

TENET HEALTHCARE CORP
Form 8-K
June 24, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report: June 24, 2013

(Date of earliest event reported)

TENET HEALTHCARE CORPORATION

(Exact name of Registrant as specified in its charter)

Nevada
(State of Incorporation)

1-7293
(Commission)

95-2557091
(IRS Employer)

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File Number)

Identification Number)

1445 Ross Avenue, Suite 1400

Dallas, Texas 75202

(Address of principal executive offices, including zip code)

(469) 893-2200

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure.

On June 24, 2013, Tenet Healthcare Corporation (the Company) announced the execution of a definitive agreement to acquire Vanguard Health Systems, Inc. (Vanguard) for \$21.00 per share, without interest, in an all cash transaction. The Company and Vanguard issued a joint press release announcing the execution the definitive agreement, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference. Additionally, on June 24, 2013, the Company disseminated an investor presentation to be used in connection with a conference call to be held with investors discussing the proposed transaction. A copy of the investor presentation is attached hereto as Exhibit 99.2 and a copy of the script for the conference call is attached hereto as Exhibit 99.3, each of which is incorporated herein by reference.

Forward-Looking Statements

Certain statements in this document are forward-looking statements under Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements are based on current expectations. However, actual results may differ materially from expectations due to the risks, uncertainties and other factors that affect our business and Vanguard s business. These factors include, among others, the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement; the failure to satisfy conditions to completion of the merger, including receipt of regulatory approvals; changes in the business or operating prospects of Vanguard; changes in health care and other laws and regulations; economic conditions; adverse litigation or regulatory developments; competition; our success in implementing our business development plans and integrating newly acquired assets; our ability to hire and retain health care professionals; our ability to meet our capital needs, including our ability to manage our indebtedness; and our ability to grow our Conifer Health Solutions business segment. We and Vanguard provide additional information about these and other factors in the reports filed with the Securities and Exchange Commission, including, but not limited to, those described in Risk Factors and Management s Discussion and Analysis of Financial Condition and Results of Operations in our and Vanguard s annual reports on Form 10-K for the year ended December 31, 2012 and June 30, 2012, respectively. We disclaim any obligation to update any forward-looking statement in this document, whether as a result of changes in underlying factors, new information, future events or otherwise.

Item 9.01 Financial Statements and Exhibits.

- (d) The following exhibits are filed as a part of this Report.

Exhibit No.	Description
99.1	Joint press release dated as of June 24, 2013
99.2	Investor presentation slides
99.3	Investor conference call script

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TENET HEALTHCARE CORPORATION

Date: June 24, 2013

By: /s/ Paul A. Castanon
Name: Paul A. Castanon
Title: Vice President, Deputy General Counsel and
Corporate Secretary

EXHIBIT INDEX

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