  |
|-------------------|--------------|--------------------|-----------------|--------------------|
| SNF/AL            | New Facility | 92 beds/60 Units   | Gallatin, TN    | April, 2015        |
| Memory Care       | Partnership  | 60 beds            | St. Peters, MO  | November, 2015     |
| SNF/AL            | New Facility | 90 beds / 80 Units | Nashville, TN   | Under construction |
| AL                | New Facility | 76 Units           | Bluffton, SC    | Under construction |
| AL                | New Facility | 80 Units           | Garden City, SC | Under construction |
| SNF               | New Facility | 112 beds           | Columbia, TN    | Under construction |

For the projects under construction at March 31, 2016, the 90-bed skilled nursing facility and 80-unit assisted living facility located in Nashville, Tennessee is expected to begin operations in the third quarter of 2016; the 76-unit assisted living facility in Bluffton, SC is expected to begin operations in the third quarter of 2016; the 80-unit assisted living facility in Garden City, SC is expected to begin operations in the fourth quarter of 2016; and the 112 bed replacement center that will combine the 92 beds of NHC Hillview in Columbia, Tennessee with 20 beds from the existing skilled nursing unit at Maury Regional Medical Center is expected to begin operations in the fourth quarter of 2016.

During 2016, we plan to apply for Certificates of Need for additional beds in certain of our markets. We also will evaluate the feasibility of expansion into new markets by building private pay health care centers or assisted living communities.

### *Accrued Risk Reserves*

Our accrued professional liability and workers' compensation reserves totaled \$101,674,000 at March 31, 2016 and are a primary area of management focus. We have set aside restricted cash and cash equivalents and marketable securities to fund our estimated professional liability and workers' compensation liabilities.

As to exposure for professional liability claims, we have developed performance certification criteria to measure and bring focus to the patient care issues most likely to produce professional liability exposure, including in-house acquired pressure ulcers, significant weight loss and numbers of falls. These programs for certification, which we regularly modify and improve, have produced measurable improvements in reducing these incidents. Our experience is that achieving goals in these patient care areas improves both patient and employee satisfaction.

#### Application of Critical Accounting Policies

There were no significant changes during the three month period ended March 31, 2016 to the items we disclosed as our critical accounting policies and estimates in our discussion and analysis of financial condition and results of operations in our December 31, 2015 Annual Report on Form 10-K filed with the SEC.

#### Government Program Financial Changes

##### *Federal Health Care Reform*

In March 2010, President Obama signed into law the Patient Protection and Affordable Care Act ("PPACA" or, commonly, "ACA") and the Health Care and Education Reconciliation Act of 2010 ("HCERA"), which represents significant changes to the current U.S. health care system (collectively the "Acts"). The primary goals of the Acts are to: (1) expand coverage to Americans without health insurance, (2) reform the delivery system to improve quality and drive efficiency, (3) and to lower the overall costs of providing health care. The timeline of



the enacted provisions span over several years – some of the provisions were effective immediately in 2010 and others will be phased in through 2020.

Since a significant goal of federal health care reform is to transform the delivery of health care by holding providers accountable for the cost and quality of care provided, Medicare and many commercial third party payors are implementing Accountable Care Organization ("ACO") models in which groups of providers share in the benefit and risk of providing care to an assigned group of individuals. Other reimbursement methodology reforms in which we are participating or expect to participate in include value-based purchasing, in which a portion of provider reimbursement is redistributed based on relative performance on designated economic, clinical quality, and patient satisfaction metrics. Also, CMS is implementing demonstration programs, in which we are participating in a limited way, to bundle acute care and post-acute care reimbursement to hold providers accountable for costs across a broader continuum of care. These reimbursement methodologies and similar programs are likely to continue and expand, both in public and commercial health plans. In January 2015, CMS announced its goal by 2016 to have 30% of Medicare payments through alternative payment models such as ACOs or bundled payments and up to 50% by the end of 2018. Providers who respond successfully to these trends and are able to deliver quality care at lower costs are likely to benefit financially.

