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): June 1, 2018

KINDRED HEALTHCARE, INC.
(Exact name of registrant as specified in its charter)

Delaware	001-14057	61-1323993
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(IRS Employer Identification No.)

680 South Fourth Street
Louisville, Kentucky
(Address of principal executive offices)

40202
(Zip Code)

Registrant's telephone number, including area code: (502) 596-7300

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation to 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 7.01. Regulation FD Disclosure.

As previously announced, on December 19, 2017, Kindred Healthcare, Inc. ("Kindred" or the "Company") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Kentucky Hospital Holdings, LLC, a Delaware limited liability company, Kentucky Homecare Holdings, Inc., a Delaware corporation, and Kentucky Homecare Merger Sub, Inc. ("Merger Sub"). Subject to the terms and conditions of the Merger Agreement, Merger Sub will be merged with and into Kindred (the "Merger"), with Kindred continuing as the surviving company in the Merger.

In connection with the financing of the proposed Merger, the Company expects to distribute preliminary financing materials to potential lenders and investors. The Company is disclosing certain of the information included in the preliminary financing materials that will be provided to such potential lenders and investors (the "Preliminary Financing Information"), which information is furnished as Exhibit 99.1 to this Current Report and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of such section, nor shall this information be deemed incorporated by reference into any filing made by the Company under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, except as expressly set forth by specific reference in such a filing.

The Preliminary Financing Information is summary information that should be considered in the context of the Company's filings with the Securities and Exchange Commission (the "SEC") and other public announcements that the Company may make by press release or otherwise from time to time. While the Company may elect to update the Preliminary Financing Information in the future to reflect events and circumstances occurring or existing after the date of this Current Report, the Company specifically disclaims any obligation to do so, except as may be required by law. By furnishing the Preliminary Financing Information with this Current Report, the Company makes no admission as to the materiality of any information in the Preliminary Financing Information.

Item 8.01. Other Events.

On June 1, 2018, Kindred made available the Preliminary Financing Information.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit	Description
99.1	Excerpts from Preliminary Financing Information

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Forward Looking Statements

Certain statements contained herein includes "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. These forward-looking statements are often identified by words such as "anticipate," "approximate," "believe," "plan," "estimate," "expect," "project," "could," "would," "should," "will," "intend," "hope," "may," "potential," "upside," "seek," "continue" and other similar expressions.

Such forward-looking statements are inherently uncertain, and stockholders and other potential investors must recognize that actual results may differ materially from the Company's expectations as a result of a variety of factors. Such forward-looking statements are based upon management's current expectations and include known and unknown risks, uncertainties and other factors, many of which the Company is unable to predict or control, that may cause the Company's actual results, performance, or plans to differ materially from any future results, performance or plans expressed or implied by such forward-looking statements. Risks and uncertainties related to the Merger include, but are not limited to, the occurrence of any event, change or other circumstance that could give rise to the termination of the Merger Agreement; the failure of the parties to satisfy conditions to completion of the Merger, including the failure of the parties to obtain required regulatory approvals; the risk that regulatory or other approvals are delayed or are subject to terms and conditions that are not anticipated; changes in the business or operating prospects of the Company or its businesses; changes in health care and other laws and regulations; the impact of the announcement of, or failure to complete, the Merger on our relationships with employees, customers, vendors and other business partners; and potential or actual litigation. In addition, these statements involve risks, uncertainties, and other factors detailed from time to time in the Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed with the SEC.

Many of these factors are beyond the Company's control. The Company cautions investors that any forward-looking statements made by the Company are not guarantees of future performance. The Company disclaims any obligation to update any such factors or to announce publicly the results of any revisions to any of the forward-looking statements to reflect future events or developments.

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 hereunto duly authorized.

	Kindred Healthcare, Inc.	
June 1, 2018	By:	/s/ Joseph L. Landenwich
	Name:	Joseph L. Landenwich
	Title:	General Counsel and Corporate Secretary

Exhibit 99.1

Explanation of Kindred Non-GAAP Measures

In addition to the results provided in accordance with GAAP, Kindred Healthcare, Inc. (the "Company") has provided information in this presentation using certain non-GAAP measures. The use of these non-GAAP measures is not intended to replace the presentation of the Company's financial results in accordance with GAAP. Reconciliations of these non-GAAP measures to the most directly comparable GAAP measures are included in the following pages of this presentation.

For each of the Company's segments, segment adjusted operating income (loss) is a measure of performance used by the Company's chief operating decision makers in accordance with "Accounting Standard Codification 280 – Segment Reporting." In this context, the Company defines segment adjusted operating income (loss) as earnings before interest, income taxes, depreciation, amortization and total rent for each of the Company's operating segments, excluding litigation contingency expense, impairment charges, restructuring charges, transaction costs, and the allocation of support center overhead.

