

ENSIGN GROUP, INC
Form S-8
February 22, 2011

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Registration No. 333-__

As filed with the Securities and Exchange Commission on February 22, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

The Ensign Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

33-0861263

(IRS Employer Identification No.)

27101 Puerta Real, Suite 450, Mission Viejo, CA

(Address of principal executive offices)

92691

(Zip code)

The Ensign Group, Inc. 2007 Omnibus Incentive Plan

(Full title of the plan)

Gregory K. Stapley, Esq.

Executive Vice President and General Counsel

The Ensign Group, Inc.

27101 Puerta Real, Suite 450

Mission Viejo, CA 92691

(Name and Address of agent for service)

With a copy to:

Ellen S. Bancroft, Esq.

Dorsey & Whitney LLP

38 Technology Drive

Irvine, CA 92618

(949) 932-3600

(949) 487-9500

(Telephone number, including area code, of agent for
service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller
reporting company)

Smaller reporting
company

CALCULATION OF REGISTRATION FEE

Proposed

| Title of securities to be registered | Amount to be registered(1) | maximum offering price per share (2) | Proposed maximum aggregate offering price (2) | Amount of registration fee |
|--|-----------------------------------|---|--|-----------------------------------|
| Common stock, \$0.001 par value, issuable pursuant to The Ensign Group, Inc. 2007 Omnibus Incentive Plan | 829,150 | \$26.24 | \$ 21,756,896 | \$2,526 |

- (1) This Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of outstanding shares of the Registrant's common stock.
- (2) Estimated solely for calculating the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act of 1933, on the basis of the average of the high and low sales prices per share of the Registrant's common stock on February 15, 2010, as reported by The NASDAQ Stock Market.

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EXPLANATORY NOTE

This registration statement is being filed solely for the registration of additional shares of common stock of The Ensign Group, Inc. (the Company) for issuance pursuant to The Ensign Group, Inc. 2007 Omnibus Incentive Plan (the Plan). Accordingly, pursuant to General Instruction E to Form S-8, the contents of the earlier registration statement relating to the Plan (Registration No. 333-148379) are hereby incorporated by reference in this registration statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Ensign Group, Inc. (the Registrant) hereby incorporates by reference into this registration statement the following documents, which have been filed with the Securities and Exchange Commission (the Commission):

- (a) the Registrant's Annual Report on Form 10-K for the year ended December 31, 2010 filed with the Commission on February 16, 2011;
- (b) the Registrant's Current Report on Form 8-K filed with the Commission on January 6, 2011 and February 17, 2011; and
- (c) the description of the Registrant's common stock, par value \$0.001 per share, contained in the Registrant's Registration Statement on Form 8-A (File No. 001-33757) filed on October 19, 2007, including any amendment or report filed for the purpose of updating such description.

All reports and definitive proxy or information statements filed pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act) after the date of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this registration statement and to be a part hereof from the date of filing of such documents. The Registrant expressly excludes from such incorporation information furnished pursuant to Item 2.02 or Item 7.01 of any Current Report on Form 8-K. Any document or any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a subsequently filed document or a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated herein by reference modifies or supersedes such document or such statement. Any such document or statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Table of Contents**Item 8. Exhibits.**

| Exhibit No. | Description | Where Located |
|--------------------|---|--|
| 4.1 | Fifth Amended and Restated Certificate of Incorporation of the Registrant | Incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-33757) filed with the Securities and Exchange Commission on December 21, 2007 |
| 4.2 | Amended and Restated Bylaws of the Registrant | Incorporated by reference to Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-33757) filed with the Securities and Exchange Commission on December 21, 2007 |
| 4.3 | Specimen stock certificate | Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-142897) |
| 5.1 | Opinion of Dorsey & Whitney LLP | Filed herewith |
| 23.1 | Consent of Deloitte & Touche LLP | Filed herewith |
| 23.2 | Consent of Dorsey & Whitney LLP (contained in Exhibit 5.1 to this registration statement) | Filed herewith |
| 24.1 | Power of Attorney (included in the signature pages to this registration statement) | Filed herewith |
| 99.1 | The Ensign Group, Inc. 2007 Omnibus Incentive Plan | Incorporated by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-142897) |
| 99.2 | Form of 2007 Omnibus Incentive Plan Stock Option Agreement | Incorporated by reference to Exhibit 10.4 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-142897) |
| 99.3 | Form of 2007 Omnibus Incentive Plan Restricted Stock Agreement | Incorporated by reference to Exhibit 10.1 to the Registrant's current report on Form 8-K filed on May 28, 2010 (File No. 333-142897) |

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mission Viejo, State of California on February 22, 2011.

THE ENSIGN GROUP, INC.

By: /s/ Christopher R. Christensen
 Christopher R. Christensen
 Chief Executive Officer and President

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each of the undersigned officers and directors does hereby constitute and appoint Christopher R. Christensen and Alan J. Norman, and each of them, or their substitute or substitutes, as his or her true and lawful attorneys-in-fact and agents, with full power and authority to do any and all acts and things and to execute and file or cause to be filed any and all instruments, documents or exhibits which said attorneys and agents, or either one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this registration statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this registration statement, to any and all amendments, both pre-effective and post-effective, and supplements to this registration statement and to any and all instruments, documents or exhibits filed as part of or in conjunction with this registration statement or amendments or supplements thereof, with the powers of substitution and revocation, and each of the undersigned hereby ratifies and confirms all that said attorneys and agents, or either one of them, or their substitute or substitutes, shall lawfully do or cause to be done by virtue hereof. In witness whereof, each of the undersigned has executed this Power of Attorney as of the dates indicated below.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated below.

| Signature | Title | Date |
|--|---|-------------------|
| /s/ Christopher R. Christensen Christopher R. Christensen | Chief Executive Officer, President and Director <i>(principal executive officer)</i> | February 22, 2011 |
| /s/ Suzanne D. Snapper Suzanne D. Snapper | Chief Financial Officer <i>(principal financial and accounting officer)</i> | February 22, 2011 |
| /s/ Roy E. Christensen Roy E. Christensen | Director | February 22, 2011 |
| /s/ Antoinette T. Hubenette Antoinette T. Hubenette | Director | February 22, 2011 |
| /s/ Thomas A. Maloof Thomas A. Maloof | Director | February 22, 2011 |

Thomas A. Maloof

/s/ Van R. Johnson

Director

February 22, 2011

Van R. Johnson

/s/ John G. Nackel

Director

February 22, 2011

John G. Nackel

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