

# DIVERSICARE HEALTHCARE SERVICES, INC.

## **FORM 8-K** (Current report filing)

Filed 07/05/17 for the Period Ending 07/05/17

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



**Item 1.01 Entry into Material Definitive Agreement.**

On July 1, 2017, in connection with the acquisition referenced below, Diversicare Healthcare Services, Inc. and subsidiaries (the "Company") executed a Fourth Amendment (the "Revolver Amendment") to the Third Amended and Restated Revolving Loan And Security Agreement dated as of February 26, 2016 and a Second Amendment (the "Term Amendment") to the Second Amended and Restated Term Loan and Security Agreement dated as of February 26, 2016 with a syndicate of financial institutions and banks, including The PrivateBank and Trust Company, the administering agent. Prior to the Revolver Amendment, the maximum capacity under the revolving facility was \$52.25 million and was scheduled to be reduced to \$42.25 million on August 1, 2017. The Revolver Amendment modifies the capacity to remain at \$52.25 million. The Term Amendment amends the terms of the Loan Agreement by increasing the Company's term loan facility from \$60.0 million to \$67.5 million.

**Item 8.01 Other Events.**

Effective July 1, 2017 the Company acquired a 103-bed skilled nursing center in Selma, Alabama, including certain land, improvements, furniture, fixtures and equipment, personal property and intangible property from Park Place Nursing and Rehabilitation Center, LLC, Dunn Nursing Home, Inc., Wood Properties of Selma LLC, and Homewood of Selma, LLC for an aggregate purchase price of \$8.75 million. This facility is expected to contribute in excess of \$8.0 million in annual revenues. A copy of a press release describing the transaction is attached as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Number</u>	<u>Exhibit</u>
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99.1	Press release dated July 5, 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: July 5, 2017



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

Investor Relations:  
James R. McKnight, Jr.  
Chief Financial Officer  
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## **DIVERSICARE COMPLETES ACQUISITION OF SKILLED NURSING FACILITY**

BRENTWOOD, TN - (July 5, 2017) - Diversicare Healthcare Services, Inc. (NASDAQ:DVCR), a premier provider of long-term care services, today announced that effective July 1, 2017 the Company has acquired a 103-bed skilled nursing center in Selma, Alabama, for a purchase price of \$8.75 million. This acquisition increases the number of centers operated by the Company to 77 and is expected to contribute in excess of \$8.0 million in annual revenues.

Commenting on the acquisition, Kelly Gill, the Company's Chief Executive Officer, stated, "We are pleased to announce the purchase of the real estate and operations of Park Place in Selma. This center is an excellent addition to our portfolio of owned properties and we are excited about our expanded presence in the state of Alabama. This acquisition was the 47<sup>th</sup> we have completed since we began our focused expansion and is the 11<sup>th</sup> acquisition that included the purchase of the real estate. As such, we now own the real estate for 18 of our 77 centers. Looking at our current geographical footprint, we have the opportunity for a seamless integration process by our operations team."

### **About Diversicare Healthcare Services, Inc.**

Diversicare provides post-acute care services to skilled nursing center patients and residents in ten states, primarily in the Southeast, Midwest and Southwest United States. As of the date of this release, Diversicare operated 77 skilled nursing and long-term care facilities containing 8,556 skilled nursing beds. For additional information about the Company, visit Diversicare's web site: [www.DVCR.com](http://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, including the impact of the CMS final rule that has resulted in a reduction in Medicare reimbursement and our ability to mitigate the impact of the revenue reduction, 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 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

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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, impacts associated with the implementation of our electronic medical records plan, 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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