

BEVERLY ENTERPRISES INC

Form S-8 POS

November 02, 2004

**Table of Contents**

As filed with the Securities and Exchange Commission on November 2, 2004

Registration No. 333-54734

---

---

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

—————  
**POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

—————  
**BEVERLY ENTERPRISES, INC.**

(Exact name of registrant as specified in its charter)

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

**62-1691861**  
(I.R.S. Employer  
Identification Number)

**One Thousand Beverly Way  
Fort Smith, Arkansas**  
(Address of Principal Executive  
Offices)

**72919**  
(Zip Code)

**BEVERLY ENTERPRISES, INC.  
STOCK GRANT PLAN**  
(Full Title of the Plan)

**Douglas J. Babb**  
**One Thousand Beverly Way  
Fort Smith, Arkansas 72919**  
(Name and Address of Agent For Service)

**(479) 201-2000**  
(Telephone Number, Including Area Code, of Agent For Service)

---

---

---

**TABLE OF CONTENTS**

DEREGISTRATION OF SECURITIES

SIGNATURES

POWER OF ATTORNEY

---

**Table of Contents**

**DEREGISTRATION OF SECURITIES**

On January 31, 2001, the Registrant filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (Registration Statement No. 333-54734) (the Registration Statement ) registering 1,174,500 shares of the Registrant's Common Stock, par value \$.10 per share (the Shares ), held by the Registrant as treasury and to be issued to participants under the Registrant's Stock Grant Plan (the Plan ). Effective May 20, 2004, the Plan was terminated, and, as a result of the termination of the Plan, all offerings of the Shares pursuant to the Registration Statement have terminated. The Registrant is filing this Post-Effective Amendment to remove, and hereby does remove, from registration all of the Shares registered on the Registration Statement that remain unsold as of the date of termination of the Plan.

I-1

---

**Table of Contents**

**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 the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, there-unto duly authorized, in the City of Fort Smith, State of Arkansas, on this 1st day of November, 2004.

**BEVERLY ENTERPRISES, INC.**

By: /s/ William R. Floyd  
 Chairman of the Board,  
 Chief Executive Officer and Director

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Douglas J. Babb and John G. Arena, and each of them, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, severally, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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>      |
|--------------------------------|--|------------------|
| <u>/s/ William R. Floyd</u>    | Chairman of the Board,<br>President, Chief Executive Officer<br>and Director | November 1, 2004 |
| William R. Floyd               |  |                  |
| <u>/s/ Jeffrey P. Freimark</u> | Executive Vice President, Chief<br>Financial and Information Officer         | November 1, 2004 |
| Jeffrey P. Freimark            |  |                  |

**Table of Contents**

| <b>Signature</b>                           | <b>Title</b>   | <b>Date</b>      |
|--|--|------------------|
| <hr/> /s/ Pamela H. Daniels <hr/>          | Senior Vice President, Controller<br>and<br>Chief Accounting Officer | November 1, 2004 |
| Pamela H. Daniels                          |  |                  |
| <hr/> Melanie C. Dreher <hr/>              | Director   | November 1, 2004 |
| Melanie Creagan Dreher, Ph.D.,<br>RN, FAAN |  |                  |
| <hr/> /s/ John D. Fowler, Jr. <hr/>        | Director   | November 1, 2004 |
| John D. Fowler, Jr.                        |  |                  |
| <hr/> /s/ John P. Howe <hr/>               | Director   | November 1, 2004 |
| John P. Howe, III, M.D.                    |  |                  |
| <hr/> /s/ James W. McLane <hr/>            | Director   | November 1, 2004 |
| James W. McLane                            |  |                  |
| <hr/> /s/ Ivan R. Sabel <hr/>              | Director   | November 1, 2004 |
| Ivan R. Sabel                              |  |                  |
| <hr/> /s/ Donald L. Seeley <hr/>           | Director   | November 1, 2004 |
| Donald L. Seeley                           |  |                  |
| <hr/> /s/ Marilyn R. Seyman <hr/>          | Director   | November 1, 2004 |
| Marilyn R. Seymann                         |  |                  |