

COMMUNITY HEALTH SYSTEMS INC  
Form S-3  
December 11, 2009

As filed with the Securities and Exchange Commission on December 10, 2009

Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

COMMUNITY HEALTH SYSTEMS, INC.  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or  
organization)

8062  
(Primary Standard Industrial  
Classification Code Number)

13-3893191  
(I.R.S. Employer  
Identification No.)

4000 Meridian Boulevard  
Franklin, Tennessee 37067  
(615) 465-7000  
(Address and telephone number of principal executive offices)

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Rachel A. Seifert  
Senior Vice President, Secretary and General Counsel  
4000 Meridian Boulevard  
Franklin, Tennessee 37067  
(615) 465-7000  
(Name, address, and telephone number of agent for service)

Copies to:

Jeffrey Bagner  
Fried, Frank, Harris, Shriver & Jacobson LLP  
One New York Plaza  
New York, New York 10004  
(212) 859-8000

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## Edgar Filing: COMMUNITY HEALTH SYSTEMS INC - Form S-3

Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement becomes effective as determined by the Registrant.

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

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, please check the following box:

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:

If this Form is a post-effective amendment filed pursuant to Rule 462(c) 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:

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:

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:

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount to Be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee (4)
Common Stock, \$0.01 par value per share	166,886 Shares	\$36.87	\$6,153,087	\$345

- (1) Consists of 166,302 shares subject to the rescission offer covered by this registration statement for the CHS Retirement Savings Plan and 584 shares for the CHS Spokane 401(k) Plan.
- (2) Highest price, excluding interest, to be payable per share in connection with this rescission offer covered by this registration statement. The price per share will range from \$13.42 to \$36.87, depending on the price originally paid by the offeree.
- (3) Aggregate purchase price, excluding interest, estimated to be payable (based on highest per share price) if the rescission offer covered by this registration statement is accepted in full.
- (4) Calculated pursuant to Rule 457(j) on the basis of the proposed maximum offering price described in Note 2.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting

pursuant to said Section 8(a), may determine.

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**SUBJECT TO COMPLETION, DATED DECEMBER 10, 2009**  
**PRELIMINARY PROSPECTUS**

The information in this prospectus is not complete and may be changed. We may not sell or buy these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state in which such offer or sale is not permitted.

Community Health Systems, Inc.  
166,886 Shares  
Common Stock  
Rescission Offer

Under the terms and conditions described in this prospectus, we are offering to rescind the previous purchase of shares of common stock, or Shares, of Community Health Systems, Inc., or CHS, by persons who acquired such Shares through the CHS Retirement Savings Plan or the CHS Spokane 401(k) Plan, between January 1, 2009 and December 1, 2009. This period is referred to as the “Purchase Period.” We refer to the CHS Retirement Savings Plan and the CHS Spokane 401(k) Plan each as a “Plan” and collectively as the “Plans.” We refer to this offer as the “Rescission Offer.”

The Rescission Offer applies to Shares purchased through a Plan during the Purchase Period at prices ranging from \$13.42 per Share to \$36.87 per Share.

If you purchased Shares through a Plan during the Purchase Period and accept the Rescission Offer, you will receive:

- In the event you sold such Shares at a loss, an amount equal to the excess of the amount you paid for such Shares over the proceeds from your sale of the Shares, plus interest in an amount described in this prospectus.
- In the event you currently hold such Shares, upon your tender of such Shares to us by accepting the Rescission Offer, the amount you paid for such Shares, plus interest from the date of the purchase. However, we will not repurchase the Shares if the amount you paid for the Shares, plus interest, is less than the market value of the Shares on the date of expiration of this Rescission Offer.

If you no longer have a Plan account, see “Questions and Answers About the Rescission Offer — Special Information for Former Plan Participants Who No Longer Have a Plan Account” on page 13 for more information.

Although this prospectus uses the term “interest” when describing the calculation of the Rescission Offer price, the term is intended to describe only the method used to calculate the payment amount, and the payment is not considered interest for federal income tax purposes. Instead, the entire amount will be considered as a payment for the sale of your Shares.

We will use a “first-in, first-out,” or “FIFO,” principle in determining whether Shares were sold at a loss. You should apply the same principle in determining whether or not to accept the Rescission Offer. Additional information about

the FIFO principle and an example calculation using the FIFO principle are included under “The Rescission Offer — Terms of the Rescission Offer” on page 18.

The Rescission Offer will expire at 3:00 p.m., U.S. Central Time, on \_\_\_\_\_, 2010, which we refer to as the Expiration Date. The Expiration Date is 35 days from the date of this prospectus.

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Our common stock is listed on The New York Stock Exchange under the trading symbol “CYH”. The last reported sale price of our common stock (as reported on The New York Stock Exchange) on December 9, 2009, was \$29.60 per share. Our principal executive offices are located at 4000 Meridian Boulevard, Franklin, Tennessee, 37067. Our telephone number is (615) 465-7000.

If you have a Plan account, you may elect to accept the Rescission Offer by submitting the Online Rescission Offer Acceptance Form, which is available at [www.principal.com](http://www.principal.com), by the Expiration Date. If you no longer have a Plan account, you may elect to accept the Rescission Offer by submitting the Rescission Offer Acceptance Form that is applicable to you and all required documentation to us on or before the Expiration Date as set forth in this prospectus. You do not need to take any action to reject the Rescission Offer. If you fail to submit the Rescission Offer Acceptance Form that is applicable to you or if you do not return all required documentation by the Expiration Date, you will be deemed by us to have rejected the Rescission Offer. Acceptance or rejection of the Rescission Offer may prevent you from maintaining any action against us based on a claim that we failed to register shares of our common stock purchased through a Plan during the Purchase Period. In any event, any such claim may be barred by applicable statutes of limitations. See “Risk Factors — Your right of rescission, if any, under federal and state law may not survive if you affirmatively reject or fail to accept the Rescission Offer” on page 15.

Investing in shares of our common stock involves risks. See “Risk Factors” on page 15.

The shares of our common stock subject to the Rescission Offer may be deemed not to have been properly registered under the Securities Act of 1933, as amended. We recently discovered that we did not register with the SEC, as required, the shares of our common stock offered and sold to participants in the Plans. These shares have now been registered by means of the Registration Statement on Form S-3 filed with the Securities and Exchange Commission, or the SEC, of which this prospectus forms a part. Accordingly, whether or not you accept the Rescission Offer, Shares that you may own through a Plan are now registered effective as of the date of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is December \_\_, 2009.

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You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with additional or different information. If anyone provides you with additional or different information, you should not rely on it. This prospectus is not an offer to sell or purchase nor is it soliciting an offer to buy or sell these securities in any jurisdiction where such offer, solicitation or sale is not permitted. You should assume that the information contained in this prospectus is accurate only as of its date and that any information incorporated by reference is accurate only as of the date of the document incorporated by reference. Our business, financial condition, results of operations, prospects and liquidity may have changed since those dates.

