

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

**FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

NATIONAL HEALTHCARE CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

52-2057472  
(I.R.S. Employer  
Identification Number)

100 Vine Street  
Murfreesboro, Tennessee 37130  
(Address of Principal Executive Offices) (Zip Code)

2010 Omnibus Equity Incentive Plan  
(Full Title of Plan)

John K. Lines  
Corporate Secretary  
National HealthCare Corporation  
100 Vine Street, Murfreesboro, TN 37130  
(Name and Address of Agent for Service)

(615) 890-2020  
(Telephone number, including area code for 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 :     Accelerated filer     Non-accelerated filer     Smaller reporting company

(Do not check if a smaller reporting company)

Title of Securities to be Registered	Amount to be Registered <sup>(2)</sup>	Proposed Maximum Offering Price Per Share <sup>(3)</sup>	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock <sup>(1)</sup>	1,200,000 Shares	\$35.34	\$42,408,000	\$3,023.69

<sup>(1)</sup> The number of shares of Common Stock authorized for issuance under the 2010 Omnibus Equity Incentive Plan.

<sup>(2)</sup> Pursuant to Rule 416(a), this registration statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend or similar transaction. Also includes associated preferred stock purchase rights to purchase shares of the Registrant's Common Stock, which rights are not currently separable from the shares of Common Stock and are not currently exercisable.

<sup>(3)</sup> Pursuant to Rule 457, the offering price is estimated solely for the purpose of calculating the registration fee on the basis of the average high and low price of \$ 35.34 per Share, as reported on the NYSE Amex Exchange on **June 21, 2010**.

## **PART I**

### **INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS**

The documents containing the information specified in Part I of Form S-8 (plan information and registrant information) will be sent or given to participants in the plan as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act"). Such documents need not be filed with the Securities and Exchange Commission (the "SEC") either as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents, which include the statement of availability required by Item 2 of Form S-8, and the documents incorporated by reference in this registration statement pursuant to Item 3 of Form S-8 (Part II hereof), taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## **PART II**

### **INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

#### **Item 3. Incorporation of Documents by Reference.**

The documents listed below filed by National HealthCare Corporation, (the "Company") are incorporated by reference in this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

- (a) The Company's Annual Report on Form 10-K for the year ended December 31, 2009.
- (b) The Company's Amendment No. 1 on Form 10-K/A for the year ended December 31, 2009.
- (c) The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2010.
- (c) The Company's Current Reports on Form 8-K filed on March 5, 2010; May 7, 2010; and May 14, 2010.
- (d) The Company's registration statement on Form 10 (SEC File No. 1-13487), filed October 14, 1997 and amended through Amendment No. 1 on December 5, 1997.
- (e) The description of the Company's Common Stock as contained in the Company's Registration Statement on Form S-4 (SEC File No. 333-37185), filed October 3, 1997, amended through Amendment No. 1 on December 20, 1997, amended through Amendment No. 2 on December 4, 1997, amended through Amendment

No. 3 on December 5, 1997 and amended through Amendment No. 4 on December 5, 1997.

- (f) The description of the Company's Common Stock as contained in the Company's Registration Statement on Form S-4 (SEC File No. 333-142189), filed April 18, 2007, amended through Amendment No. 1 on June 7, 2007, amended through Amendment No. 2 on July 10, 2007, amended through Amendment No. 3 on August 2, 2007 and amended through Amendment No. 4 on September 14, 2007.

In addition, all documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part thereof from the date of filing of such documents.

**Item 4. Description of Securities**

Not applicable.

**Item 5. Interests of Named Experts and Counsel**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Under the Company's Certificate of Incorporation, and in accordance with Section 145 of the Delaware General Corporation Law (the "Delaware Law"), the Company will indemnify any person made or threatened to be made a party to an action or proceeding, whether civil, criminal, administrative or investigative (other than a "derivative" action by or in the right of the Company to procure a judgment in its favor) by reason of the fact that such person is or was a director or officer of the Company, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in (or not opposed to) the best interests of the Company, and, in criminal actions or proceedings, had no reasonable cause to believe was unlawful. A similar standard of care is applicable in the case of derivative actions, except that indemnification only extends to amounts paid in settlement and reasonable expenses (including attorneys' fees) incurred in connection with the defense or settlement of such an action and then, where the action is settled or otherwise disposed of or the person is adjudged to be liable to the Company, only if and to the extent the court in which such action was brought or, if none, a court of competent jurisdiction determines that such person is fairly and reasonably entitled to such indemnity and then only for such expenses as the court deems proper.

The Certificate of Incorporation provides that the Company may indemnify a director or officer for the expenses incurred in defending the proceedings specified above, at the conclusion of or in advance of their final disposition or settlement, and on such terms, to such extent, and subject to such conditions as the board of directors shall determine. The certificate of

incorporation also provides that the Company may, in its sole discretion, indemnify any person who is or was one of its employees or agents or any person who is or was serving at the request of NHC as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the same degree as the foregoing indemnification of directors and officers.

In addition, the Company may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Company or another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against and incurred by such person in such capacity, or arising out of the person's status as such whether or not the Company would have the power or obligation to indemnify such person against such liability under the provisions of the Delaware Law. The Company maintains insurance for the benefit of the Company's officers and directors insuring such persons against certain liabilities, including liabilities under the securities laws.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers or persons controlling the Company pursuant to the foregoing provisions, the Company has been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in such Act and is therefore unenforceable.

**Item 7. Exemption From Registration Claimed**

Not applicable.

**Item 8. Exhibits.**

The Exhibits to this Registration Statement are listed in the Index to Exhibits on Page E-1 of this Registration Statement, which Index is incorporated herein by reference.