#### *Medicare – Skilled Nursing Facilities*

In July 2015, CMS released its final rule outlining the fiscal year 2016 Medicare payments for skilled nursing facilities, which began October 1, 2015. The 2016 final rule provides for an approximate 1.2% rate update. This estimated increase consists of a 2.3% market basket increase, reduced by a 0.6% forecast error adjustment and further reduced 0.5% for a multifactor productivity adjustment required by the ACA. CMS estimates the update will increase overall payments to skilled nursing facilities in fiscal year 2016 by \$430 million compared to fiscal year 2015 levels. The effect of the 2016 PPS rate update on our revenues will be dependent upon our census and the mix of our patients at the various PPS pay rates.

In August 2014, CMS released its skilled nursing facility PPS update for the fiscal year 2015, which began October 1, 2014. The final rule provided for a 2.0% rate update, which reflected a 2.5% market basket increase less a 0.5% multifactor productivity adjustment as required by the ACA. CMS estimated the update would increase overall payments to skilled nursing facilities in fiscal year 2015 by \$750 million compared to fiscal year 2014 levels. The 2015 final rule also included wage index updates, revisions to the change of therapy (COT) other Medicare required assessment (OMRA) policy, and comments pertaining to CMS' observations on therapy utilization trends.

For the first three months of 2016, our average Medicare per diem rate for skilled nursing facilities increased 2.7% compared to the same period in 2015.

*Medicaid – Skilled Nursing Facilities*

Effective July 1, 2015 and for the fiscal year 2016, the state of Tennessee implemented specific individual nursing facility rate increases. We estimate the resulting increase in revenue beginning July 1, 2015 will be approximately \$4,000,000 annually, or \$1,000,000 per quarter.

Effective October 1, 2015 and for the fiscal year 2016, South Carolina implemented specific individual nursing facility rate changes. We estimate the resulting rate changes for the 2016 fiscal year will have an immaterial impact on revenues.

In April 2016 and retroactively applied back to October 1, 2015, the state of Missouri implemented specific individual nursing facility rate increases. We estimate the resulting increase in revenue will be approximately \$400,000 annually, or \$100,000 per quarter.

For the first three months of 2016, our average Medicaid per diem increased 1.4% compared to the same period in 2015. We face challenges with respect to states' Medicaid payments, because many currently do not cover the total costs incurred in providing care to those patients. States will continue to control Medicaid expenditures and also look for adequate funding sources, including provider assessments. There are several pieces of legislation that include provisions designed to reduce Medicaid spending. These provisions include, among others, provisions strengthening the Medicaid asset transfer restrictions for persons seeking to qualify for Medicaid long-term care coverage, which could, due to the timing of the penalty period, increase facilities' exposure to uncompensated care.

Other provisions could increase state funding for home and community-based services, potentially having an impact on funding for nursing facilities.

#### *Medicare – Homecare Programs*

In October 2015 and effective January 1, 2016, CMS released its final rule for 2016 home health prospective payment system rates. CMS estimates that the net impact of the PPS rule will result in a 1.5% decrease (\$260 million) in Medicare payments for agencies in 2016. The payment decrease reflects the impact of a 1.9% inflation update offset by a .97% decrease to account for upcoding of claims, a 2.4% decrease required by the third year of the four-year phase-in of the rebasing adjustments, and a decrease resulting from a change in the conversion factor for non-routine medical supplies. The final rule also establishes a value-based purchasing model set to begin January 1, 2016 for Medicare-certified agencies in nine states, including Tennessee and Florida.

#### Results of Operations

##### *Three Months Ended March 31, 2016 Compared to Three Months Ended March 31, 2015*

Results for the three month period ended March 31, 2016 include a 3.2% increase in net operating revenues and a 3.4% increase in income before income taxes compared to the same period in 2015. Excluding the operating losses from the newly constructed skilled nursing facility and assisted living facility placed in service less than twelve months ago, income before income taxes for the quarter ended March 31, 2016 would have increased 7.2% compared to the same period in 2015.

The overall average census in our owned and leased skilled nursing facilities averaged 89.9% for the quarter compared to an average of 90.3% for the same quarter a year ago. The composite skilled nursing facility per diem at our owned and leased skilled nursing facilities increased 0.4% compared to the quarter a year ago. Medicare and Managed Care per diem rates increased 2.7% and 1.8%, respectively, compared to the quarter a year ago. Medicaid and private pay per diem rates increased 1.4% and 2.4%, respectively, compared to the quarter a year ago.