Unless otherwise stated or the context otherwise requires, references in this prospectus to “CHS,” “we,” “us,” and “our” refer to Community Health Systems, Inc. and its subsidiaries.





CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus, any prospectus supplement and any documents we incorporate by reference may include forward looking statements (within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934) regarding future events or our future financial performance that involve certain contingencies and uncertainties. In addition, when included in this prospectus, any prospectus supplement or any documents incorporated herein by reference, the words “may,” “expects,” “anticipates,” “intends,” “plans,” “projects,” “believes,” “estimates,” “thinks” and the negatives thereof and analogous or similar expressions are intended to identify forward-looking statements. However, the absence of these words does not mean that the statement is not forward-looking. We have based these forward-looking statements on current expectations and projections about future events. These statements are not guarantees of future performance. These statements involve known and unknown risks, uncertainties, and other factors that may cause our actual results and performance to be materially different from any future results or performance expressed or implied by these forward-looking statements. The factors that may cause our actual results and performance to be materially different from any future results or performance expressed or implied by these forward-looking statements include, but are not limited to:

- general economic and business conditions, both nationally and in the regions in which we operate;
- legislative proposals for healthcare reform and universal access to healthcare coverage;
- risks associated with our substantial indebtedness, leverage, and debt service obligations;
  - demographic changes;
  - changes in, or the failure to comply with, governmental regulations;
- potential adverse impact of known and unknown government investigations, audits and Federal and State False Claims Act litigation;
- our ability, where appropriate, to enter into and maintain managed care provider arrangements and the terms of these arrangements;
- changes in, or the failure to comply with, managed care contracts could result in disputes and changes in reimbursement that could be applied retroactively;
  - changes in inpatient or outpatient Medicare and Medicaid payment levels;
  - increases in the amount and risk of collectability of patient accounts receivable;
- increases in wages as a result of inflation or competition for highly technical positions and rising supply costs due to market pressure from pharmaceutical companies and new product releases;
  - liabilities and other claims asserted against us, including self-insured malpractice claims;
    - competition;
- our ability to attract and retain, without significant employment costs, qualified personnel, key management, physicians, nurses and other health care workers;

- trends toward treatment of patients in less acute or specialty healthcare settings, including ambulatory surgery centers or specialty hospitals;
  - changes in medical or other technology;
  - changes in accounting principles generally accepted in the United States of America;
  - the availability and terms of capital to fund additional acquisitions or replacement facilities;
  - our ability to successfully acquire additional hospitals and complete the sale of hospitals held for sale;
- our ability to successfully integrate any acquired hospitals or to recognize expected synergies from such acquisitions;
  - our ability to obtain adequate levels of general and professional liability insurance;
  - timeliness of reimbursement payments received under government programs; and
- other risks detailed in our filings with the SEC, including our Annual Report on Form 10-K for the fiscal year ended December 31, 2008, and our Quarterly Reports on Form 10-Q for the periods ending March 31, 2009, June 30, 2009 and September 30, 2009. See “Where You Can Find More Information” on page 27 of this prospectus.

We undertake no obligations to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this prospectus might not occur. There may also be other risks that we are unable to predict at this time.

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## QUESTIONS AND ANSWERS ABOUT THE RESCISSION OFFER

The following questions and answers are intended to address briefly some commonly asked questions regarding the Rescission Offer. These questions and answers do not address all questions that may be important to you as a participant in a Plan, or a former participant in a Plan, who acquired Shares between January 1, 2009 and December 1, 2009. Please refer to "The Rescission Offer" beginning on page 16 and the more detailed information contained elsewhere in this prospectus and the documents incorporated by reference into this prospectus, which you should read carefully.

**Q:** Why are you making the Rescission Offer?

**A:** From January 1, 2009 through December 1, 2009, Plan participants had been allowed to purchase Shares through the Plan in which they participate. The current Trustee of the Plans, Principal Trust Company, or the Trustee, purchases Shares on the open market and allocates Shares to participant Plan accounts. Although the Shares held by the Trustee were purchased in the open market, the staff of the SEC takes the position that we were required to register with the SEC the shares purchased by the Trustee on behalf of the Plan participants.

We are making the Rescission Offer with respect to 166,302 Shares sold pursuant to the CHS Retirement Savings Plan and 584 Shares sold pursuant to the CHS Spokane 401(k) Plan.

In October 2009, we became aware that these sales had not been timely registered under the Securities Act of 1933, or the Securities Act. We are making the Rescission Offer to ensure compliance with the Securities Act and to limit any contingent liability we may have as a result of possible noncompliance with applicable federal registration requirements in connection with the purchase of Shares by participants in the Plans. In determining the Purchase Period, we selected January 1, 2009, which is the date the Plans were created and participants were first permitted to purchase and sell Shares in the Plans, as the beginning date of the Purchase Period, and we selected December 1, 2009, which is the last day participants in the Plans had the ability to purchase Shares through a Plan account, as the ending date of the Purchase Period.

**Q:** Am I required to accept the Rescission Offer?

**A:** No. You are not required to accept the Rescission Offer. Your decision to accept or reject the Rescission Offer is completely voluntary. If you are an employee of CHS, acceptance or rejection of the Rescission Offer will not have any bearing or effect on your employment status.

**Q:** What will I receive if I accept the Rescission Offer?

**A:** The answer to this question depends on whether you still hold the Shares purchased through a Plan during the Purchase Period:

- If you have sold these Shares at a loss, we will pay you an amount equal to the amount of the loss, plus interest at a rate of 1.72% per year. Interest will be paid on the amount you originally paid for the Shares during the period from the date of your purchase of the Shares through the date of your sale of the Shares and on the loss you realized from your sale of the Shares from the date of your sale through the date that payment is made by us.
- If you currently hold these Shares, we will repurchase such Shares for the amount you paid for such Shares, plus interest at a rate of 1.72% per year from the date you purchased the Shares through the date that payment is made by us. However, we will not repurchase the Shares if the amount you paid for the Shares, plus interest (to the Expiration Date), is less than the market value of the Shares as of the Expiration Date, as it would not be

economically beneficial to you.

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We will use a “first-in, first-out,” or “FIFO,” principle in determining whether Shares were sold at a loss. You should apply the same principle in determining whether or not to accept the Rescission Offer. Additional information about the FIFO principle and an example calculation using the FIFO principle are included under “—Terms of the Rescission Offer” on page 18.

If you no longer have a Plan account, see “— Special Information for Former Plan Participants Who No Longer Have a Plan Account” on page 13 for more information.

Q: When and how will I receive payment for my Shares if I properly accept the Rescission Offer?