**Item 9. Undertakings.**

The Company hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high and of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent

change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however,* that paragraphs (1)(i) and (1)(ii) do not apply if the registration statement is on Form S-3, Form S-8 or Form F-3 and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

2. That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

4. The Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

5. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to partners, directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a partner, director, officer or controlling person of the Company in the successful defense of any action suit or proceeding) is asserted by such partner, director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.



## **EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description of Exhibit</u></b>
4.1	Certificate of Incorporation of Company (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement No. 333-37185 on Form S-4)
4.2	Certificate of Amendment to the Certificate of Incorporation of National HealthCare Corporation (incorporated by reference to Exhibit 3.2 to the Registrant's registration statement on Form 8-A, dated October 31, 2007)
4.3	Certificate of Designations of Series A Convertible Preferred Stock of National HealthCare Corporation (incorporated by reference to Exhibit 2.1 to the current report on Form 8-K filed on December 20, 2006)
4.4	By-Laws of Company (incorporated by reference to Exhibit 3.2 to the Company's Registration Statement No. 333-37185 on Form S-4)
4.5	Form of Common Stock (Specifically incorporated by reference to Exhibit A attached to Form S-4, (Proxy Statement-Prospectus), amended, Registration No. 333-37185, (December 5, 1997)
4.6	Form of Series A Convertible Preferred Stock Certificate (incorporated by reference to Exhibit A to Exhibit 3.5 to the Registrant's registration statement on Form 8-A, dated October 31, 2007)
4.7	Rights Agreement, dated as of August 2, 2007, between National HealthCare Corporation and Computershare Trust Company, N.A. (incorporated by reference to Exhibit 4.1 to the Registrant's registration statement on Form 8-A, dated August 3, 2007)
4.8	1997 Stock Option and Stock Appreciation Rights Plan (incorporated by reference to Exhibit 10.5.3 to the Company's Registration Statement No. 333-37185 on Form S-4)
4.9	2005 Stock Option, Employee Stock Purchase, Physician Stock Purchase & Stock Appreciation Rights Plan (incorporated by reference to Appendix A to the Company's proxy statement filed March 28, 2005)
4.10	2004 Non-Qualified Stock Option Plan (incorporated by reference to Appendix B to the Company's proxy statement filed March 28, 2005)
4.11	2010 Omnibus Equity Incentive Plan (incorporated by reference to Exhibit A to the Company's 2010 Proxy Statement filed with the SEC on April 1, 2010)

5	Opinion of Harwell Howard Hyne Gabbert & Manner, P.C.
23.1	Consent of Ernst & Young LLP
23.2	Consent of BDO Seidman, LLP
23.3	Consent of Harwell Howard Hyne Gabbert & Manner, P.C. (included in Exhibit 5).
24	Power of Attorney (see signature page)

June 22, 2010

National HealthCare Corporation  
100 E. Vine Street, Suite  
Murfreesboro, TN 37130

Ladies and Gentlemen:

We have acted as special counsel to National HealthCare Corporation (the "Company") in connection with the Registration Statement on Form S-8 (the "Registration Statement") being filed with the Securities and Exchange Commission (the "Commission") on the date hereof for the purpose of registering under the Securities Act of 1933, as amended (the "Securities Act"), 1,200,000 shares (the "Shares") of common stock, par value \$.01 per share, of the Company (the "Common Shares") which may be issued pursuant to the National HealthCare Corporation 2010 Omnibus Equity Incentive Plan (the "Plan"). This firm hereby consents to the filing of this opinion as an exhibit to the Registration Statement and with agencies of such states and other jurisdictions as may be necessary in the course of complying with the laws of such states and jurisdictions regarding the offering and sale of the stock in accordance with the Registration Statement.

This Opinion Letter is governed by, and shall be interpreted in accordance with the Legal Opinion Accord (the "Accord") of the ABA Section of Business Law (1991). As a consequence, it is subject to a number of qualifications, assumptions, exceptions, definitions, limitations on coverage and other limitations, all as more particularly described in the Accord, and this Opinion Letter should be read in conjunction therewith.

We have examined originals, or certified or photostatic copies of such statutes, records, regulations, certificates of the officers of the Company and of public officials, and such other information as we have deemed necessary for purposes of rendering this opinion.

In stating our opinion, we have assumed: (i) that all signatures are genuine, all documents submitted to us as originals are authentic, and all documents submitted to us as copies conform to authentic original documents; and (ii) that the parties to such documents have the legal right and power under all applicable laws, regulations and agreements to enter into, execute, deliver and perform their respective obligations thereunder.

On the basis of such review, but subject to the limitations expressed herein, we are of the opinion, as of the date hereof, that the securities being registered by the Registration Statement will, when issued in compliance with the Plan and sold as contemplated under the Registration Statement, be legally issued, fully paid and non-assessable.

Our opinion herein is limited solely to the laws of the United States of America and the corporate law of the State of Delaware. In rendering the opinion set forth herein, we have relied upon the documents provided by the Company as referenced above and have made no independent verification or investigation of factual matters pertaining thereto or to the Company.

Sincerely,

HARWELL HOWARD HYNE  
GABBERT & MANNER, P.C.

/s/ Harwell Howard Hyne  
Gabbert & Manner, P.C.

SVS/led

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 dated June 22, 2010) pertaining to the 2010 Omnibus Equity Incentive Plan of our reports dated March 2, 2010, with respect to the consolidated financial statements and schedule of National HealthCare Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2009, and the effectiveness of internal control over financial reporting of National HealthCare Corporation filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Nashville, Tennessee  
June 22, 2010

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

National HealthCare Corporation  
Murfreesboro, Tennessee

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 5, 2009, relating to the consolidated financial statements and financial statement schedule of National HealthCare Corporation appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2009.

/s/ BDO Seidman, LLP

Nashville, Tennessee  
June 22, 2010