Net patient revenues increased \$6,045,000, or 2.9%, compared to the same period last year. The majority of the increase in net patient revenues was derived from our same-facility skilled nursing facilities (\$3,328,000). These centers benefitted from the per diem increases mentioned in the above paragraph and the additional day of operations in February 2016 compared to the same quarter a year ago. The two newly constructed healthcare properties that

began operations in 2015 enhanced net patient revenues by \$1,650,000 compared to the quarter a year ago.

Other revenues increased \$1,136,000, or 11.0%, in the 2016 three month period to \$11,482,000 from \$10,346,000 in the 2015 three-month period, as further detailed in Note 3 to our interim condensed consolidated financial statements.

The majority of the increase in other revenues was derived from the increase in rental income. Effective January 1, 2016, we entered into a new triple net lease agreement for eleven of our healthcare properties. The new lease agreement is for a ten year period and is expected to increase rental income by approximately \$2,300,000 annually over the previous lease agreement.

Effective March 1, 2016, we are no longer providing management services to The Quarters of Des Peres skilled nursing facility in Des Peres, Missouri. We expect our management fee revenue to decrease by approximately \$600,000 annually, or \$150,000 per quarter for the remaining nine months of 2016.

Total costs and expenses for the first quarter of 2016 compared to the first quarter of 2015 increased \$6,993,000, or 3.4%, to \$211,964,000 from \$204,971,000. Salaries, wages and benefits, the largest operating costs of our company, increased \$4,304,000, or 3.4%, to \$130,020,000 from \$125,716,000. Other operating expenses increased \$1,562,000, or 2.6%, to \$61,309,000 for the 2016 period compared to \$59,747,000 for the 2015 period. Facility rent expense increased \$342,000 to \$10,327,000. Depreciation and amortization increased \$421,000 to \$9,354,000. Interest expense increased \$364,000 to \$954,000.

Salaries, wages and benefits as a percentage of net operating revenues was 56.6% compared to 56.5% for the three months ended March 31, 2016 and 2015, respectively. The increase in salaries, wages and benefits is primarily due to the same-facility nursing facility increase compared to the quarter a year ago (\$1,900,000), which

includes increased costs for therapy services (\$781,000) and inflationary wage increases. The two newly constructed healthcare properties that began operations in 2015 also increased salaries, wages and benefits by \$1,070,000.

Other operating expenses as a percentage of net operating revenues was 26.7% compared to 26.9% for the three months ended March 31, 2016 and 2015, respectively. The increase in other operating expenses for the current quarter was due to the new operations of the two healthcare facilities compared to the quarter a year ago (\$1,075,000).

The increase in depreciation expense is due to the new operations of the two healthcare facilities and the increase in interest expense is due to the Company's outstanding borrowings on the line of credit compared to the same quarter a year ago.

Non-operating income increased by \$551,000 to \$4,773,000 in the first quarter of 2016 in comparison to \$4,222,000 for the first quarter of 2015, as further detailed in Note 4 to our interim condensed consolidated financial statements.

The increase in non-operating income is due from our equity method investment in Caris and increased investment income compared to the same quarter a year ago. Caris' equity in earnings increased \$271,000 in comparison to the same quarter a year ago.

The income tax provision for the three months ended March 31, 2016 is \$8,698,000 (an effective income tax rate of 38.8%). The income tax provision and effective tax rate for the three months ended March 31, 2016 were unfavorably impacted by adjustments to unrecognized tax benefits of \$175,000 and permanent differences including nondeductible expenses of \$86,000 resulting in an increase in the provision. The income tax provision for the three months ended March 31, 2015 was \$8,416,000 (an effective income tax rate of 38.9%). The income tax provision and effective tax rate for the three months ended March 31, 2015 were unfavorably impacted by adjustments to unrecognized tax benefits of \$209,000 and permanent differences including nondeductible expenses of \$23,000 resulting in an increase in the provision.

#### Liquidity, Capital Resources, and Financial Condition

Our primary sources of cash include revenues from the operations of our healthcare and senior living facilities, insurance services, management services and accounting services, and rental income. Our primary uses of cash include salaries, wages and other operating costs of our healthcare and senior living facilities, the cost of additions to and acquisitions of real property, facility rent expenses, and dividend distributions. These sources and uses of cash are reflected in our interim condensed consolidated statements of cash flows and are discussed in further detail below.