A: If you have a Plan account and if you complete the Online Rescission Offer Acceptance Form, which is available at [www.principal.com](http://www.principal.com), by 3:00 p.m., U.S. Central Time, on the Expiration Date and we determine that you are eligible to accept the Rescission Offer, we expect that on or before \_\_\_\_\_, 2010:

- All proceeds to which you are entitled by accepting the Rescission Offer will be credited to your Plan account and invested in accordance with your current investment elections for new contributions to the Plan in which you participate.
- To make changes to your current investment elections, contact Principal Financial Group at 1-800-547-7754, Monday through Friday between the hours of 7:00 a.m. and 9:00 p.m., U.S. Central Time. Proceeds will be transferred to your Plan account within 5-7 business days following the Expiration Date. We strongly encourage you to review the Summary Plan Description for your Plan that contains additional information on distribution of account balances. To obtain a copy of the Summary Plan Description for your Plan, go to [www.principal.com](http://www.principal.com) or contact Principal Financial Group at 1-800-547-7754, Monday through Friday between the hours of 7:00 a.m. and 9:00 p.m., U.S. Central Time. Payment of proceeds directly to you may result in adverse tax consequences. See “Material U.S. Federal Income Tax Considerations” on page 24 for more information.

If you do not have a Plan account, see “— Special Information for Former Plan Participants Who No Longer Have a Plan Account” on page 13 for more information.

Q: Does the Rescission Offer apply to Shares I acquired prior to January 1, 2009?

A: No. The Rescission Offer only applies to Shares you purchased through a Plan between January 1, 2009 and December 1, 2009.

Q: What interest rate will be used in calculating any amounts owed to me?

A: We will apply an annual rate of interest of 1.72% to all interest rate calculations used in this Rescission Offer, which is the highest weekly average 1-year constant maturity Treasury yield in effect at any time during the Purchase Period plus one percent.

Q: Does it matter whether I purchased Shares through salary deferrals, rollover contributions, loan repayments, company contributions or transfers between investment funds?

A: No. All purchases of Shares through a Plan during the Purchase Period will be considered when determining whether you are eligible to accept the Rescission Offer.



Q: Should I accept the Rescission Offer?

A: You must make your own decision whether to accept the Rescission Offer. In general, it may be economically beneficial to you to accept the Rescission Offer if:

- you sold Shares you purchased during the Purchase Period for less than you paid for them; or
- you now hold Shares you purchased during the Purchase Period that on the Expiration Date will be worth less than the price you paid for the Shares, plus interest.

However, in making your decision whether to accept the Rescission Offer, you should consider all relevant factors in light of your particular circumstances, including the potential tax consequences of accepting the Rescission Offer (see “Material U.S. Federal Income Tax Consequences” on page 24 for more information) and, if you now hold Shares you purchased during the Purchase Period, the possibility that the value of such Shares may increase or decrease after the Expiration Date.

You should note, however, that under the terms of the Rescission Offer, we will not repurchase any Shares unless our records indicate that (1) you sold Shares you purchased during the Purchase Period for less than you paid for them and/or (2) you now hold Shares you purchased during the Purchase Period that on the Expiration Date are worth less than the price you paid for the Shares, plus interest. Consequently, if you are unsure whether you sold Shares at a loss or you are unsure whether Shares you have continued to hold are likely to have a value on the Expiration Date less than the Rescission Offer purchase price, you may accept the Rescission Offer by submitting the Rescission Offer Acceptance Form that is applicable to you, and we will determine whether the criteria for the repurchase of your Shares described above are satisfied. Unless these criteria are satisfied, we will not repurchase your Shares pursuant to the Rescission Offer.

In applying those criteria, we will use a “first-in, first-out,” or “FIFO,” principle in determining whether Shares were sold at a loss and whether you now hold Shares eligible for repurchase pursuant to the Rescission Offer. You should apply the same principle in determining whether or not to accept the Rescission Offer. Additional information about the FIFO principle and an example calculation using the FIFO principle are included under “The Rescission Offer — Terms of the Rescission Offer” on page 18.

**WE URGE YOU TO REVIEW THIS PROSPECTUS CAREFULLY BEFORE DECIDING WHETHER TO ACCEPT OR REJECT THE RESCISSION OFFER.**

If you have questions about the Rescission Offer acceptance process, you can call Principal Financial Group by dialing 1-800-547-7754, Monday through Friday between the hours of 7:00 a.m. and 9:00 p.m., U.S. Central Time.

Q: Where can I find information about my purchases and sales of Shares?

A: Detailed information about your purchases of Shares during the Purchase Period and any subsequent sales of such Shares is available to you through your online account. You can access your online account by going to [www.principal.com](http://www.principal.com) and logging into your account.

- To find a summary of information pertaining to the Rescission Offer, click on the link for the Rescission Offer within the “Important Information” section at the top of the “Account Information” page.
- To find details about your transaction history, click on the link for “Historical Information” at the top of the “Account Information” page. After you click on this link, you will be brought to a webpage that has a menu screen that allows



you to select a date range of your prior transactions. This webpage allows you to view all transactions in which you purchased or sold Shares during the Purchase Period, which is from January 1, 2009 through December 1, 2009.

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If your transaction history indicates that you sold Shares at a loss, acceptance of the Rescission Offer may be economically beneficial to you. The historical transaction information available to you through your online account can also assist you in determining whether you should accept the Rescission Offer if you now hold Shares you bought during the Purchase Period. If you believe the value of a Share on the Expiration Date will be less than the amount you paid during the Purchase Period for that Share plus interest to the Expiration Date, acceptance of the Rescission Offer may be economically beneficial to you. The last reported sale price of our common stock (as reported on The New York Stock Exchange) on December 9, 2009, was \$29.60 per share.

If you have any questions about accessing your transaction history, you can find more information by accessing your account at [www.principal.com](http://www.principal.com). If you need further assistance or if you do not have access to your online account, you should call Principal Financial Group at 1-800-547-7754 to request a detailed listing of your transactions by mail. Please allow 5-7 days to receive your transactions history. If you have questions about the Rescission Offer, you may call Principal Financial Group by dialing 1-800-547-7754, Monday through Friday between the hours of 7:00 a.m. and 9:00 p.m., U.S. Central Time.

**Q:** Will my ability to direct transactions in my account be affected if I accept the Rescission Offer?

**A:** Yes. In order to ensure smooth processing of the Rescission Offer, if you accept the Rescission Offer, all transactions relating to the Shares in your Plan account will be temporarily suspended on the Expiration Date, whether or not we repurchase your Shares. This temporary suspension is called a "blackout period." For more information about the blackout period, see "Notice of Blackout Period." The blackout period will commence at 3:00 p.m., U.S. Central Time, on the Rescission Offer Expiration Date of \_\_\_\_\_, 2010; the blackout period is anticipated to end at 11:59 p.m., U.S. Central Time on \_\_\_\_\_, 2010. Your Plan account will not be subject to the blackout period if you do not accept the Rescission Offer.

