

ADCARE HEALTH SYSTEMS INC  
Form 8-K  
November 07, 2012

**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): **November 6, 2012**

**AdCare Health Systems, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Ohio**  
(State or Other Jurisdiction of  
Incorporation)

**001-33135**  
(Commission File Number)

**31-1332119**  
(I.R.S. Employer  
Identification No.)

**1145 Hembree Road**

**Roswell, GA 30076**

(Address of Principal Executive Offices)

**(678) 869-5116**

Edgar Filing: ADCARE HEALTH SYSTEMS INC - Form 8-K

(Registrant's telephone number, including area code)

**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 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))
-





Edgar Filing: ADCARE HEALTH SYSTEMS INC - Form 8-K

1. as otherwise required by law;
  
2. with respect to any proposal to (A) create, authorize or increase the authorized or issued amount of any class or series of senior shares or (B) amend, alter or repeal

any provisions of the Charter, whether by merger, consolidation or otherwise, in a manner which materially and adversely affects any right, preference, privilege or voting power of the holders of the Series A Preferred Stock; and

3. the holders of the Series A Preferred Stock will have the right to elect two directors to the Company's Board of Directors upon the occurrence of a Penalty Event.

The foregoing description does not purport to be complete and is qualified in its entirety by reference to the Certificate of Amendment which is filed as Exhibit 3.5 to the Company's Form 8-A filed on November 7, 2012 and is incorporated herein by reference.

**Item 8.01 Other Events.**

On November 7, 2012, Carlile Patchen & Murphy LLP rendered an opinion as to the validity of the Series A Preferred Stock and Rogers & Hardin LLP rendered an opinion with respect to certain tax matters, copies of which are filed as Exhibit 5.1 and Exhibit 8.1 hereto, respectively, which opinions are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

- 1.1 Underwriting Agreement, dated November 6, 2012, by and among AdCare Health Systems, Inc., MLV & Co. LLC, GVC Capital LLC, Ladenburg Thalmann & Co. Inc. and C. K. Cooper & Company.
- 3.1 Certificate of Amendment to AdCare Health Systems, Inc.'s Amended and Restated Articles of Incorporation, dated November 1, 2012 (Incorporated by reference to Exhibit 3.5 to the Company's Form 8-A filed November 7, 2012).
- 4.1 Form of 10.875% Series A Cumulative Redeemable Preferred Stock certificate.
- 5.1 Opinion of Carlile Patchen & Murphy LLP regarding the validity of the Shares.
- 8.1 Opinion of Rogers & Hardin LLP regarding tax matters.
- 23.1 Consent of Carlile Patchen & Murphy LLP (contained in Exhibit 5.1 hereto).
- 23.2 Consent of Rogers & Hardin LLP (contained in Exhibit 8.1 hereto).
- 99.1 Press Release Announcing Pricing of the Offering.

**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 7, 2012

**ADCARE HEALTH SYSTEMS, INC.**

/s/ Martin D. Brew  
Martin D. Brew  
Chief Financial Officer

**EXHIBIT INDEX**

- 1.1 Underwriting Agreement, dated November 6, 2012, by and among AdCare Health Systems, Inc., MLV & Co. LLC, GVC Capital LLC, Ladenburg Thalmann & Co. Inc. and C. K. Cooper & Company.
- 3.1 Certificate of Amendment to AdCare Health Systems, Inc.'s Amended and Restated Articles of Incorporation, dated November 1, 2012 (Incorporated by reference to Exhibit 3.5 to the Company's Form 8-A filed November 7, 2012).
- 4.1 Form of 10.875% Series A Cumulative Redeemable Preferred Stock certificate.
- 5.1 Opinion of Carlile Patchen & Murphy LLP regarding the validity of the Shares.
- 8.1 Opinion of Rogers & Hardin LLP regarding tax matters.
- 23.1 Consent of Carlile Patchen & Murphy LLP (contained in Exhibit 5.1 hereto).
- 23.2 Consent of Rogers & Hardin LLP (contained in Exhibit 8.1 hereto).
- 99.1 Press Release Announcing Pricing of the Offering.