

BEVERLY ENTERPRISES INC

Form DEFA14A

September 26, 2005

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**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) September 26, 2005**

**BEVERLY ENTERPRISES, INC.**

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

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

One Thousand Beverly Way  
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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Conference Call Transcript

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**Item 8.01 Other Events**

On September 26, 2005, William R. Floyd, the Chairman, President and Chief Executive Officer of Beverly Enterprises, Inc. (BEI ) held a conference call with BEI associates to discuss the recent amendment of the merger agreement with North American Senior Care, Inc. A transcript of the conference call is provided in Exhibit 99.1 hereto.

**Item 9.01 Financial Statements and Exhibits**

(a) Exhibits

Exhibit No.	Exhibit
99.1	Conference call transcript

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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: September 26, 2005

**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	Conference call transcript