Further, effective as of December 1, 2009, participants in the Plans no longer have the ability to purchase Shares through a Plan account (although participants who hold existing Shares in a Plan account continue to be permitted to keep those Shares in the Plan account). **ACCORDINGLY, PARTICIPANTS IN THE PLANS WHOSE SHARES ARE PURCHASED PURSUANT TO THE RESCISSION OFFER WILL NOT BE ABLE TO REINVEST THEIR RESCISSION OFFER PROCEEDS IN SHARES THROUGH A PLAN ACCOUNT.**

**Q:** May I accept the Rescission Offer in part?

**A:** No. If you accept the Rescission Offer, then you must accept it for all Shares that were purchased during the Purchase Period that you still hold as well as all Shares that you purchased during the Purchase Period that were sold at a loss. As described above, however, if you accept the Rescission Offer, we will repurchase only those Shares that, as of the Expiration Date, have a value less than the price you paid for the Shares, plus interest (to the Expiration Date).

If you do not accept the Rescission Offer in full, you will retain ownership of all of your Shares and will not receive any payment for the Shares subject to the Rescission Offer.

**Q:** What happens if I accept the Rescission Offer for Shares that I currently hold but the amount I would receive for the Shares is less than the market value of the Shares on the Expiration Date?

**A:** If you submit the Rescission Offer Acceptance Form applicable to you, we will not repurchase those Shares for which the price per Share that you paid, plus interest (to the Expiration Date), is less than the market value of a Share as of the Expiration Date. Accordingly, those Shares will remain in your Plan account if you have a Plan Account and you completed the Online Rescission Offer Acceptance Form or those Shares will be returned to you

if you no longer have a Plan Account and you completed Rescission Offer Acceptance Form B.

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Q: When does the Rescission Offer expire?

A: The Rescission Offer expires at 3:00 p.m., U.S. Central Time, on \_\_\_\_\_, 2010, which is 35 days from the date of this prospectus.

Q: Will CHS directors and officers participate in the Rescission Offer?

A: Non-employee members of our Board of Directors were not eligible to participate in the Plans and therefore are not eligible to participate in the Rescission Offer. Our current executive officers, including employee members of our Board of Directors, did not participate in the Plans and therefore are not eligible to participate in the Rescission Offer.

Q: If I choose to accept the Rescission Offer, which Acceptance Form should I complete?

A: If you choose to accept the Rescission Offer and you are a current or former Plan participant with a Plan account, you should complete the Online Rescission Offer Acceptance Form that is available at [www.principal.com](http://www.principal.com).

If you choose to accept the Rescission Offer and you no longer have a Plan account and you did not take or roll over a distribution in the form of CHS common stock, you should complete, sign and date the attached Rescission Offer Acceptance Form A and return it to the Company. See “— Special Information for Former Plan Participants Who No Longer Have a Plan Account.” on page 13 for more information.

If you choose to accept the Rescission Offer and no longer have a Plan account and you have received a distribution of CHS common stock, you should complete, sign and date the attached Rescission Offer Acceptance Form B and return it to the Company. See “— Special Information for Former Plan Participants Who No Longer Have a Plan Account.” on page 13 for more information.

If you have questions about the Rescission Offer Acceptance Forms, you may call Principal Financial Group by dialing 1-800-547-7754, Monday through Friday between the hours of 7:00 a.m. and 9:00 p.m., U.S. Central Time.

Q: How do I complete the Online Rescission Offer Acceptance Form?

A: If you choose to accept the Rescission Offer and you are a current or former Plan participant and you have a Plan account, you must complete the Online Rescission Offer Acceptance Form, available at [www.principal.com](http://www.principal.com), by 3:00 p.m., U.S. Central Time, on \_\_\_\_\_, 2010. To access and complete the Online Rescission Offer Acceptance Form, please follow these instructions:

- Go to [www.principal.com](http://www.principal.com) and log into your account.
- Click on the link for the Rescission Offer Acceptance Form within the “Important Information” section at the top of the “Account Information” page.
- After you click on the link for the Rescission Offer, you will be brought to a webpage containing important information about the Rescission Offer. The information set forth on this webpage is also set forth on the “Online Rescission Offer Acceptance Form Instructions” included with this prospectus as Appendix B. Please review this information before deciding to accept the Rescission Offer. If, after reviewing this information, you decide you would like to accept the Rescission Offer, please acknowledge your decision by clicking “Yes” on the webpage.
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After you click “Yes” to accept the Rescission Offer, you must continue through all of the steps in the election process until you receive confirmation that your election has been accepted. NOTE: YOUR ACCEPTANCE OF THE RESCISSION OFFER IS NOT COMPLETE UNTIL YOU RECEIVE THIS CONFIRMATION.

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- After you complete the Online Rescission Offer Acceptance Form, you will receive an e-mail confirmation in the Message Center for your Plan account at [www.principal.com](http://www.principal.com). If you do not receive an e-mail confirmation or if you have any questions, please contact Principal Financial Group at 1-800-547-7754.

YOU MUST SUBMIT THE ONLINE RESCISSION OFFER ACCEPTANCE FORM BY 3:00 P.M., U.S. CENTRAL TIME ON THE EXPIRATION DATE OF \_\_\_\_\_, 2010. OTHERWISE, YOU WILL BE DEEMED TO HAVE REJECTED THE RESCISSION OFFER. WE WILL, IN OUR SOLE DISCRETION, DETERMINE WHETHER THE ONLINE RESCISSION OFFER ACCEPTANCE FORM HAS BEEN PROPERLY COMPLETED AND WHETHER YOU ARE ELIGIBLE TO ACCEPT THE RESCISSION OFFER.

Q: What do I need to do now to accept the Rescission Offer if I no longer have a Plan account?

A: If you choose to accept the Rescission Offer and you no longer have a Plan account, you must mail us either Rescission Offer Acceptance Form A or B (included with this prospectus as Appendices C and D), together with any other required documentation so that it is received by us on or before 3:00 p.m., U.S. Central Time, on \_\_\_\_\_, 2010. The Rescission Offer Acceptance Form must be legible. You may mail your Rescission Offer Acceptance Form to:

Principal Financial Group  
PO Box 9394  
Des Moines, IA 50306-9394

If you choose to overnight your Rescission Offer Acceptance Form, please send it to:

Principal Financial Group  
710 9th Street  
Des Moines, IA 50309

We will not accept acceptance forms by fax or scanned acceptance forms sent as email attachments.

If you choose to accept the Rescission Offer, we recommend that you mail the Rescission Offer Acceptance Form sufficiently in advance of the Expiration Date to ensure its receipt by the deadline specified above. The method for returning the Rescission Offer Acceptance Form is at your option and risk, and delivery will be deemed made only when actually received by us at the address indicated above. If delivery is by mail, we recommend using registered mail with return receipt requested. You can also call Principal Financial Group by dialing 1-800-547-7754, Monday through Friday between the hours of 7:00 a.m. and 9:00 p.m., U.S. Central Time to confirm your Rescission Offer Acceptance Form was received.