EBITDA: The Company defines EBITDA as earnings before interest, income taxes, depreciation, and amortization, and believes that the presentation of EBITDA is useful to investors because creditors, securities analysts and investors use EBITDA to compare the performance and valuation of companies in the healthcare industry before consideration of non-cash depreciation and amortization expense, and financing costs, which can vary significantly among companies.

Core Operating Results: The Company calculates core operating results, including core net income (loss) attributable to Kindred, and core EBITDA, by excluding charges related to impairments, business interruption settlements, restructuring charges, debt amendment costs, executive or restructuring-related severance, retirement and retention costs, restructuring-related facility closing charges, and material transaction, integration, litigation, and research and development costs. The Company believes that the presentation of core operating results provides additional information to investors to facilitate the comparison between periods by excluding certain charges that are not representative of its ongoing operations due to the materiality and nature of the charges. The Company's management uses core net income (loss) attributable to Kindred, and core EBITDA as measures of operational performance that are meaningful to investors. The Company uses these measures to assess the relative performance of its operating divisions, as well as the employees that operate these businesses. In addition, the Company believes these measures are important, because securities analysts and investors use these measures to compare the Company's performance to other companies in the healthcare industry.

Same-Hospital Revenues: The same-hospital revenues are calculated by excluding from the Company's Hospital division revenues the results from two hospitals that closed during the fourth quarter of 2017, four hospitals that closed during the third quarter of 2017, and one hospital that closed during the second quarter of 2017. The Company believes the presentation of same-hospital revenues provides investors, equity analysts and others with useful information regarding the performance of the Company's hospital operations that are comparable for the periods presented.

For core net income (loss) attributable to Kindred and core EBITDA, the Company believes that income (loss) from continuing operations is the most comparable GAAP measure. Readers of the Company's financial information should consider income (loss) from continuing operations as an important measure of the Company's financial performance, because it provides the most complete measure of its performance. For same-hospital revenues, the Company believes that reported hospital segment revenues is the most comparable GAAP measure. Readers of the Company's financial information should consider reported hospital segment revenues as an important measure of the Company's Hospital division financial performance because it provides the most complete measure of its revenue performance. Operating results presented on a core basis, as well as a same-hospital basis, should be considered in addition to, not as a substitute for, or superior to, financial measures based upon GAAP as an indicator of operating performance.

Also in this presentation, the Company provides the financial measures core free cash flows.

Core Free Cash Flows: The Company recognizes that core free cash flows are non-GAAP measures and are not intended to replace the presentation of the Company's cash flows in accordance with GAAP. For core free cash flows, the Company believes net cash flows provided by operating activities is the most comparable GAAP measure. Readers of the Company's financial information should consider net cash flows provided by operating activities as an important measure because it provides the most complete measure of cash provided by operating activities. Core free cash flows should be considered in addition to, not as a substitute for, or superior to, financial measures based upon GAAP as an indicator of the Company's cash flows provided by operating activities.

Reconciliation of Non-GAAP Measures

($ in thousands)

Revenues by segment (a):	Year ended December 31, 2015	2016	2017		Q1 2017	Q1 2018
Kindred at Home:						
Home health:						
Home health	$1,329,548	$1,477,235	$1,524,346		$ 376,736	$ 384,800
Other	10,647	13,501	21,069		3,568	3,576
	1,340,195	1,490,736	1,545,415		380,304	388,376
Community care	238,305	271,886	276,942		70,527	65,383
Hospice	656,527	736,803	743,443		179,378	183,628
	2,235,027	2,499,425	2,565,800		630,209	637,387
Kindred Healthcare:						
Hospital division	2,483,376	2,434,311	2,106,375		556,646	547,630
Kindred Rehabilitation Services:						
Kindred Hospital Rehabilitation Services:						
Inpatient rehabilitation facilities	305,492	359,552	388,734		95,964	100,683
Hospital contract services	308,829	320,248	315,181		82,151	77,536
	614,321	679,800	703,915	(b)	178,115	178,219
RehabCare	907,548	776,796	745,467		198,126	172,519
	1,521,869	1,456,596	1,449,382		376,241	350,738
Eliminations	(121,054)	(97,803)	(87,434)		(23,606)	(21,966)
	3,884,191	3,793,104	3,468,323		909,281	876,402
	$6,119,218	$6,292,529	$6,034,123		$1,539,490	$ 1,513,789

(a) Amounts as restated for discontinued operations as of June 30, 2017.

