

UNIVERSAL HEALTH SERVICES INC

Form 8-K

October 11, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported) October 7, 2005

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**UNIVERSAL HEALTH SERVICES, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction

of incorporation)

Universal Corporate Center

**1-10765**  
(Commission File Number)

**23-2077891**  
(IRS Employer

Identification No.)

19406

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367 South Gulph Road

King of Prussia, Pennsylvania  
(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (610) 768-3300

Not Applicable

(Former name or former address, if changed since last report)

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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 (see General Instruction A.2 below):

- .. 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))
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**Item 1.01 Entry into a Material Definitive Agreement.**

Universal Health Services, Inc. (the Company) announced today that it has acquired the stock of KEYS Group Holdings, LLC, including Keystone Education and Youth Services, LLC. Through this acquisition, the Company has added a total of 46 facilities in ten states including 21 residential treatment facilities with 1,280 beds, 21 non-public therapeutic day schools and four detention facilities. The operational effective date of this transaction is as of October 1, 2005. The net purchase price was \$207 million and was paid in cash. Copies of the Purchase Agreement and the press release are filed as Exhibit 10.1 and Exhibit 99.1, respectively, herewith.

**Item 9.01 Financial Statements and Exhibits.**

**(c) Exhibits.**

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 10.1               | Ownership Interest Purchase Agreement, dated as of October 3, 2005, among Harbinger Private Equity Fund I, L.L.C., Keystone Group Kids, Inc., Michael Lindley, Marty Weber, Ameris Healthcare Investments, LLC, Rainer Twiford, Al Smith, Mike White, Rodney Cawood, Buddy Turner, Jeff Cross, Gail Debiec, Brad Gardner, Brad Williams, Don Wert, Rob Minor, Mike McCulla, Jim Shaheen, Rod Gaeta, and Universal Health Services, Inc. |
| 99.1               | Press release dated October 10, 2005.   |

**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.

UNIVERSAL HEALTH SERVICES, INC.

Date: October 11, 2005

By: /s/ Alan B. Miller

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Name: Alan B. Miller  
Title: President and Chief Executive Officer

By: /s/ Steve Filton

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Name: Steve Filton  
Title: Senior Vice President and Chief Financial Officer