

KND Real Estate 12, L.L.C.

Form S-4

December 15, 2014

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As filed with the Securities and Exchange Commission on December 15, 2014

Registration No. 333-

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

**Form S-4**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

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

**Delaware**  
**(State or other jurisdiction of incorporation or organization)**

**8050**

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(Primary standard industrial classification code number)

**61-1323993**

**(I.R.S. Employer Identification No.)**

**680 South Fourth Street**

**Louisville, Kentucky 40202-2412**

**(502) 596-7300**

**(Address, including zip code, and telephone number, including area code, of principal executive offices)  
and the Guarantors identified in Table of Additional Registrant Guarantors below**

**Joseph L. Landenwich, Esq.**

**Co-General Counsel and Corporate Secretary**

**Kindred Healthcare, Inc.**

**680 South Fourth Street**

**Louisville, Kentucky 40202**

**(502) 596-7300**

**(Name, address, including zip code, and telephone  
number,  
including area code, of agent for service)**

**Nicolas Grabar, Esq.**

**Cleary Gottlieb Steen & Hamilton LLP**

**One Liberty Plaza**

**New York, New York 10006**

**(212) 225-2000**

**(Copies of all communications, including  
communications sent to agent for service)**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this registration statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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.

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

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum offering price per unit</b>	<b>Proposed maximum aggregate offering price(1)</b>	<b>Amount of registration fee(2)</b>
6.375% Senior Notes due 2022	\$500,000,000	100%	\$500,000,000	\$58,100
Guarantees for the 6.375% Senior Notes due 2022	(3)	(3)	(3)	(3)

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 under the Securities Act of 1933, as amended (the Securities Act ).
- (2) Calculated pursuant to Rule 457 under the Securities Act.
- (3) Pursuant to Rule 457(n) under the Securities Act, no registration fee is required with respect to the guarantees.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the registration statement shall become effective on such date as the Securities and Exchange Commission (the SEC ), acting pursuant to said Section 8(a), may determine.**

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<b>Exact Name of Additional Registrant As Specified in its Charter*</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>	<b>I.R.S. Employer Identification No.</b>	<b>Primary Standard Industrial Classification Code Number</b>	<b>Address, including Zip Code, and Telephone Number, including Area Code, of Principal Executive Offices</b>
Aberdeen Holdings, Inc.	Texas	72-2695805	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Able Home Healthcare, Inc.	Texas	77-0601595	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Advanced Oncology Services, Inc.	Florida	65-0180784	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
American VitalCare, L.L.C.	California	22-2646452	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Avery Manor Nursing, L.L.C.	Delaware	20-3618851	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300

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Bayberry Care Center, L.L.C.	Delaware	20-4454621	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Braintree Nursing, L.L.C.	Delaware	20-3618766	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
BWB Sunbelt Home Health Services, LLC	Texas	75-1901342	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
California Nursing Centers, L.L.C.	Delaware	20-4454493	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Care Center of Rossmoor, L.L.C.	Delaware	20-4454602	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Central Arizona Home Health Care, Inc.	Arizona	86-0714789	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Clear Lake Rehabilitation Hospital, L.L.C.	Delaware	20-2971820	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300

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Compass Hospice, Inc.	Texas	27-0001235	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Country Estates Nursing, L.L.C.	Delaware	20-3618740	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Courtland Gardens Health Center, Inc.	Connecticut	06-1149454	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Focus Care Health Resources, Inc.	Texas	75-2784006	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Foothill Nursing Company Partnership	California	91-1473634	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Forestview Nursing, L.L.C.	Delaware	20-3618900	8050	680 South Fourth Street Louisville, Kentucky

				40202-2412
				(502) 596-7300
GBA Holding, Inc.	Texas	75-2855493	8000	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
GBA West, LLC	Texas	26-2944774	8000	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
Goddard Nursing, L.L.C.	Delaware	20-3618957	8050	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
Greenbrae Care Center, L.L.C.	Delaware	20-4454677	8050	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
Greens Nursing and Assisted Living, L.L.C.	Delaware	20-2822083	8050	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
Harborlights Nursing, L.L.C.	Delaware	20-3618878	8050	680 South Fourth Street
				Louisville, Kentucky
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Haven Health, LLC	Delaware	26-1425546	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Helian ASC of Northridge, Inc.	California	77-0277817	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Helian Health Group, Inc.	Delaware	95-4070276	8093	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
HHS Healthcare Corp.	Delaware	90-0527683	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Highgate Nursing, L.L.C.	Delaware	20-3618795	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Highlander Nursing, L.L.C.	Delaware	20-3618815	8050	680 South Fourth Street Louisville, Kentucky



