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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 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: June 1, 2022**  
(Date of earliest event reported)

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**TENET HEALTHCARE CORPORATION**

(Exact name of Registrant as specified in its charter)

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**Nevada**  
(State of Incorporation)

**1-7293**  
(Commission  
File Number)

**95-2557091**  
(IRS Employer  
Identification Number)

**14201 Dallas Parkway**  
**Dallas, Texas 75254**  
(Address of principal executive offices, including zip code)

**(469) 893-2200**  
(Registrant's telephone number, including area code)

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Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common stock, \$0.05 par value</b> <b>6.875% Senior Notes due 2031</b>	<b>THC</b> <b>THC31</b>	<b>New York Stock Exchange</b> <b>New York Stock Exchange</b>

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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards pursuant to Section 13(a) of the Exchange Act.

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The information in Item 7.01 of this Current Report on Form 8-K and the press releases attached hereto as Exhibit 99.1 and Exhibit 99.2 are furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Registrant under the Securities Act of 1933, as amended, or the Exchange Act, unless specifically identified therein as being incorporated by reference.

**Item 7.01. Regulation FD Disclosure.**

On June 1, 2022, Tenet Healthcare Corporation (the “Company”) issued a press release announcing the commencement of a private placement offering of \$1.8 billion in aggregate principal amount of its senior secured first lien notes due 2030. A copy of the press release is furnished as Exhibit 99.1 attached hereto and is incorporated herein by reference.

Additionally, on June 1, 2022, the Company issued a press release announcing the upsizing and pricing of \$2.000 billion in aggregate principal amount of its 6.125% senior secured first lien notes due 2030 (the “notes”). The closing of the sale of the notes is expected to occur on June 15, 2022, and is subject to customary closing conditions. A copy of the press release is furnished as Exhibit 99.2 attached hereto and is incorporated herein by reference.

The notes will be guaranteed by certain of the Company’s subsidiaries and secured on a first lien priority basis by a pledge of the capital stock and other ownership interests of certain of the Company’s subsidiaries. The notes will be effectively senior to the Company’s existing and future indebtedness secured on a more junior basis, as well as unsecured indebtedness and other liabilities, to the extent of the value of the collateral securing such borrowings.

Tenet intends to use the net proceeds from the sale of the notes, after payment of fees and expenses, to finance the redemption of all \$1.748 billion outstanding of its 6.750% senior notes due 2023 (the “2023 Notes”) and for general corporate purposes.

**Item 8.01. Other Events.**

On June 1, 2022, the Company issued notices of redemption to the holders of all \$1.748 billion outstanding of its 2023 Notes. The 2023 Notes will be redeemed on July 1, 2022.

**Item 9.01. Financial Statements and Exhibits.**

- (d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release issued by the Company on June 1, 2022, announcing the commencement of the offering of the notes.</a>
99.2	<a href="#">Press Release issued by the Company on June 1, 2022, announcing the pricing of the notes.</a>
104	Cover Page Interactive Data File (embedded within the inline XBRL document).

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TENET HEALTHCARE CORPORATION

Date: June 1, 2022

By: /s/ Thomas Arnst

Name: Thomas Arnst

Title: Executive Vice President,  
Chief Administrative Officer, General  
Counsel and Corporate Secretary



### **Tenet Announces \$1.800 Billion Private Offering of Senior Secured Notes**

**DALLAS – June 1, 2022** – Tenet Healthcare Corporation (NYSE: THC) today announced a private placement offering of \$1.800 billion in aggregate principal amount of new senior secured first lien notes maturing in 2030 (the “notes”). Completion of the notes offering is subject to, among other things, pricing and customary closing conditions.

Tenet intends to use the net proceeds from the sale of the notes, after payment of fees and expenses, to finance, together with cash on hand, the redemption of all \$1.748 billion outstanding of its 6.750% senior notes due 2023 (the “2023 Notes”).

The notes will be guaranteed by certain of Tenet’s subsidiaries and secured on a first lien priority basis by a pledge of the capital stock and other ownership interests of certain of Tenet’s subsidiaries. The notes will be effectively senior to Tenet’s existing and future indebtedness secured on a more junior basis, as well as unsecured indebtedness and other liabilities, to the extent of the value of the collateral securing such borrowings.