WE MUST RECEIVE YOUR LEGIBLE AND PROPERLY COMPLETED RESCISSION OFFER ACCEPTANCE FORM AND ANY OTHER REQUIRED INFORMATION ON OR BEFORE 3:00 P.M., U.S. CENTRAL TIME, ON THE EXPIRATION DATE OF \_\_\_\_\_, 2010. OTHERWISE, YOU WILL BE DEEMED TO HAVE REJECTED THE RESCISSION OFFER. WE WILL, IN OUR SOLE DISCRETION, DETERMINE WHETHER YOUR RESCISSION OFFER ACCEPTANCE FORM HAS BEEN PROPERLY COMPLETED AND WHETHER YOU ARE ELIGIBLE TO ACCEPT THE RESCISSION OFFER.

We recommend that you write down for your records the identification number printed on your Rescission Offer Acceptance Form. You will need to provide that identification number if you change your mind and decide to revoke your acceptance of the offer prior to the Expiration Date.

Q: What do I need to do now to reject the Rescission Offer?

A: You do not need to take any action to reject the Rescission Offer.

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Q: What happens if I do not submit a Rescission Offer Acceptance Form online or by mail by the Expiration Date?

A: If you do not submit the Rescission Offer Acceptance Form that is applicable to you and all required documentation on or before the Expiration Date, you will be deemed to have rejected the Rescission Offer.

If you reject the Rescission Offer, you will not receive any payment with respect to the Shares subject to the Rescission Offer. In addition, the Shares that you now own and that are subject to the Rescission Offer, for purposes of applicable federal securities law, will be registered securities as of the date of this prospectus.

Q: Can I change my mind after I have submitted the Online Rescission Offer Acceptance Form?

A: Yes. You can change your decision to accept the Rescission Offer at any time before 3:00 p.m., U.S. Central Time, on the Expiration Date by following these instructions:

- Go to [www.principal.com](http://www.principal.com) and log into your account.
- Click on the link for the Rescission Offer Acceptance Form within the “Important Information” section at the top of the Account Information page.
- After you click on the link for the Rescission Offer, you will be brought to a webpage that states that you have already accepted the Rescission Offer.
- If you would like to change your decision, and revoke your acceptance of the Rescission Offer, you must click “I choose to reject the Rescission Offer” on this webpage.
- After you click “I choose to reject the Rescission Offer” you will receive a confirmation. **NOTE: YOUR REVOCATION OF YOUR ACCEPTANCE IS NOT COMPLETE UNTIL YOU RECEIVE THIS CONFIRMATION.**
- After your revocation is complete, you will receive an e-mail confirmation in your Message Center that is available through your account at [www.principal.com](http://www.principal.com). If you do not receive an e-mail confirmation or if you have questions, please contact Principal Financial Group at 1-800-547-7754.

Q: Can I change my mind after I have mailed my signed Rescission Offer Acceptance Form?

A: Yes. You can change your decision about accepting or rejecting the Rescission Offer at any time before 3:00 p.m., U.S. Central Time, on the Expiration Date by mailing us a notice that includes your name, your identification number located on your Rescission Offer Acceptance Form, and a clear indication that you are rejecting the Rescission Offer. You may mail your notice of revocation/rejection to:

Principal Financial Group  
PO Box 9394  
Des Moines, IA 50306-9394

If you choose to overnight your notice of revocation/rejection, please send it to:

Principal Financial Group  
710 9th Street  
Des Moines, IA 50309



THIS NOTICE OF REVOCATION/REJECTION MUST BE LEGIBLE AND RECEIVED BY MAIL AT THE ABOVE ADDRESS ON OR BEFORE 3:00 P.M., U.S. CENTRAL TIME, ON THE EXPIRATION DATE OF \_\_\_\_\_, 2010. OTHERWISE YOU WILL BE DEEMED TO HAVE ACCEPTED THE RESCISSION OFFER PURSUANT TO YOUR ELECTION ON THE ORIGINAL RESCISSION OFFER ACCEPTANCE FORM(S).

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Q: Does the Rescission Offer affect any loan repayments I am currently making to my Plan?

A: If you have an outstanding loan from your Plan, the amount that you are required to repay will not change as a result of your acceptance or rejection of the Rescission Offer. However, new loan and distribution requests made during the blackout period that require Shares to be sold by the Trustee will be delayed until after the blackout period ends. Any requests made during the blackout period do not need to be resubmitted after the blackout period ends.

Q: Who can help answer my questions?

A: If you have any questions about accessing your Plan transaction history or to request a detailed listing of your transactions by mail, you should call Principal Financial Group at 1-800-547-7754, Monday through Friday, between the hours of 7:00 a.m. and 9:00 p.m., U.S. Central Time. Please allow 5-7 days to receive your records by mail.

If you have questions regarding the Rescission Offer, you may call Principal Financial Group by dialing 1-800-547-7754, Monday through Friday, between the hours of 7:00 a.m. and 9:00 p.m., U.S. Central Time.

#### Special Information for Former Plan Participants Who No Longer Have a Plan Account

Q: What will I receive if I no longer have a Plan account and took my distribution in the form of shares of CHS common stock and I still hold those shares?

A: Because you took a distribution from the Plan in the form of common stock, you may have special tax considerations — referred to as “Net Unrealized Appreciation” or “NUA” that apply to any sale of your CHS common stock. **ACCORDINGLY, YOU ARE STRONGLY ADVISED TO CONSULT WITH YOUR INDEPENDENT TAX ADVISER BEFORE ACCEPTING THIS RESCISSION OFFER.**

To accept the Rescission Offer you must mail us a properly completed Rescission Offer Acceptance Form B, then a three-step process will occur:

First, you (or your Individual Retirement Account (IRA) or eligible retirement plan into which you rolled over your distribution from the Plan) will tender the Shares acquired under the Plan during the Purchase Period. Specifically, you must give us the stock certificates (or other evidence of stock ownership, as explained on Rescission Offer Acceptance Form B (included with this prospectus as Appendix D)) as part of your acceptance of this Rescission Offer. After you tender your Shares, you will no longer own the Shares that are repurchased pursuant to the Rescission Offer. If you submit a Rescission Offer Acceptance Form B, we will not repurchase those Shares for which the price per common stock that you paid, plus interest (to the Expiration Date), is less than the market value of a Share as of the Expiration Date. Accordingly, those Shares will be returned to you. If we repurchase your Shares, we will pay you an amount equal to the amount that you paid for such Shares, plus interest. The next two steps describe how this amount will be paid to you in two separate payments.

Second, with respect to any Shares that are repurchased, an amount equal to the market value of the repurchased Shares (based on the closing price of CHS common stock on the Expiration Date) will be distributed to you (or your IRA or other eligible retirement plan) in cash.

