

DIVERSICARE HEALTHCARE SERVICES, INC.

FORM 8-K (Current report filing)

Filed 09/14/17 for the Period Ending 09/14/17

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

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 14, 2017 (September 14, 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 8.01 Other Events.

On September 8, 2017, Osmium Partners publicly issued a letter to Diversicare's Board of Directors. Attached as Exhibit 99.1 is a letter from our Chairman of the Board sent to Osmium Partners on September 14, 2017 in response to the September 8 letter.

The information in this Item 8.01 and Exhibit 99.1 to this Form 8-K shall not be deemed "filed" for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibits relating to Item 8.01 shall be deemed to be furnished, and not filed:

<u>Exhibit</u>	<u>Description</u>
99.1	Letter to Osmium Partners dated September 14, 2017.

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 14, 2017



September 14, 2017

John H. Lewis
Chief Investment Officer & Managing Partner
Osmium Partners, LLC
300 Drakes Landing Road, Suite 172
Greenbrae, CA 94904

Re: Diversicare Healthcare Services, Inc. ("Diversicare")

Dear Mr. Lewis:

Thank you for your published letter dated September 8, 2017 regarding your observations on the value of Diversicare and your suggestions for actions for consideration by the Board. We appreciate the point of view offered and analysis included in your letter. The Board will discuss the issues raised in your letter and, based on all information available to the Board, continue to take actions that the Board believes, based on an exercise of its business judgment, are in the best interests of the Company and the shareholders as a whole.

We appreciate your interest in Diversicare, and we hope that you will continue to be a long-term investor. In addition, we welcome input from shareholders and appreciate an open dialog with our shareholders. We encourage your letters or phone calls directly to Diversicare management if you would like to further discuss these or other issues.

Sincerely,

/s/ Chad McCurdy

Chad McCurdy
Chairman of the Board
Diversicare Healthcare Services, Inc.

cc: Diversicare Board of Directors

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