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VENCOR INC /NEW/  
Form POS AM  
June 26, 2001

As filed with the Securities and Exchange Commission on June 26, 2001

Registration No. 333-61385

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT

TO

FORM S-8

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)

61-1323993  
(I.R.S. Employer Identification Number)

680 South Fourth Street  
Louisville, KY 40202-2412

(Address of Registrant's Principal Executive Offices)

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THC Retirement Savings Plan  
(Full Title of the Plan)

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M. Suzanne Riedman, Esq.  
Senior Vice President and General Counsel  
Kindred Healthcare, Inc.  
680 South Fourth Street  
Louisville, KY 40202-2412  
(502) 596-7300

(Name, Address, and Telephone Number, Including Area Code, of Agent for Service)

-----  
with copies of all correspondence to:

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Arthur H. Kohn, Esq.  
Cleary, Gottlieb, Steen & Hamilton  
One Liberty Plaza  
New York, NY 10006  
(212) 225-2466

DEREGISTRATION OF SHARES

Kindred Healthcare, Inc. (formerly Vencor, Inc.), a Delaware corporation (the "Company"), has previously filed a Registration Statement on Form S-8, Registration No. 333-61385, filed with the Securities and Exchange Commission on August 13, 1998 (the "Registration Statement"), to register 400,000 shares of the Company's former common stock, par value \$0.25 per share (the "Shares"), for issuance pursuant to the THC Retirement Savings Plan (the "THC Plan"). The THC Plan was merged into the Vencor Retirement Savings Plan (the "Vencor Plan") on December 31, 1999. As of the date this Post-Effective Amendment is filed, no Shares have been issued under the THC Plan.

On September 13, 1999, the Company and substantially all of its subsidiaries filed voluntary petitions for protection under Chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). On March 1, 2001, the Bankruptcy Court approved the Company's fourth amended plan of reorganization filed with the Bankruptcy Court on December 14, 2000, as modified at the confirmation hearing (the "Amended Plan"). The order confirming the Amended Plan was signed on March 16, 2001 and entered on the docket of the Bankruptcy Court on March 19, 2001. The Amended Plan became effective on April 20, 2001. In connection with its emergence, the Company also changed its name to Kindred Healthcare, Inc.

In connection with the bankruptcy, all Shares were cancelled under the terms of the Amended Plan. In addition, the Company ceased offering the Shares as an investment alternative under the THC Plan during 1999. Pursuant to the Company's undertaking in the Registration Statement, this Post-Effective Amendment is being filed by the Company to deregister 400,000 Shares, which constitute all of the securities registered pursuant to the Registration Statement but remaining unissued under the THC Plan as of the date this Post-Effective Amendment is filed. All remaining unissued Shares under the Vencor Plan are being deregistered separately on a post-effective amendment to Registration No. 333-64897.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 (the "Securities Act"), the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment to the Registration Statement on Form S-8 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Louisville, Kentucky, on the 26th day of June, 2001.

KINDRED HEALTHCARE, INC.

/s/ Richard A. Lechleiter

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By: Richard A. Lechleiter  
Vice President, Finance, Corporate  
Controller and Treasurer

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Pursuant to the requirements of the Securities Act, this Post-Effective Amendment has been signed by each of the following persons in the capacities indicated, on the 26th day of June, 2001.

Signature -----	Title -----
/s/ Edward L. Kuntz ----- Edward L. Kuntz	Chairman of the Board, Chief Executive Officer and President (Principal Executive Officer)
/s/ James Bolin ----- James Bolin	Director
/s/ Garry N. Garrison ----- Garry N. Garrison	Director
/s/ Isaac Kaufman ----- Isaac Kaufman	Director
/s/ John H. Klein ----- John H. Klein	Director
/s/ David Tepper ----- David Tepper	Director
/s/ Richard A. Schweinhart ----- Richard A. Schweinhart	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Richard A. Lechleiter ----- Richard A. Lechleiter	Vice President, Finance, Corporate Controller and Treasurer (Principal Accounting Officer)