

TRIAD HOSPITALS INC  
Form S-8  
March 14, 2005

As filed with the Securities and Exchange Commission on March 14, 2005.

Registration No. 333-\_\_\_\_

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**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

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**TRIAD HOSPITALS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or organization)

**75-2816101**  
(I.R.S. Employer Identification No.)

**5800 Tennyson Parkway**

**Plano, Texas 75024**

**214-473-7000**

(Address, including zip code, and telephone number, including area code of registrant's principal executive offices)

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**TRIAD HOSPITALS, INC. OUTSIDE DIRECTORS STOCK AND INCENTIVE COMPENSATION PLAN**

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(Full Title of the Plan)

**Donald P. Fay, Esq.**

**Executive Vice President, Secretary and General Counsel**

**Triad Hospitals, Inc.**

**5800 Tennyson Parkway**

**Plano, Texas 75024**

**214-473-7000**

(Name, address, including zip code, and telephone number, including area code of agent for services)

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*Copy to:*

**Morton A. Pierce, Esq.**

**Dewey Ballantine LLP**

**1301 Avenue of the Americas**

**New York, New York 10019-6092**

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**CALCULATION OF REGISTRATION FEE**

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| <b>Title of Securities to be Registered</b> | <b>Amount to be Registered(1)(2)</b> | <b>Proposed Maximum Offering Price Per Share(3)</b> | <b>Proposed Maximum Aggregate Offering Price(3)</b> | <b>Amount of Registration Fee(3)</b> |
|---|--------------------------------------|---|---|--------------------------------------|
| Common Stock, par value \$0.01 per share(4) | 575,000 shares                       | \$43.08   | \$24,771,000  | \$2,915.54                           |

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- (1) Represents shares of the registrant's common stock issuable pursuant to the Triad Hospitals, Inc. Outside Directors Stock and Incentive Compensation Plan, as amended (the "Plan"), being registered hereon. Pursuant to a separate Registration Statement on Form S-8 filed May 11, 1999 (Registration No. 333-78191), the contents of which are incorporated herein by reference, the Registrant previously registered 175,000 shares of common stock issuable pursuant to the Plan, which are not included in the above figure.

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- (2) This Registration Statement shall also cover any additional shares of common stock which become issuable under the Plan by reason of any stock dividend, stock split, recapitalization, merger, consolidation or reorganization of or by the registrant which results in an increase in the number of the registrant's outstanding shares of common stock or shares issuable pursuant to awards granted under the Plan.
  - (3) Estimated for the sole purpose of determining the registration fee. Pursuant to Rules 457(c) and 457(h) under the Securities Act of 1933, as amended, the proposed maximum offering price per share is calculated as the average of the high and low selling prices, as reported by the New York Stock Exchange, Inc., of the common stock of the registrant on March 9, 2005.
  - (4) Includes the Series A Preferred Stock purchase rights associated with the common stock.
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INCORPORATION OF EARLIER REGISTRATION STATEMENT

The contents of Registration No. 333-78191 are incorporated herein by reference.

**ITEM 8. Exhibits.**

The documents listed hereunder are filed as exhibits hereto.

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 5.1                       | Opinion of Donald P. Fay, Esq.  |
| 23.1                      | Consent of Donald P. Fay, Esq. (included in Exhibit 5.1).   |
| 23.2                      | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.  |
| 99.1                      | Triad Hospitals, Inc. Outside Directors Stock and Incentive Compensation Plan filed as Exhibit B to the Triad Hospitals, Inc. Definitive Proxy Statement on Schedule 14A dated as of April 17, 2003, is incorporated herein by reference. |

**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-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Plano, State of Texas, on March 14, 2005.

TRIAD HOSPITALS, INC.

By: /s/ JAMES D. SHELTON  
**James D. Shelton**  
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.

Date: March 14, 2005

/s/ JAMES D. SHELTON  
**James D. Shelton**  
Chairman of the Board, President  
and Chief Executive Officer and Director  
(Principal executive officer)

Date: March 14, 2005

/s/ BURKE W. WHITMAN  
**Burke W. Whitman**  
Executive Vice President and Chief Financial Officer  
(Principal accounting officer)

Date: March 14, 2005

/s/ MICHAEL J. PARSONS  
**Michael J. Parsons**  
Director

Date: March 14, 2005

/s/ THOMAS G. LOEFFLER, ESQ.  
**Thomas G. Loeffler, Esq.**  
Director

Date: March 14, 2005

/s/ THOMAS F. FRIST III  
**Thomas F. Frist III**  
Director

Date: March 14, 2005

**Uwe E. Reinhardt, Ph.D.**  
**Director**

Date: March 14, 2005

/s/ DALE V. KESLER.  
**Dale V. Kesler**  
**Director**

Date: March 14, 2005

/s/ GALE E. SAYERS  
**Gale E. Sayers**  
**Director**

Date: March 14, 2005

**Barbara A. Durand, R.N., Ed.D.**  
**Director**

Date: March 14, 2005

/s/ DONALD B. HALVERSTADT, M.D.  
**Donald B. Halverstadt, M.D.**  
**Director**

Date: March 14, 2005

/s/ NANCY-ANN DEPARLE  
**Nancy-Ann DeParle**  
**Director**

Date: March 14, 2005

/s/ MICHAEL K. JHIN  
**Michael K. Jhin**  
**Director**

Date: March 14, 2005

/s/ HARRIET R. MICHEL  
**Harriet R. Michel**  
**Director**

INDEX TO EXHIBITS

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