The following is a summary of our sources and uses of cash flows (*dollars in thousands*):

|  | Three Months Ended |                  | Three Month Change |        |
|--|--------------------|------------------|--------------------|--------|
|  | 2016               | March 31<br>2015 | \$                 | %      |
| Cash and cash equivalents at beginning of period | \$ 38,208          | \$ 69,767        | \$ (31,559)        | (45.2) |
| Cash provided by operating activities            | 17,731             | 24,381           | (6,650)            | (27.3) |
| Cash used in investing activities                | (8,439)            | (13,858)         | 5,419              | 39.1   |
| Cash provided by (used in) financing activities  | 1,683              | (2,079)          | 3,762              | 180.9  |
| Cash and cash equivalents at end of period       | \$ 49,183          | \$ 78,211        | \$ (29,028)        | (37.1) |

*Operating Activities*

Net cash provided by operating activities for the three months ended March 31, 2016 was \$17,731,000, as compared to \$24,381,000 in the same period last year. Cash provided by operating activities consisted of net income of \$13,699,000, adjustments for non-cash items of \$13,002,000, cash distributions in excess of earnings

from equity method investments of \$1,346,000, realized gains on sale of marketable securities of \$279,000, and cash used for working capital of \$10,037,000.

Cash used for working capital primarily consisted of an increase in restricted cash and cash equivalents and a decrease in accrued payroll. These two working capital uses of cash were partially offset by an increase in other current liabilities and accrued risk reserves. The increase in restricted cash and cash equivalents is from NHC and other healthcare entities paying insurance premiums into NHC insurance companies, which restrict the cash payment. The decrease in accrued payroll is due to the timing and payments of incentive compensation related to the 2015 year. The increase in other current liabilities is primarily related to timing of quarterly federal income tax payments. The increase in the accrued risk reserves is due to the activity within our professional liability and workers compensation insurance companies.

### *Investing Activities*

Cash used in investing activities totaled \$8,439,000 and \$13,858,000 for the three months ended March 31, 2016 and 2015, respectively. Cash used for property and equipment additions was \$13,432,000 for the three months ended March 31, 2016 and \$12,580,000 in the comparable period in 2015. The Company made investments in unconsolidated partnerships in the amount of \$904,000 and \$323,000 for the three months ended March 31, 2016 and 2015, respectively. Cash was used to make investments into notes receivable in the amounts of \$1,844,000 and \$42,000 for the three months ended March 31, 2016 and 2015, respectively. Purchases and sales of restricted marketable securities (including the use of restricted cash and cash equivalents) resulted in cash being provided of \$7,664,000 for the 2016 period compared to a net use of cash in the amount of \$1,027,000 for the 2015 period.

In 2016, construction costs included in additions to property and equipment include \$2,982,000 for the construction and current development of a 90-bed skilled nursing facility and 80-unit assisted living facility in Nashville, Tennessee; \$3,191,000 for the construction and current development of two assisted living facilities in South Carolina; and \$2,243,000 for the construction and current development of the 112-bed skilled nursing facility in Columbia, Tennessee, which is the partnership between NHC and Maury Regional Medical Center.

The largest note receivable made during the first quarter of 2016 was a line of credit agreement to a third party operator that is leasing and operating eleven of our healthcare facilities. At March 31, 2016, the third party operator had an outstanding balance on the line of credit of \$1,604,000. The maximum commitment from NHC under the line of credit is \$10,000,000 and the maturity date is December 30, 2016, or earlier with 30 days written notice.

### *Financing Activities*

Net cash provided by financing activities totaled \$1,683,000 for the three months ended March 31, 2016. Net cash used in financing activities totaled \$2,079,000 for the three months ended March 31, 2015. Cash used for dividend payments to common stockholders totaled \$5,995,000 in the current year period compared to \$6,960,000 for the payment of common and preferred dividends in the same period a year ago. In the current period, \$9,330,000 was provided by the issuance of common stock compared to \$5,036,000 in the prior year period.