Third, a new Plan account will be established on your behalf, into which we will deposit the difference between the amount you paid for the repurchased Shares and the market value of the repurchased Shares on the Expiration Date, plus interest at a rate of 1.72% per year from the date of your purchase of the Shares through the date that payment is

made by us. These amounts will be invested in a Principal LifeTime Fund based on your date of birth and estimated retirement date. To transfer these amounts to other investments after the proceeds have been deposited, go to [www.principal.com](http://www.principal.com) or call Principal Financial Group at 1-800-547-7754, Monday through Friday between the hours of 7:00 a.m. and 9:00 p.m., U.S. Central Time.

Q: What will I receive if I no longer have a Plan account and took my Plan distribution in the form of shares of CHS common stock, and I (or my IRA or eligible retirement plan) have since sold the shares at a loss?

A: If you (or your IRA or eligible retirement plan) accept the Rescission Offer and provide evidence satisfactory to us of the sale of the Shares acquired during the Purchase Period at a loss (such as a broker's confirmation), then a new Plan account will be established on your behalf, into which we will deposit an amount equal to the loss, plus interest at a rate of 1.72% per year. Interest will be paid on the amount you originally paid for the Shares acquired during the Purchase Period through the date you sold the Shares and on the loss you realized from your sale of the Shares from the date of your sale through the date that payment is made by us. These amounts will be invested in a Principal LifeTime Fund based on your date of birth and estimated retirement date. To transfer these amounts to other investments after the proceeds have been deposited, go to [www.principal.com](http://www.principal.com) or call Principal Financial Group at 1-800-547-7754, Monday through Friday between the hours of 7:00 a.m. and 9:00 p.m., U.S. Central Time.

Q: What will I receive if I no longer have a Plan account and took my distribution from the Plan in cash, and I sold Shares at a loss before I took my distribution?

A: If you accept the Rescission Offer and if Shares were purchased under the Plan during the Purchase Period and sold at a loss, then a new Plan account will be established on your behalf, into which we will deposit an amount equal to the purchase price paid for the Shares purchased on your behalf, minus an amount attributable to the price at which you sold your shares for purposes of transferring the value of the CHS common stock to other investment funds or to raise cash for distribution, plus interest at a rate of 1.72% per year. Interest will be paid on the amount you originally paid for the Shares acquired during the Purchase Period through the date of your sale of the Shares and on the loss you realized from your sale of the Shares from the date of your sale of the Shares through the date that payment is made by us. These amounts will be invested in a Principal LifeTime Fund based on your date of birth and estimated retirement date. To transfer these amounts to other investments after the proceeds have been deposited, go to [www.principal.com](http://www.principal.com) or call Principal Financial Group at 1-800-547-7754, Monday through Friday between the hours of 7:00 a.m. and 9:00 p.m., U.S. Central Time.

Q: If a Plan account is established on my behalf, how may I take a distribution from my Plan account?

A: If a new Plan account has been established for you as described above, distributions from your Plan account will be available in accordance with the terms of your Plan as follows:

- Plan account balance greater than \$5,000. If your Plan account balance will be greater than \$5,000, your assets will remain in the Plan until you choose a distribution in one of the forms available under the Plan. Absent an election by you, your account balance will remain in the Plan until a distribution is required by the Plan's mandatory distribution rules. You should review the Summary Plan Description for your Plan for more information on the forms of benefit available and mandatory distribution events.
- Plan account balance greater than \$250 but less than or equal to \$5,000. If your Plan account balance will be greater than \$250 but less than or equal to \$5,000, you will be required to elect one of the following: (1) direct rollover to an IRA or another qualified plan, or (2) lump sum payment. If you do not make one of these elections within 60 days from the date your rescission proceeds are deposited into your Plan account, your account balance will automatically be directed to a rollover IRA. You will be provided with a notice and information about distribution options approximately 60 days prior to your account balance being automatically rolled over. The materials include the name and contact information for the company in which your automatic rollover will be invested and an explanation of how to access information about any fees and expenses and how they will affect your IRA.

- Plan account balance of \$250 or less. If your Plan account balance will be less than or equal to \$250, your account balance will be distributed to you in a lump sum.

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## RISK FACTORS

An investment in our common stock involves risks. You should carefully consider the following risk factors relating to the Rescission Offer in addition to the risks identified in “Cautionary Statement Regarding Forward-Looking Statements” above and the risks identified in our Annual Report on Form 10-K for the year ended December 31, 2008, as supplemented by the information contained under the caption “Item 1A. Risk Factors” in our Quarterly Reports on Form 10-Q for the periods ending March 31, 2009, June 30, 2009 and September 30, 2009. Please see “Where You Can Find More Information” on page 27.

The Rescission Offer may not bar claims relating to our possible non-compliance with securities laws, and we may continue to be contingently liable for rescission or damages in an indeterminate amount.

It is not certain that the Rescission Offer will have the effect of barring claims relating to our possible non-compliance with applicable federal securities laws. If a person accepts the Rescission Offer, we believe our potential liability to that person will be eliminated. Should the Rescission Offer be rejected, we may continue to be contingently liable for rescission or damages, which could result in an adverse effect on our results of operations and liquidity. In addition, the Rescission Offer will not prevent regulators from pursuing enforcement actions or imposing penalties and fines against us with respect to any violations of securities laws.

Your right of rescission, if any, under federal and state law may not survive if you affirmatively reject or fail to accept the Rescission Offer.

The rights remaining to the recipients of a rescission offer are not clearly delineated under federal or certain state securities laws. If you affirmatively reject or fail to accept the Rescission Offer, it is unclear whether your federal right of rescission, if any, will be preserved. The staff of the SEC takes the position that a person’s federal right of rescission may survive a rescission offer. However, the few federal courts that have addressed this issue in the past have suggested that, at least in certain circumstances, a person who rejects or fails to accept a rescission offer may be precluded from later seeking similar relief.

The Rescission Offer may also affect your right of rescission and your right to damages, if any, under state law. We believe that the sale of shares of our common stock that are the subject of the Rescission Offer were exempt from registration under state laws. Furthermore, we believe that the Rescission Offer is exempt from registration under the laws of such states and thus need not comply with the laws of such states regulating such offers. However, we do not make any representation as to the compliance of this Rescission Offer with applicable state law. Under most state laws, acceptance or rejection of rescission offers may preclude offerees from initiating an action against the rescission offeror in connection with the registration of securities that are the subject of the rescission offer. We may argue, among other defenses, in any litigation initiated by a person eligible to participate in the Rescission Offer who accepts or rejects the Rescission Offer, that such person may not assert such claims as a result of the Rescission Offer.

Generally, the statute of limitations for enforcement of federal statutory rescission rights by a security holder is one year commencing on the date of the sale of the security sold in violation of the federal registration requirements, but in no event later than three years after the security was bona fide offered to the public. Statutes of limitations under state laws vary by state, with the limitation time period under some state statutes not typically beginning until the facts giving rise to a violation are known. Our Rescission Offer is not an admission that we did not comply with any federal and state registration or disclosure requirements nor is it a waiver by us of any applicable statute of limitations or any potential defense we may have. Determining when a statute of limitations



expires under federal or state law can be a complicated issue, and you should consult with an attorney if you have any questions regarding how federal or state statutes of limitations may apply to any claims you have.