The notes to be offered will not be registered under the Securities Act of 1933, as amended (the “Securities Act”), or any other state securities laws. As a result, they may not be offered or sold in the United States or to any U.S. persons, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the notes will be offered only to persons reasonably believed to be “qualified institutional buyers” under Rule 144A of the Securities Act or, outside the United States, to persons other than “U.S. persons” in compliance with Regulation S under the Securities Act. A confidential offering memorandum for the notes will be made available to such eligible persons. The offering will be conducted in accordance with the terms and subject to the conditions set forth in such offering memorandum.

This news release is neither an offer to sell nor a solicitation of an offer to buy, nor shall there be any sale of, these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. This news release shall not constitute a notice of redemption of the 2023 Notes.

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## Cautionary Statement

This release contains “forward-looking statements”—that is, statements that relate to future, not past, events. In this context, forward-looking statements often address Tenet’s expected future business and financial performance and financial condition, and often contain words such as “expect,” “anticipate,” “assume,” “believe,” “budget,” “estimate,” “forecast,” “intend,” “plan,” “predict,” “project,” “seek,” “see,” “target,” or “will.” Forward-looking statements by their nature address matters that are, to different degrees, uncertain, especially with regard to developments related to COVID-19. Particular uncertainties that could cause Tenet’s actual results to be materially different than those expressed in Tenet’s forward-looking statements include, but are not limited to, the impact of the COVID-19 pandemic and other factors disclosed under “Forward-Looking Statements” and “Risk Factors” in our Form 10-K for the year ended December 31, 2021, our Form 10-Q for the quarter ended March 31, 2022 and other filings with the Securities and Exchange Commission.

## About Tenet Healthcare

Tenet Healthcare Corporation (NYSE: THC) is a diversified healthcare services company headquartered in Dallas. Our care delivery network includes United Surgical Partners International, the largest ambulatory platform in the country, which operates or has ownership interests in approximately 440 ambulatory surgery centers and surgical hospitals. We also operate 60 acute care and specialty hospitals, approximately 110 other outpatient facilities, a network of leading employed physicians and a global business center in Manila, Philippines. Our Conifer Health Solutions subsidiary provides revenue cycle management and value-based care services to hospitals, health systems, physician practices, employers and other clients. Across the Tenet enterprise, we are united by our mission to deliver quality, compassionate care in the communities we serve. For more information, please visit [www.tenethealth.com](http://www.tenethealth.com).

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### **Tenet Announces Upsizing and Pricing of its \$2.000 Billion Private Offering of Senior Secured Notes**

**DALLAS – June 1, 2022** – Tenet Healthcare Corporation (NYSE: THC) today announced the pricing of the previously announced private placement offering and has agreed to issue and sell \$2.000 billion in aggregate principal amount of senior secured first lien notes due on June 15, 2030, which will bear interest at a rate of 6.125% per annum (the “notes”). The aggregate principal amount of notes to be issued in the offering was increased to \$2.000 billion from the previously announced amount of \$1.800 billion. Completion of the notes offering is expected to occur on June 15, 2022, and is subject to, among other things, customary closing conditions.

Tenet intends to use the net proceeds from the sale of the notes, after payment of fees and expenses, to finance the redemption of all \$1.748 billion outstanding of its 6.750% senior notes due 2023 (the “2023 Notes”) and for general corporate purposes.

The notes will be guaranteed by certain of Tenet’s subsidiaries and secured on a first lien priority basis by a pledge of the capital stock and other ownership interests of certain of Tenet’s subsidiaries. The notes will be effectively senior to Tenet’s existing and future indebtedness secured on a more junior basis, as well as unsecured indebtedness and other liabilities, to the extent of the value of the collateral securing such borrowings.

The notes to be offered will not be registered under the Securities Act of 1933, as amended (the “Securities Act”), or any other state securities laws. As a result, they may not be offered or sold in the United States or to any U.S. persons, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the notes will be offered only to persons reasonably believed to be “qualified institutional buyers” under Rule 144A of the Securities Act or, outside the United States, to persons other than “U.S. persons” in compliance with Regulation S under the Securities Act. A confidential offering memorandum for the notes will be made available to such eligible persons. The offering will be conducted in accordance with the terms and subject to the conditions set forth in such offering memorandum.

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This news release is neither an offer to sell nor a solicitation of an offer to buy, nor shall there be any sale of, these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. This news release shall not constitute a notice of redemption of the 2023 Notes.

### **Cautionary Statement**

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