(b) Revenues for this segment are further reconciled below:

	2017
Kindred Hospital Rehabilitation Services:	
Inpatient rehabilitation facilities	$ 388,734
Hospital contract services:	
Acute rehabilitation units	134,591
LTAC contract services	94,611
Outpatient/Medsurge	85,979
	315,181
	$ 703,915

Reconciliation of Non-GAAP Measures (continued)

($ in thousands)

	Year ended December 31,				
	2015	2016	2017	Q1 2017	Q1 2018
Reconciliation of income (loss) from continuing operations before charges:					
As reported (a):					
Income (loss) from continuing operations attributable to Kindred	($108,946)	($632,535)	($289,377)	($160)	$13,515
Depreciation and amortization	129,246	131,819	104,805	29,820	24,789
Interest, net	229,596	231,504	237,912	58,819	60,835
Provision (benefit) for income taxes	(51,714)	314,262	(157,116)	2,234	1,228
Earnings attributable to noncontrolling interests for continuing operations	26,044	34,847	42,176	10,483	12,792
EBITDA	$224,226	$79,897	($61,600)	$101,196	$113,159
Detail of charges (a):					
Retirement and severance	$5,397	$0	$0	$0	$0
Business interruption settlements	-	(3,378)	(1,803)	-	-
Research and development	-	11,520	-	-	-
Debt amendment	-	1,103	-	-	-
RehabCare customer contract litigation	12,864	-	23,061	-	-
Insurance restructuring	-	-	10,406	-	-
Litigation contingency	137,556	1,775	7,435	-	-
Restructuring charges	10,250	34,734	40,343	8,101	6,931
Transaction costs	106,702	6,306	-	-	-
Impairment charges	24,757	314,729	381,179	474	-
Restructuring charges - rent	2,368	61,392	44,518	1,905	1,178
Lease cancellation charges (included in rent expense)	792	272	-	-	-
	300,686	428,453	505,139	10,480	8,109
Core EBITDA	$524,912	$508,350	$443,539	$111,676	$121,268

(a) Amounts as restated for discontinued operations as of June 30, 2017.

Reconciliation of Non-GAAP Measures (continued)

($ in thousands)

	Year ended December 31,				
Core EBITDA (a)(b):	2015	2016	2017	Q1 2017	Q1 2018
Kindred at Home:					
Home health	$195,195	$210,080	$208,241	$47,715	$44,260
Other	(1,879)	(6,803)	(3,170)	(1,762)	(1,348)
	193,316	203,277	205,071	45,953	42,912
Hospice	92,481	97,750	112,217	23,241	24,587
Community Care	29,935	40,215	36,855	9,344	8,303
	315,732	341,242	354,143	78,538	75,802
Kindred Healthcare:					
Hospital division	278,392	229,394	135,069	42,693	55,889
Kindred Rehabilitation Services:					
Kindred Hospital Rehabilitation Services:					
Inpatient rehabilitation facilities	69,841	86,117	98,139	24,439	26,461
Hospital contract services	76,719	76,941	69,482	18,523	17,775
	146,560	163,058	167,621	42,962	44,236
RehabCare	44,574	29,719	26,332	7,760	3,097
	191,134	192,777	193,953	50,722	47,333
	469,526	422,171	329,022	93,415	103,222
Core EBITDA before Support Center	785,258	763,413	683,165	171,953	179,024
Support center	(260,346)	(255,063)	(239,626)	(60,277)	(57,756)
	$524,912	$508,350	$443,539	$111,676	$121,268
Adjusted Core EBITDA (c):					
Kindred at Home:					
Home health	$126,984	$143,253	$145,459	$31,922	$29,128
Other	(1,879)	(6,803)	(3,170)	(1,762)	(1,348)
	125,105	136,450	142,289	30,160	27,780
Hospice	54,210	60,256	76,992	14,380	16,097
Community Care	17,178	27,717	25,113	6,390	5,473
	196,494	224,423	244,394	50,931	49,350
Kindred Healthcare:					
Hospital division	191,697	144,458	55,274	22,621	36,656
Kindred Rehabilitation Services:					
Kindred Hospital Rehabilitation Services:					
Inpatient rehabilitation facilities	52,658	69,283	82,324	20,461	22,649
Hospital contract services	65,784	66,228	59,418	15,991	15,349
	118,443	135,511	141,741	36,452	37,998
RehabCare	18,279	3,958	2,130	1,672	(2,736)
	136,722	139,469	143,871	38,124	35,262
	328,418	283,927	199,145	60,745	71,918
	$524,912	$508,350	$443,539	$111,676	$121,268

(a) See previous page for a reconciliation of the consolidated amount to GAAP income (loss) from continuing operations.
(b) Amounts as restated for discontinued operations as of June 30, 2017.
(c) Adjusted due to the allocation of all support center costs as follows: Hospitals - 33.3%, Hospital contract services - 4.2%, IRF - 6.6%, RehabCare - 10.1%, Home health - 26.2%, Hospice - 14.7% and Community Care - 4.9%.