If you accept the Rescission Offer, you will not be permitted to conduct any transactions related to the Shares within your Plan account for a period of time following the Expiration Date.

Because you will not be permitted to conduct any transactions with respect to your Plan account for a period of time following the Expiration Date, you will be subject to the risk that, due to events in the securities markets, the value of your account could decline significantly during this period and you would not be able to make transfers to avoid or mitigate this result. This blackout period will commence at 3:00 p.m., U.S. Central Time, on the Rescission Offer Expiration Date of \_\_\_\_\_, 2010; the blackout period is anticipated to end at 11:59 p.m., U.S. Central Time on \_\_\_\_\_, 2010. In addition, any proceeds you receive for the sale of Shares in the Rescission Offer will not be deposited into your Plan account for up to 5-7 business days following the Expiration Date. If you still have a Plan account, these proceeds will be allocated to your Plan account in accordance with your current investment elections for new contributions to your Plan. In all cases, you will be subject to the risk that the purchase price of the applicable investment could increase in value prior to the reinvestment of proceeds in your account, resulting in a higher unit cost for such investment. See "Notice of Blackout Period" below for additional information.

Further, effective as of December 1, 2009, participants in the Plans no longer have the ability to purchase Shares through a Plan account (although participants who hold existing Shares in a Plan account continue to be permitted to keep those Shares in the Plan account). **ACCORDINGLY, PARTICIPANTS IN THE PLANS WHOSE SHARES ARE PURCHASED PURSUANT TO THE RESCISSION OFFER WILL NOT BE ABLE TO REINVEST THEIR RESCISSION OFFER PROCEEDS IN SHARES THROUGH A PLAN ACCOUNT.**

#### OUR COMPANY

We are the largest publicly traded operator of hospitals in the United States in terms of number of facilities and net operating revenues. We provide healthcare services through these hospitals that we own and operate in non-urban and selected urban markets. We generate revenue primarily by providing a broad range of general hospital healthcare services to patients in the communities in which we are located. As of September 30, 2009, we had 122 general acute care hospitals. In addition, we own and operate home care agencies, located primarily in markets where we also operate a hospital, and through our wholly-owned subsidiary, Quorum Health Resources, LLC, we provide management and consulting services to non-affiliated general acute care hospitals located throughout the United States. We are paid for our services by governmental agencies, private insurers and directly by the patients we serve. Our principal executive offices are located at 4000 Meridian Boulevard, Franklin, Tennessee, 37067. Our telephone number is (615) 465-7000.

#### THE RESCISSION OFFER

##### Background and Reasons for the Rescission Offer

CHS/Community Health Systems, Inc., a subsidiary of Community Health Systems, Inc., is the current sponsor of the Plans. On January 1, 2009, the sponsor merged the Triad Hospitals, Inc. Retirement Savings Plan, the Abilene Physicians Group 401(k) Plan and Trust and the Regional Employee Assistance Program 401(k) Plan with and into the Community Health Systems, Inc. 401(k) Plan. Contemporaneously, the sponsor also established the CHS Retirement Savings Plan, and the accounts of substantially all participants in the Community Health Systems, Inc. 401(k) Plan were transferred subsequently to the CHS Retirement Savings Plan. The sponsor also established the CHS Spokane 401(k) Plan on January 1, 2009 for the exclusive benefit of certain employees of the Deaconess Medical Center and Valley Hospital and Medical Center and their beneficiaries.



The Rescission Offer applies only to Shares purchased through the CHS Retirement Savings Plan or the CHS Spokane 401(k) Plan during the Purchase Period. The Rescission Offer does not apply to Shares a participant acquired through the Community Health Systems, Inc. 401(k) Plan that were transferred to the participant's account under the CHS Retirement Savings Plan.

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The Plans are qualified defined contribution plans under Section 401(a) of the Internal Revenue Code of 1986, as amended. The purpose of the Plans is to provide a voluntary, systematic method for participants to save a specified percentage of the participant's compensation for retirement and to defer federal income tax and, where allowed, state, city and county income tax, on such compensation. Principal Trust Company was appointed Trustee of the Plans on January 1, 2009.

Amounts in participants' accounts are held in a trust fund maintained for the benefit of participants in the Plans. Participant investment options consist of certain investment funds and common or collective trust funds. All contributions to a participant's Plan account are invested in accordance with his or her investment elections.

From January 1, 2009 through December 1, 2009, Plan participants had been allowed to purchase shares of CHS common stock through the Plan in which they participate. The Trustee purchased Shares on the open market and allocated Shares to participant Plan accounts. Although the shares of CHS common stock held by the Trustee are purchased in the open market, the staff of the SEC takes the position that we were required to register with the SEC the shares purchased by the Trustee on behalf of the Plan participants. In October 2009, we discovered that we did not register with the SEC, as required, the shares of our common stock offered and sold to participants in the Plans. Our inadvertent failure to register with the SEC the sale of shares of our common stock under the Plans may have constituted a violation of Section 5 of the Securities Act (which generally requires registration of offers and sales of securities) and may give rise to liability under Section 12 of the Securities Act (which generally provides a rescission remedy for offers and sales of securities in violation of Section 5).

We are making the Rescission Offer with respect to 166,886 Shares sold during the Purchase Period. We are making the Rescission Offer to ensure compliance with the Securities Act and to limit any contingent liability we may have as a result of possible noncompliance with applicable federal registration requirements in connection with the purchase of Shares by Plan participants. In determining the Purchase Period, we selected January 1, 2009, which is the date the Plans were created and participants were first permitted to purchase and sell Shares in the Plans, as the beginning date of the Purchase Period, and we selected December 1, 2009, which is the last day participants in the Plans had the ability to purchase Shares through a Plan account, as the ending date of the Purchase Period. Please note that non-employee members of our Board of Directors were not eligible to participate in the Plans and therefore are not eligible to participate in the Rescission Offer. Our current executive officers, including employee members of our Board of Directors, did not participate in the Plans and therefore are not eligible to participate in the Rescission Offer.

#### Effect of the Rescission Offer

If you reject, fail to timely accept, or fail to accept in full, the Rescission Offer by 3:00 p.m., U.S. Central Time, on the Expiration Date, or if you accept the Rescission Offer but we determine that you are not eligible to accept the Rescission Offer under the terms set forth in this prospectus, you will retain ownership of the Shares and will not receive any payment for the Shares subject to the Rescission Offer. In addition, the Shares that you now own that are subject to the Rescission Offer, for purposes of applicable federal securities law, will be registered securities as of the date of this prospectus.

Your acceptance of the Rescission Offer may preclude you from later seeking similar relief, if any is available. It is unclear if, for federal securities law purposes, rejection or the failure to accept a rescission offer terminates an offeree's right to bring a civil action against the offeror for failure to register securities under the Securities Act. The staff of the SEC takes the position that a person's federal right of rescission may survive a rescission offer. However, the few federal courts that have addressed this issue in the past have suggested that, at least in certain circumstances, a person who rejects or fails to accept a rescission offer may be precluded from later seeking similar relief.