### Table of Contractual Obligations

Our contractual obligations for periods subsequent to March 31, 2016 are as follows (*in thousands*):

|                                    | Total      | 1 year    | 2-3<br>Years | 4-5<br>Years | After<br>5 Years |
|------------------------------------|------------|-----------|--------------|--------------|------------------|
| Long-term debt – principal         | \$ 120,000 | \$ –      | \$ 10,000    | \$ 110,000   | \$ –             |
| Long-term debt – interest          | 9,650      | 2,319     | 4,266        | 3,065        | –                |
| Operating leases                   | 373,400    | 34,200    | 68,400       | 68,400       | 202,400          |
| Construction obligations           | 21,441     | 21,441    | –            | –            | –                |
| Capital lease obligations          | 41,167     | 5,200     | 10,400       | 10,400       | 15,167           |
| Total contractual cash obligations | \$ 565,658 | \$ 63,160 | \$ 93,066    | \$ 191,865   | \$ 217,567       |



Other noncurrent liabilities for uncertain tax positions of \$5,831,000, attributable to permanent differences, at March 31, 2016 have not been included in the above table because of the inability to estimate the period in which the tax payment is expected to occur. See Note 12 of the interim condensed consolidated financial statements for a discussion on income taxes.

We started paying quarterly dividends on our common shares outstanding in 2004. We anticipate the continuation of the common dividend payment as approved quarterly by the Board of Directors.

#### *Short-term liquidity*

We expect to meet our short-term liquidity requirements primarily from our cash flows from operating activities. In addition to cash flows from operations, our current cash on hand of \$49,183,000, marketable securities of \$125,871,000 and as needed, our borrowing capacity on the credit facility, are expected to be adequate to meet our contractual obligations, operating liquidity, and our growth and development plans in the next twelve months.

#### *Long-term liquidity*

We expect to meet our long-term liquidity requirements primarily from our cash flows from operating activities, our current cash on hand of \$49,183,000, marketable securities of \$125,871,000, and our borrowing capacity on the credit facility. At March 31, 2016, the outstanding balance on the credit facility is \$110,000,000; therefore, leaving \$65,000,000 available for future borrowings. The maturity date on the credit facility is October 7, 2020. The credit facility is available for general corporate purposes, including working capital and acquisitions.

Our ability to refinance the credit agreement, to meet our long-term contractual obligations and to finance our operating requirements, and growth and development plans will depend upon our future performance, which will be affected by business, economic, financial and other factors, including potential changes in state and federal government payment rates for healthcare, customer demand, success of our marketing efforts, pressures from competitors, and the state of the economy, including the state of financial and credit markets.

#### Commitment and Contingencies

*Civil Investigative Demand*

On December 19, 2013, the Company was served with a civil investigative demand (“CID”) from the U.S. Department of Justice and the Office of the U.S. Attorney for the Eastern District of Tennessee (“DOJ Investigation”) requesting the production of documents and interrogatory responses regarding the billing for and medical necessity of certain rehabilitative therapy services. Based upon our review, the CID appears to relate to services provided at our facilities based in Knoxville, Tennessee.

On October 7, 2014, the Company received a subpoena from the Office of Inspector General of the United Department of Health and Human Services (“OIG Subpoena”) related to the current DOJ Investigation. The OIG Subpoena requests certain financial and organizational documents from the Company and certain of its subsidiaries and SNFs and medical records from certain of the Company’s Tennessee-based SNFs.

The Company is cooperating fully with these requests. We are unable to evaluate the outcome of this investigation at this time. It is possible that this claim could have a material adverse effect on our consolidated financial position, results of operations and cash flows.

*Caris HealthCare, L.P. Investigation*

On December 9, 2014, Caris, a business that specializes in hospice care services in Company-owned health care centers and in other settings, received notice from the U.S. Attorney’s Office for the Eastern District of Tennessee and the Attorney Generals’ Offices for the State of Tennessee and State of Virginia that those government entities were conducting an investigation regarding patient eligibility for hospice services provided by Caris. We have a 75.1% non-controlling ownership interest in Caris.

Caris is cooperating with these government entities in connection with this investigation. We are unable to evaluate the outcome of this investigation at this time. It is possible that this claim could have a material adverse effect on our consolidated financial position, results of operations and cash flows.

