

DIVERSICARE HEALTHCARE SERVICES, INC.

FORM 8-K (Current report filing)

Filed 09/26/17 for the Period Ending 09/25/17

Address	1621 GALLERIA BLVD. BRENTWOOD, TN, 37027
Telephone	6157717575
CIK	0000919956
Symbol	DVCR
SIC Code	8051 - Services-Skilled Nursing Care Facilities
Industry	Healthcare Facilities & Services
Sector	Healthcare
Fiscal Year	12/31

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

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

Date of report (Date of earliest event reported)
September 26, 2017 (September 25, 2017)

Diversicare Healthcare Services, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-12996

(Commission File Number)

62-1559667

(IRS Employer Identification No.)

1621 Galleria Boulevard, Brentwood, TN 37027
(Address of Principal Executive Offices) (Zip Code)

(615) 771-7575
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company



If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.



Item 1.01. Entry into Material Definitive Agreement.

On September 25, 2017 (the "Effective Date"), Diversicare Healthcare Services, Inc. (the "Company") entered into an agreement (the "Agreement") with Omega Healthcare Investors, Inc. (the "Omega") on the terms of a new master lease (the "Lease") to lease the 35 centers currently owned by Omega and operated by Diversicare to be effective October 1, 2018.

Diversicare's current Master Lease with Omega provides for its operation of 23 skilled nursing centers in Texas, Kentucky, Alabama, Tennessee, Florida, and Ohio. Additionally, Diversicare operates 12 centers owned by Omega under separate leases in Missouri, Kentucky, Indiana, and Ohio. The Agreement entered into by Diversicare and Omega will consolidate the leases for all 35 centers under one New Master Lease after the expiration of its current Master Lease on September 30, 2018.

The Lease will have an initial term of 12 years with two 10 year options to renew, provide a carryforward of monthly lease payment in place on October 1, 2018 and a fixed annual base rent escalator of 2.15%. The common date of annual lease escalators consolidated to October 1st of each year beginning on October 1, 2019. The Lease provides for up to \$35 million of landlord funded capital expenditure fund, which is subject to the impact of annual rent, and it has a mechanism for agreed upon divestitures of centers through the life of the Lease. The Lease will provide a security deposit of three months, as consistent with the existing master lease and will require minimum lease coverage ratio of 1.10x and annual minimum capital expenditure requirements with aggregate and per facility minimums.

A copy of the press release describing the transaction is attached as Exhibit 99.1 to this Current Report on Form 8-K, which is also contained on its website, DVCR.com.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

<u>Number</u>	<u>Exhibit</u>
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	99.1 Press release dated September 26, 2017.
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SIGNATURES

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 thereunto duly authorized.

Diversicare Healthcare Services, Inc.

By: /s/ James R. McKnight, Jr.
James R. McKnight, Jr.
Chief Financial Officer

Date: September 26, 2017



Company Contact:
Kelly J. Gill
Chief Executive Officer
615-771-7575

Investor Relations:
James R. McKnight, Jr.
Chief Financial Officer
615-771-7575

DIVERSICARE AND OMEGA AGREE TO THE TERMS OF A NEW MASTER LEASE

BRENTWOOD, TN - (September 26, 2017) - Diversicare Healthcare Services, Inc. (NASDAQ: DVCR), a premier provider of long-term care services, today entered into an agreement with Omega Healthcare Investors (NYSE: OHI) on the terms of a new master lease to lease the 35 centers currently owned by Omega and operated by Diversicare to be effective October 1, 2018.

Diversicare's current Master Lease with Omega provides for its operation of 23 skilled nursing centers in Texas, Kentucky, Alabama, Tennessee, Florida, and Ohio. Additionally, Diversicare operates 12 centers owned by Omega under separate leases in Missouri, Kentucky, Indiana, and Ohio. The agreement entered into by Diversicare and Omega will consolidate the leases for all 35 centers under one New Master Lease after the expiration of its current Master Lease on September 30, 2018.

Key terms of the New Master Lease are as follows:

- Common date of annual lease escalators consolidated to October 1st of each year beginning on October 1, 2019;
- Fixed annual base rent escalator of 2.15%;
- Provides for a landlord funded capital expenditure fund, subject to annual rent impact;
- Initial lease term of 12 years with two 10 year extensions; and
- Provides a mechanism for agreed upon divestitures of centers through the life of the lease.

Commenting on the agreement, Kelly Gill, the Company's Chief Executive Officer, stated, "Diversicare and Omega have enjoyed a long, successful relationship with one another. We are appreciative of Omega's cooperation throughout this process and are glad to have this renewal completed this far in advance of the effective date."

About Diversicare Healthcare Services, Inc.

As of September 26, 2017, Diversicare provides long-term care services to patients in 77 skilled nursing and senior housing centers containing 8,556 licensed beds. For additional information about the Company, visit Diversicare's web site: www.DVCR.com.

FORWARD-LOOKING STATEMENTS

The "forward-looking statements" contained in this release are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are predictive in nature and are frequently identified by the use of terms such as "may," "will," "should," "expect," "believe," "estimate," "intend," and similar words indicating possible future expectations, events or actions. These forward-looking statements reflect our current views with respect to future events and present our estimates and assumptions only as of the date of this release. Actual results could differ materially from those contemplated by the forward-looking statements made in this release. In addition to any assumptions and other factors referred to specifically in connection with such statements, other factors, many of which are beyond our ability to control or predict, could cause our actual results to differ materially from the results expressed or implied in any forward-looking statements including, but not limited to, our ability to successfully integrate the operations of our new nursing centers in Alabama, Mississippi, Kansas and Kentucky, as well as successfully operate all of our centers, our ability to increase census at our renovated centers, changes in governmental reimbursement, government regulation, the impact of the recently adopted federal health care reform or any future health care reform, any increases in the cost of borrowing under our credit agreements, our ability to extend or replace our current credit facility, our ability to comply with covenants contained in those credit agreements, the outcome of professional liability lawsuits and claims, our ability to control ultimate professional liability costs, the accuracy of our estimate of our anticipated professional liability expense, the impact of future licensing surveys, the outcome of proceedings alleging violations of state or Federal False Claims Acts, laws and regulations governing quality of care or other laws and regulations applicable to our business including HIPAA and laws governing reimbursement from government payors, the costs of investing in our business initiatives and development, our ability to control costs, changes to our valuation of deferred tax assets, changes in occupancy rates in our centers, changing economic and competitive conditions, changes in anticipated revenue and cost growth, changes in the anticipated results of operations, the effect of changes in accounting policies as well as others. The Company has provided additional information in its Annual Report on Form 10-K for the fiscal year ended December 31, 2016, as well as in its other filings with the Securities and Exchange Commission, which readers are encouraged to review for further disclosure of other factors. These assumptions may not materialize to the extent assumed, and risks and uncertainties may cause actual results to be different from anticipated results. These risks and uncertainties also may result in changes to the Company's business plans and prospects. Diversicare Healthcare Services, Inc. is not responsible for updating the information contained in this press release beyond the published date, or for changes made to this document by wire services or Internet services.

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