The above discussion relates primarily to your potential rescission rights and does not address the antifraud provisions of federal securities laws or rights under state securities laws, common law or equity. Under Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder, a person is liable for damages caused by a material misrepresentation or omission intentionally or recklessly made by that person in connection with the sale of a security. Because we only recently became aware that we were required to register the Shares, we do not believe that we are subject to liability pursuant to Section 10(b) or Rule 10b-5. We also believe that the sale and issuance of

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shares of our common stock that are the subject of the Rescission Offer were exempt from registration under state laws. Furthermore, we believe that this Rescission Offer is exempt from registration under state laws and thus need not comply with state laws regulating such offers. However, we do not make any representation as to the compliance of this Rescission Offer with any applicable state law. Please note that under most state laws, acceptance or rejection of rescission offers may preclude offerees from initiating an action against the rescission offeror in connection with the registration of securities that are the subject of the rescission offer.

Generally, the federal statute of limitations for enforcement of such statutory rights by a security holder is one year commencing on the date of the sale of the security sold in violation of the federal registration requirements, but in no event later than three years after the security was bona fide offered to the public. Statutes of limitations under state laws vary by state, with the limitation period under some state statutes not typically beginning until the facts giving rise to the violation are known. Our Rescission Offer is not an admission that we did not comply with any federal or state registration or disclosure requirement nor is it a waiver by us of any applicable statute of limitations or any potential defense we may have. Determining when a statute of limitations expires under federal or state law can be a complicated issue, and you should consult with an attorney if you have any questions regarding how federal or state statutes of limitations may apply to any claims you have or regarding any of your legal rights and remedies before deciding whether or not to accept the Rescission Offer.

#### Terms of the Rescission Offer

If you purchased Shares through a Plan during the Purchase Period and have already sold such Shares through a Plan at a loss, you may accept the Rescission Offer, in which case you will receive an amount equal to the amount you paid for the Shares less the proceeds of the sale of the Shares, plus interest at a rate of 1.72% per year. Interest will be paid on the amount originally paid for the Shares from the date you purchased the Shares through the date you sold the Shares. Interest will also be paid on the loss realized from your sale of the Shares from the date of such sale through the date that payment is made by us.

If you currently have a Plan account that holds Shares purchased during the Purchase Period, you may accept the Rescission Offer, in which case the Trustee will sell the Shares to the Company at the price you paid for such Shares. The proceeds of such sale will be transferred to your Plan account. In addition, we will credit your account with interest at a rate of 1.72% per year for the period from the date you purchased the Shares to the date payment is made by us. However, we will not repurchase any Share if the price you paid for the Share plus interest (to the Expiration Date) is less than the market value of the Share as of the Expiration Date, as it would not be economically beneficial to you.

Shares are deemed sold in the order in which you purchased them. In order to determine which Shares acquired during the Purchase Period are eligible for repurchase and which, if any, Shares so acquired were sold at a loss, all Shares acquired on your behalf will be matched against all sales of Shares after January 1, 2009 and before the Expiration Date by matching the first Share acquired with the first Share sold. This principle, commonly called “first-in, first-out,” or “FIFO,” will be used by CHS in determining which Shares you sold at a loss and which Shares you now hold are eligible for repurchase and should be used by you to help determine whether or not you wish to accept the Rescission Offer. An example of the FIFO determination is shown below.

Let’s assume that Ms. Jones has the following transaction history:

Type	Date of Transaction	Shares
Purchase	02/06/09	100
	1	

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Purchase	03/04/09	25
	2	
Sale 1	03/23/09	50
Sale 2	04/24/09	50
Purchase	09/15/09	50
	3	
Sale 3	11/20/09	50

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In order to follow the FIFO determination, Ms. Jones first identifies the date and number of Shares of the first purchase of Shares during the Purchase Period. Then Ms. Jones identifies the date and number of Shares of the first sale of Shares during or after the Purchase Period. Ms. Jones' calculation looks like this:

	Date	Purchase of Shares	Sale of Shares	Amount of Loss Recognized Per Share	Balance of Shares
Purchase 1	02/06/09	100 Shares (at \$21 per Share)	—	—	100
Purchase 2	03/04/09	25 Shares (at \$15 per Share)	—	—	125
Sale 1	03/23/09	—	50 Shares (at \$15 per Share)	50 Shares at \$6 loss per Share (1)	75
Sale 2	04/24/09	—	50 Shares (at \$20 per Share)	50 Shares at \$1 loss per Share (2)	25
Purchase 3	09/15/09	50 Shares (at \$35 per Share)	—	—	75
Sale 3	11/20/09	—	50 Shares (at \$31 per Share)	25 Shares at \$16 gain per Share; 25 Shares at \$4 loss per Share (3)	25

(1) Shares sold on 03/23/09 are matched against Shares purchased on 02/06/09.

(2) Shares sold on 04/24/09 are matched against Shares purchased on 02/06/09.

(3) Shares sold on 11/20/09 are matched first against Shares purchased on 03/04/09 and then against Shares purchased on 09/15/09.

Using the above calculations, Ms. Jones sold 125 Shares at a loss during the Purchase Period and 25 Shares at a gain during the Purchase Period. Under the Rescission Offer, Ms. Jones is eligible to receive a cash amount equal to the amount of loss, plus interest for those Shares sold at a loss. In addition, using the above calculations, Ms. Jones continues to hold 25 Shares that were purchased during the Purchase Period on 09/15/09 for \$35 per Share. For these 25 Shares, Ms. Jones is eligible to receive a cash amount equal to the amount she paid for such Shares, plus interest. (However, Ms. Jones is not eligible to receive cash if the amount she paid for the Shares, plus interest, is less than the fair market value of the Shares on the Expiration Date, as it would not be economically beneficial to her.)

We will apply an annual rate of interest of 1.72% to all interest rate calculations used in this Rescission Offer. U.S. federal law does not provide a specific rate of interest to be used in rescission offers. In the absence of a required federal rate of interest, we will apply an annual rate of interest of 1.72% to all interest rate calculations used in this

Rescission Offer, which is the highest weekly average 1-year constant maturity Treasury yield in effect at any time during the Purchase Period plus one percent.

The Rescission Offer will expire at 3:00 p.m., U.S. Central Time, on \_\_\_\_\_, 2010, which is 35 days from the date of this prospectus. If you submit the Rescission Offer Acceptance Form applicable to you, and we receive all required documentation from you on or before the deadline specified in the preceding sentence, and we determine that you are eligible to accept the Rescission Offer, we expect any proceeds to which you are entitled will be credited to your Plan account, or a Plan account established for you within 5-7 business days following the Expiration Date.

If you still have a Plan account, we will credit all proceeds resulting from acceptance of the Rescission Offer to your