#### *South Carolina Medicaid Audits*

The South Carolina Office of State Auditor (“State Auditor”) conducted Medicaid cost report audits for eleven of the Company’s South Carolina skilled nursing facilities. The State Auditor has issued audit findings for the fiscal years ending September 30, 2013 and September 30, 2014.

During 2015, the Company paid the South Carolina Department of Health and Human Services \$6.8 million due to the State Auditor findings. The Company has filed administrative appeals with the South Carolina Department of Health and Human Services to recoup these funds and this process is continuing within the legal system. At March 31, 2016, there are no amounts recorded in our consolidated balance sheets pertaining to the potential recoupment of these funds.

#### *Financing Commitments*

Effective January 1, 2016 and in conjunction with the signed rental agreement for eleven of our healthcare properties, we entered into a short-term line of credit arrangement with a third party operator. The maximum commitment under the line of credit is \$10,000,000 and the maturity date is December 30, 2016, or earlier with 30 days written notice. At March 31, 2016, the third party operator had an outstanding balance on the line of credit of \$1,604,000. This amount is classified in the current portion of notes receivable in the interim condensed consolidated balance sheets.

In conjunction with our management contract with National, we have entered into a line of credit arrangement whereby we may have amounts due from National from time to time. The maximum loan commitment under the line of credit is \$2,000,000. At March 31, 2016, National did not have an outstanding balance on the line of credit.

#### *Governmental Regulations*

Laws and regulations governing the Medicare, Medicaid and other federal healthcare programs are complex and subject to interpretation. Management believes that it is in compliance with all applicable laws and regulations in all material respects. However, compliance with such laws and regulations can be subject to future government review

and interpretation as well as significant regulatory action including fines, penalties, and exclusions from the Medicare, Medicaid and other federal healthcare programs.

### *Acquisitions*

We have acquired and will continue to acquire businesses with prior operating histories. Acquired companies may have unknown or contingent liabilities, including liabilities for failure to comply with healthcare laws and regulations, such as billing and reimbursement, anti-kickback and physician self-referral laws. Although we institute policies designed to conform practices to our standards following completion of acquisitions and attempts to structure our acquisitions as asset acquisitions in which we do not assume liability for seller wrongful actions, there can be no assurance that we will not become liable for past activities that may later be alleged to be improper by private plaintiffs or government agencies. Although we obtain general indemnifications from sellers covering such matters, there can be no assurance that any specific matter will be covered by such indemnifications, or if covered, that such indemnifications will be adequate to cover potential losses and fines.

### *Inflation*

We have historically derived a substantial portion of our revenue from the Medicare and Medicaid programs, along with similar reimbursement programs. Payments under these programs generally provide for reimbursement levels that are adjusted for inflation annually based upon the state's fiscal year for the Medicaid programs and in each October for the Medicare program. The adjustments may not continue in the future, and even if received, such adjustments may not reflect the actual increase in our costs for providing healthcare services.

New Accounting Pronouncements

See Note 2 to the Interim Condensed Consolidated Financial Statements for the impact of new accounting standards.

Forward-Looking Statements

References throughout this document to the Company include National HealthCare Corporation and its wholly-owned subsidiaries. In accordance with the Securities and Exchange Commission's "Plain English" guidelines, this Quarterly Report on Form 10-Q has been written in the first person. In this document, the words "we", "our", "ours" and "us" refer only to National HealthCare Corporation and its wholly-owned subsidiaries and not any other person.

This Quarterly Report on Form 10-Q and other information we provide from time to time, contains certain "forward-looking" statements as that term is defined by the Private Securities Litigation Reform Act of 1995. All statements regarding our expected future financial position, results of operations or cash flows, continued performance improvements, ability to service and refinance our debt obligations, ability to finance growth opportunities, ability to control our patient care liability costs, ability to respond to changes in government regulations, ability to execute our three-year strategic plan, and similar statements including, without limitations, those containing words such as "believes", "anticipates", "expects", "intends", "estimates", "plans", and other similar expressions are forward-looking statements.