				40202-2412
				(502) 596-7300
Hillhaven MSC Partnership	California	93-1023838	8050	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
Home Health of Rural Texas, Inc.	Texas	75-2374091	8000	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
Home Health Services, Inc.	Utah	87-0494759	8000	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
Homecare Holdings, Inc.	Florida	65-0837269	8000	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
Homestead Health and Rehabilitation Center, L.L.C.	Delaware	20-3329906	8050	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
IntegraCare Holdings, Inc.	Delaware	20-8781607	8000	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300

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IntegraCare Home Health Services, Inc.	Texas	75-2865632	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
IntegraCare Hospice of Abilene, LLC	Texas	61-1655487	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
IntegraCare Intermediate Holdings, Inc.	Delaware	20-8781715	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
IntegraCare of Abilene, LLC	Texas	26-4630561	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
IntegraCare of Albany, LLC	Texas	26-2915050	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
IntegraCare of Athens-Home Health, LLC	Texas	27-2139332	8000	680 South Fourth Street Louisville, Kentucky

				40202-2412
				(502) 596-7300
IntegraCare of Athens-Hospice, LLC	Texas	27-2139269	8000	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
IntegraCare of Granbury, LLC	Texas	26-1908767	8000	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
IntegraCare of Littlefield, LLC	Texas	26-4618941	8000	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
IntegraCare of Olney Home Health, LLC	Texas	81-0638801	8000	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
IntegraCare of Texas, LLC	Texas	20-8768235	8000	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
IntegraCare of West Texas-Home Health, LLC	Texas	27-0686207	8000	680 South Fourth Street
				Louisville, Kentucky
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				(502) 596-7300

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IntegraCare of West Texas-Hospice, LLC	Texas	27-0686137	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
IntegraCare of Wichita Falls, LLC	Texas	27-0686266	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
J. B. Thomas Hospital, Inc.	Massachusetts	04-3209212	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KAH Development 1, L.L.C.	Delaware	46-3869231	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KAH Development 2, L.L.C.	Delaware	46-3877624	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KAH Development 3, L.L.C.	Delaware	46-3892868	8000	680 South Fourth Street Louisville, Kentucky

				40202-2412
				(502) 596-7300
KAH Development 4, L.L.C.	Delaware	46-3902994	8000	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
KAH Development 5, L.L.C.	Delaware	46-3924999	8000	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
KAH Development 6, L.L.C.	Delaware	46-3936305	8000	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
KAH Development 7, L.L.C.	Delaware	46-3945997	8000	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
KAH Development 8, L.L.C.	Delaware	46-3958634	8000	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
KAH Development 9, L.L.C.	Delaware	46-3971480	8000	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300

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KAH Development 10, L.L.C.	Delaware	46-3992741	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KAH Development 11, L.L.C.	Delaware	46-3982070	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KAH Development 12, L.L.C.	Delaware	46-4002959	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KAH Development 13, L.L.C.	Delaware	46-4015730	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KAH Development 14, L.L.C.	Delaware	46-4025157	8000	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
KAH Development 15, L.L.C.	Delaware	46-4033562	8000	680 South Fourth Street Louisville, Kentucky

				40202-2412
				(502) 596-7300
Kindred Braintree Hospital, L.L.C.	Delaware	20-3618938	8060	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
Kindred Development 4, L.L.C.	Delaware	20-2822034	8050	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
Kindred Development 7, L.L.C.	Delaware	20-2822097	8050	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
Kindred Development 8, L.L.C.	Delaware	20-2822116	8050	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
Kindred Development 9, L.L.C.	Delaware	20-2822132	8050	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
Kindred Development 10, L.L.C.	Delaware	20-2822148	8050	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300

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Kindred Development 11, L.L.C.	Delaware	20-2822172	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Kindred Development 12, L.L.C.	Delaware	20-2822200	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Kindred Development 13, L.L.C.	Delaware	20-2822219	8050	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Kindred Development 15, L.L.C.	Delaware	20-2822255	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Kindred Development 17, L.L.C.	Delaware	20-3329727	8060	680 South Fourth Street Louisville, Kentucky 40202-2412 (502) 596-7300
Kindred Development 27, L.L.C.	Delaware	20-3329890	8050	680 South Fourth Street Louisville, Kentucky



				40202-2412
				(502) 596-7300
Kindred Development 29, L.L.C.	Delaware	20-3329915	8060	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
Kindred Development Holdings 3, L.L.C.	Delaware	20-2822011	8050	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
Kindred Development Holdings 5, L.L.C.	Delaware	20-2822056	8050	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
Kindred Healthcare Operating, Inc.	Delaware	52-2085484	8050	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
Kindred Healthcare Services, Inc.	Delaware	61-1264993	8000	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300
Kindred Hospice Services, L.L.C.	Delaware	26-0717945	8000	680 South Fourth Street
				Louisville, Kentucky
				40202-2412
				(502) 596-7300

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**Exact Name of Additional**

**Registrant**