

BEVERLY ENTERPRISES INC

Form DEFA14A

January 04, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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) January 3, 2006  
BEVERLY ENTERPRISES, INC.**

**(Exact Name of Registrant as Specified in Charter)**

|   |                                     |   |
|---|-------------------------------------|---|
| Delaware  | 1-9550                              | 62-1691861                                      |
| <b>(State or Other Jurisdiction<br/>of Incorporation)</b> | <b>(Commission<br/>File Number)</b> | <b>(I.R.S. Employer<br/>Identification No.)</b> |

|  |       |
|--|-------|
| One Thousand Beverly Way<br>Fort Smith, Arkansas | 72919 |
|--|-------|

**(Address of Principal Executive Offices)** **(Zip Code)**

**Registrant's telephone number including area code (479) 201-2000**

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))
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**Item 8.01 Other Events**

On January 3, 2005, Beverly Enterprises, Inc. ( BEI ) issued a press release, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference, announcing that the special meeting (the Special Meeting ) of stockholders to vote on the adoption of the merger agreement by and among BEI, Pearl Senior Care, Inc., PSC Sub, Inc. and Geary Property Holdings, LLC will be held at BEI s corporate center on Tuesday, February 14, 2006, at 10:00 a.m. central time, and that the record date for determining the stockholders eligible to vote at the Special Meeting is Friday, January 13, 2006.

**Item 9.01 Financial Statements and Exhibits**

(a) Exhibits

| Exhibit No. | Exhibit                              |
|-------------|--------------------------------------|
| 99.1        | Press release, dated January 3, 2006 |

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**SIGNATURE**

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 hereunto duly authorized.

Dated: January 3, 2006

BEVERLY ENTERPRISES, INC.

By: /s/ Pamela H. Daniels

Name: Pamela H. Daniels

Title: Senior Vice President, Controller and  
Chief Accounting Officer

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**EXHIBIT INDEX**

| Exhibit No. | Exhibit                              |
|-------------|--------------------------------------|
| 99.1        | Press release, dated January 3, 2006 |