Forward-looking statements involve known and unknown risks and uncertainties that may cause our actual results in future periods to differ materially from those projected or contemplated in the forward-looking statements as a result of, but not limited to, the following factors:

.  
national and local economic conditions, including their effect on the availability and cost of labor, utilities and materials;

.  
the effect of government regulations and changes in regulations governing the healthcare industry, including our compliance with such regulations;

.  
changes in Medicare and Medicaid payment levels and methodologies and the application of such methodologies by the government and its fiscal intermediaries;

.  
liabilities and other claims asserted against us, including patient care liabilities, as well as the resolution of current litigation (see Note 15: Guarantees and Contingencies);

.  
the ability of third parties for whom we have guaranteed debt, if any, to refinance certain short term debt obligations;

.  
the ability to attract and retain qualified personnel;

.  
the availability and terms of capital to fund acquisitions and capital improvements;

.  
the ability to refinance existing debt on favorable terms;

.  
the competitive environment in which we operate;

.  
the ability to maintain and increase census levels; and

demographic changes.

See the notes to the quarterly financial statements, and “Item 1. Business” in our 2015 Annual Report on Form 10-K for a discussion of various governmental regulations and other operating factors relating to the

healthcare industry and the risk factors inherent in them. This may be found on our web site at [www.nhccare.com](http://www.nhccare.com). You should carefully consider these risks before making any investment in the Company. These risks and uncertainties are not the only ones facing us. There may be additional risks that we do not presently know of or that we currently deem immaterial. If any of the risks actually occur, our business, financial condition or results of operations could be materially adversely affected. In that case, the trading price of our shares of stock could decline, and you may lose all or part of your investment. Given these risks and uncertainties, we can give no assurances that these forward-looking statements will, in fact, transpire and, therefore, caution investors not to place undue reliance on them.

### **Item 3.**

#### **Quantitative and Qualitative Disclosures About Market Risk.**

Market risk represents the potential economic loss arising from adverse changes in the fair value of financial instruments. Currently, our exposure to market risk relates primarily to our fixed-income and equity portfolios. These investment portfolios are exposed primarily to, but not limited to, interest rate risk, credit risk, equity price risk, and concentration risk. We also have exposure to market risk that includes our cash and cash equivalents, notes receivable, revolving credit facility, and long-term debt. The Company's senior management has established comprehensive risk management policies and procedures to manage these market risks.

#### *Interest Rate Risk*

The fair values of our fixed-income investments fluctuate in response to changes in market interest rates. Increases and decreases in prevailing interest rates generally translate into decreases and increases, respectively, in the fair values of those instruments. Additionally, the fair values of interest rate sensitive instruments may be affected by the creditworthiness of the issuer, prepayment options, the liquidity of the instrument and other general market conditions.

At March 31, 2016, we have available for sale debt securities in the amount of \$168,173,000. The fixed maturity portfolio is comprised of investments with primarily short-term and intermediate-term maturities. The portfolio composition allows flexibility in reacting to fluctuations of interest rates. The fixed maturity portfolio allows our insurance company subsidiaries to achieve an adequate risk-adjusted return while maintaining sufficient liquidity to meet obligations.

As of March 31, 2016, both our long-term debt and revolving credit facility bear interest at variable interest rates. Currently, we have long-term debt outstanding of \$120.0 million. Based on our outstanding long-term debt, a 1% change in interest rates would change our interest cost by approximately \$1,200,000.



Approximately \$7.1 million of our notes receivable bear interest at variable rates (generally at the prime rate plus 2%). Because the interest rates of these instruments are variable, a hypothetical 1% change in interest rates would result in a related increase or decrease in interest income of approximately \$71,000.

Our cash and cash equivalents consist of highly liquid investments with a maturity of less than three months when purchased. As a result of the short-term nature of our cash instruments, a hypothetical 1% change in interest rates would have minimal impact on our future earnings and cash flows related to these instruments.

We do not currently use any derivative instruments to hedge our interest rate exposure. We have not used derivative instruments for trading purposes and the use of such instruments in the future would be subject to approvals by the Investment Committee of the Board.

#### *Credit Risk*

Credit risk is managed by diversifying the fixed maturity portfolio to avoid concentrations in any single industry group or issuer and by limiting investments in securities with lower credit ratings.

#### *Equity Price and Concentration Risk*

Our available for sale equity securities are recorded at their fair market value based on quoted market prices. Thus, there is exposure to equity price risk, which is the potential change in fair value due to a change in quoted market prices. At March 31, 2016, the fair value of our equity marketable securities is approximately \$125,871,000. Of the \$125.9 million equity securities portfolio, our investment in National Health Investors, Inc.

