

GENTIVA HEALTH SERVICES INC  
Form SC TO-C  
June 16, 2014

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

**SCHEDULE TO**  
**(RULE 14d-100)**

**Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)**  
**of the Securities Exchange Act of 1934**

**Gentiva Health Services, Inc.**

**(Name of Subject Company)**

**Kindred Healthcare Development 2, Inc.**

**(Offeror)**

**Kindred Healthcare, Inc.**

**(Parent of Offeror)**

**(Names of Filing Persons)**

**COMMON STOCK, PAR VALUE \$0.10 PER SHARE**

**(Title of Class of Securities)**

**37247A102**

**(CUSIP Number of Class of Securities)**

**Joseph L. Landenwich, Esq.**

**Co-General Counsel and Corporate Secretary**

**680 South Fourth Street**

**Louisville, Kentucky 40202**

**502-596-7300**

**(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)**

*Copies to:*

**Ethan A. Klingsberg, Esq.**

**Benet J. O Reilly, Esq.**

**Cleary Gottlieb Steen & Hamilton LLP**

**One Liberty Plaza**

**New York, New York 10006**

**212-225-2000**

**CALCULATION OF FILING FEE**

**Transaction valuation\***

Not applicable.

**Amount of filing fee\***

Not applicable.

\* A filing fee is not required with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

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Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable.  
Form or Registration No.: Not applicable.

Filing Party: Not applicable.  
Date Filed: Not applicable.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)



