Reconciliation of Non-GAAP Measures (continued)

($ in thousands)

A reconciliation of combined Kindred Hospital Rehabilitation Services and Centerre revenues for each historical period follows:

	Year ended December 31,						
	2011	2012	2013	2014	2015	2016	2017
Kindred Hospital Rehabilitation Services:							
Inpatient rehabilitation facilities (IRF)	$28,714	$57,204	$65,484	$75,007	$305,492	$359,552	$388,734
Acute rehabilitation units (ARU)	122,381	121,145	120,784	122,941	125,972	130,802	134,591
	151,095	178,349	186,268	197,948	431,464	490,354	523,325
All other hospital-based rehabilitation contract services	78,443	178,611	171,584	181,441	182,857	189,446	180,590
	229,538	356,960	357,852	379,389	614,321	679,800	703,915
Centerre consolidated IRFs (a)	75,563	90,938	122,666	175,252	-	-	-
Combined Hospital Rehabilitation Services Revenues	$305,101	$447,898	$480,518	$554,641	$614,321	$679,800	$703,915
Combined IRF revenues	$104,277	$148,142	$188,150	$250,259	$305,492	$359,552	$388,734

(a) On January 1, 2015, Kindred Healthcare, Inc. acquired Centerre Healthcare Corporation ("Centerre") a company dedicated to operating IRFs. Revenues presented are only for the pre-acquisition period.

Reconciliation of Non-GAAP Measures (continued)

($ in thousands)

Loss from continuing operations:	**Year ended December 31, 2017**
Segment adjusted operating income:	
Kindred at Home:	
Home health	$276,218
Hospice	129,273
	405,491
Hospital division:	
Leased hospitals	263,788
Owned hospitals	67,931
Sub-acute units and skilled nursing center	5,768
	337,487
Kindred Rehabilitation Services:	
Kindred Hospital Rehabilitation Services	203,392
RehabCare	6,884
	210,276
Support center expenses	(249,007)
Litigation contingency expense	(7,435)
Impairment charges	(381,179)
Restructuring charges	(40,343)
Building rent	(257,516)
Equipment rent	(34,856)
Restructuring charges - rent	(44,518)
Depreciation and amortization	(104,805)
Interest, net	(237,912)
Loss from continuing operations before income taxes	(404,317)
Income tax benefit	(157,116)
	(247,201)
Noncontrolling interests	(42,176)
Loss attributable to Kindred	($289,377)

Reconciliation of Non-GAAP Measures (continued)

($ in thousands)

A reconciliation of revenues for the Hospital Division for each historical period follows:

	Q1 2017	Q1 2018	% change v. prior year
Transitional care hospitals	$540,280	$531,407	(1.6)
Sub-acute units and one skilled nursing facility	16,366	16,223	
Reported hospital division revenues	$556,646	$547,630	(1.6)

A reconciliation of reported hospital revenues to same-hospital revenues for each historical period follows:

	Q1 2017	Q1 2018	% change v. prior year
Transitional care hospitals	$540,280	$531,407	(1.6)
Hospitals closed during 2017 (a)	(26,838)	525	
Same-hospital revenues	$513,442	$531,932	3.6

(a) One hospital closed during the second quarter of 2017, four hospitals closed during the third quarter of 2017 and two hospitals closed during the fourth quarter of 2017.

Reconciliation of Non-GAAP Measures (continued)

($ in thousands)

A reconciliation of Adjusted Core EBITDA with allocation for the Hospital Division for each historical period follows:

	Q1 2017	Q1 2018	% change v. prior year
Transitional care hospitals	$23,126	$36,423	57.5
Sub-acute units and one skilled nursing facility	(505)	233	
Hospital division adjusted core EBITDA (a)	$22,621	$36,656	62.0

A reconciliation of hospital Adjusted Core EBITDA with allocation to same-hospital for each historical period follows:

	Q1 2017	Q1 2018	% change v. prior year
Transitional care hospitals	$23,126	$36,423	57.5
Hospitals closed during 2017 (b)	184	(1,035)	
Same-hospital adjusted core EBITDA	$22,942	$37,458	63.3

(a) See page 3 of the Appendix for a reconciliation of the consolidated amount to GAAP income (loss) from continuing operations and Adjusted Core EBITDA.

(b) One hospital closed during the second quarter of 2017, four hospitals closed during the third quarter of 2017 and two hospitals closed during the fourth quarter of 2017, one of which will convert to an inpatient rehabilitation facility.