(“NHI”) comprises approximately \$108.5 million, or 86%, of the total fair value. We manage our exposure to NHI by closely monitoring the financial condition, performance, and outlook of the company. Hypothetically, a 10% change in quoted market prices would result in a related increase or decrease in the fair value of our equity investments of approximately \$12.6 million. At March 31, 2016, our equity securities had unrealized gains of \$95.7 million. Of the \$95.7 million of unrealized gains, \$83.7 million is related to our investment in NHI.

#### **Item 4. Controls and Procedures.**

As of March 31, 2016, an evaluation was performed under the supervision and with the participation of the Company’s management, including the Chief Executive Officer (“CEO”) and Principal Accounting Officer (“PAO”), of the effectiveness of the design and operation of the Company’s disclosure controls and procedures. Based on that evaluation, the Company’s management, including the CEO and PAO, concluded that the Company’s disclosure controls and procedures were effective as of March 31, 2016. There have been no changes in the Company’s internal control over financial reporting during the quarter ended March 31, 2016 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

## **PART II. OTHER INFORMATION**

#### **Item 1. Legal Proceedings.**

For a discussion of prior, current and pending litigation of material significance to NHC, please see Note 13 of this Form 10-Q.

#### **Item 1A. Risk Factors.**

During the three months ended March 31, 2016, there were no material changes to the risk factors that were disclosed in Item 1A of National HealthCare Corporation’s Annual Report on Form 10-K for the year ended December 31, 2015.

#### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

Not applicable

**Item 3. Defaults Upon Senior Securities.**

None

**Item 5. Other Information.**

None

**Item 6. Exhibits.**

(a)

List of exhibits

**EXHIBIT INDEX**

| Exhibit No. | Description   | Page No. or Location   |
|-------------|---|--|
| 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         | 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                                      |
| 3.4         | Restated Bylaws as amended February 14, 2013  | Incorporated by reference to Exhibit 3.5 to the quarterly report on Form 10-Q filed on May 8, 2013.  |
| 4.1         | Form of Common Stock  | Incorporated by reference to Exhibit A attached to Form S - 4 , ( P r o x y Statement-Prospectus), amended, Registration No. 333-37185, (December 5, 1997) |
| 4.2         | Rights Agreement, dated as of August 2, 2007, between National HealthCare Corporation and Computershare Trust | Incorporated by reference to Exhibit 4.1 to the Registrant's registration  |

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|----------|--|--|
|          | Company, N.A.  | statement on Form 8-A,<br>dated August 3, 2007 |
| 31.1     | Rule 13a-14(a)/15d-14(a) Certification of<br>Chief Executive Officer   | Filed Herewith                                 |
| 31.2     | Rule 13a-14(a)/15d-14(a) Certification of<br>Principal Accounting Officer  | Filed Herewith                                 |
| 32       | Certification pursuant to 18 U.S.C. Section<br>1350 by Chief Executive Officer and<br>Principal Accounting Officer | Filed Herewith                                 |
| *101.INS | XBRL Instance Document   |  |
| *101.SCH | XBRL Taxonomy Extension Schema<br>Document   |  |
| *101.CAL | XBRL Taxonomy Extension Calculation<br>Linkbase Document   |  |
| *101.DEF | XBRL Taxonomy Extension Definition<br>Linkbase Document  |  |
| *101.LAB | XBRL Taxonomy Extension Label Linkbase<br>Document   |  |
| *101.PRE | XBRL Taxonomy Extension Presentation<br>Linkbase Document  |  |

\* As provided in Rule 406T of Regulation S-T, this information shall not be deemed "filed" for purposes of Sections 11 and 12 of the Securities Act and Section 18 of the Securities Exchange Act or otherwise subject to liability under those sections.

## 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 thereunto duly authorized.

NATIONAL HEALTHCARE  
CORPORATION

(Registrant)

Date: May 3, 2016

/s/ Robert G. Adams

Robert G. Adams  
Chief Executive Officer

Date: May 3, 2016

/s/ Donald K. Daniel

Donald K. Daniel  
Senior Vice President and Controller  
(Principal Accounting Officer)