

ADCARE HEALTH SYSTEMS INC  
Form POS AM  
August 31, 2012

As filed with the Securities and Exchange Commission on August 31, 2012

Registration No. 333-166488

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 2

TO

**FORM S-3**

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

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**AdCare Health Systems, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

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**Ohio**  
(State or Other Jurisdiction of

**31-1332119**  
(I.R.S. Employer

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Incorporation or Organization)

Identification Number)

**1145 Hembree Road**

**Roswell, Georgia 30076**

**(678) 869-5116**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Martin D. Brew**

**Chief Financial Officer**

**AdCare Health Systems, Inc.**

**3050 Peachtree Road, NW, Suite 355**

**Atlanta, Georgia 30305**

**(404) 781-2884**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

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**COPY TO:**

**Lori A. Gelchion, Esq.**

Rogers & Hardin LLP

2700 International Tower

229 Peachtree Street, NE

Atlanta, Georgia 30303

(404) 420-4646

**APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From time to time after the effective date of this Registration Statement.**

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.  x

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  o

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  o

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.  o

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.  o

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 filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  o      Accelerated filer  o      Non-accelerated filer  o      Smaller reporting company  x  
(Do not check if a smaller reporting company)

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**EXPLANATORY NOTE**

**DEREGISTRATION OF CERTAIN SECURITIES**

Pursuant to this Registration Statement on Form S-3 (No. 333-166488), originally filed with the Securities and Exchange Commission (the SEC) on May 4, 2010, and amended by Pre-effective Amendments No. 1, No. 2 and No. 3 thereto filed with the SEC on May 28, 2010, June 14, 2010 and June 21, 2010, respectively, and further amended by Post-effective Amendment No. 1 thereto filed with the SEC on June 21, 2011 (collectively, the Registration Statement), AdCare Health Systems, Inc. (the Company), registered:

A. (1) 1,382,500 warrants (the Private Placement Warrants) to purchase shares of the Company's common stock, no par value (the Common Stock), issued in a private placement on December 8, 2009, and (2) 3,385,417 shares of Common Stock issuable upon the exercise of certain warrants and options consisting of: (i) 1,382,500 shares of Common Stock underlying the Private Placement Warrants; (ii) 1,811,539 shares of Common Stock underlying warrants issued to certain of the Company's officers and directors and other selling stockholders; (iii) 171,378 shares of Common Stock issued to certain of the Company's directors and officers on December 7, 2009; and (iv) 20,000 shares of Common Stock issued to Rookwood on April 14, 2008 (the securities described in clauses (1) and (2), collectively, the Resale Securities); and

B. An indeterminate number of shares of Common Stock up to a total offering price of \$20,000,000, which may be offered by the Company utilizing a shelf registration process (the Primary Issuance Securities), of which Common Stock with an aggregate offering price of \$11,157,651 has already been sold.

The Company is filing this Post-Effective Amendment No. 2 (this Amendment) to deregister the \$8,842,349 of Primary Issuance Securities that remain unsold under the Registration Statement. This Amendment does not deregister or relate in any respect to the Resale Securities registered pursuant to the Registration Statement for sale from time to time, and the Resale Securities remain registered for sale pursuant to the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunder duly authorized, in the City of Roswell, State of Georgia, on August 31, 2012.

**ADCARE HEALTH SYSTEMS, INC.**

By: /s/ Boyd P. Gentry  
Boyd P. Gentry  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>SIGNATURE</b>	<b>TITLE</b>	<b>DATE</b>
/s/ David A. Tenwick David A. Tenwick	Director, Chairman	August 31, 2012
/s/ Boyd P. Gentry Boyd P. Gentry	Director and Chief Executive Officer (Principal Executive Officer)	August 31, 2012
/s/ Martin D. Brew Martin D. Brew	Chief Financial Officer (Principal Financial and Accounting Officer)	August 31, 2012
By: * Christopher Brogdon	Director, Vice-Chairman and Chief Acquisitions Officer	August 31, 2012
By: * Peter J. Hackett	Director	August 31, 2012
By: * Joshua J. McClellan	Director	August 31, 2012
By: * Jeffrey L. Levine	Director	August 31, 2012
By: * Philip S. Radcliffe	Director	August 31, 2012
By: * Laurence E. Sturtz	Director	August 31, 2012
By: * Gary L. Wade	Director	August 31, 2012

\* By: /s/ David A. Tenwick  
David A. Tenwick, as  
Attorney-in-Fact