

TENET HEALTHCARE CORP  
Form S-8  
May 12, 2010

As filed with the Securities and Exchange Commission on May 12, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER THE SECURITIES ACT OF 1933**

**TENET HEALTHCARE CORPORATION**

(Exact name of Registrant as specified in its charter)

**Nevada**  
(State of Incorporation)

**95-2557091**  
(IRS Employer Identification No.)

**1445 Ross Avenue, Suite 1400**

**Dallas, Texas 75202**

**(469) 893-2200**

(Address and telephone number of Registrant's principal executive offices)

**TENET HEALTHCARE 2008 STOCK INCENTIVE PLAN,  
AS AMENDED AND RESTATED**

(Full title of the plan)

**Paul A. Castanon**

**Vice President and Assistant General Counsel**

**Tenet Healthcare Corporation**

**1445 Ross Avenue, Suite 1400**

**Dallas, Texas 75202**

**(469) 893-2200**

(Name, address and telephone number of 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 (as defined in Rule 12b-2 under the Securities Exchange Act of 1934).

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities To Be Registered</b>	<b>Amount To Be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share(2)</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee</b>
Common Stock, par value \$0.05 per share	21,300,000 Shares	\$5.46	\$116,298,000	\$8,292

(1) Pursuant to Rule 416, there also are registered hereunder such additional indeterminate number of shares as may be issued as a result of the adjustment provisions of the Registrant's 2008 Stock Incentive Plan, as amended and restated.

(2) Pursuant to Rule 457(h), these prices are estimated solely for the purpose of calculating the registration fee and are based on the average of the high and low sales prices of the Registrant's Common Stock on the New York Stock Exchange on May 7, 2010.



**EXPLANATORY NOTE**

Pursuant to General Instruction E of Form S-8, we are filing this Registration Statement on Form S-8 to register 21,300,000 additional shares (the Additional Shares ) of our common stock, par value \$0.05 per share ( Common Stock ), which shares may be issued under the terms of our 2008 Stock Incentive Plan, as amended and restated (the Plan ). The Additional Shares were approved by our shareholders on May 5, 2010.

The contents of the Company s Registration Statement on Form S-8 filed with the Securities and Exchange Commission on June 24, 2008 (File No. 333-151887) relating to the registration of 35,000,000 shares of our common stock are incorporated herein by reference.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

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

Gary Ruff, Senior Vice President and General Counsel of the Company, has delivered an opinion to the effect that the shares of common stock covered by this Registration Statement will be legally issued, fully paid and non-assessable.

As of May 12, 2010, Mr. Ruff owned 40,909 shares of our common stock. On such date, Mr. Ruff also had outstanding options to purchase 518,743 shares of our common stock and 78,694 restricted units, payable at vesting in shares of our common stock, pursuant to the Plan and our 2001 Stock Incentive Plan. Mr. Ruff is eligible to participate in the Plan.

**Item 8. Exhibits.**

A list of the exhibits included as part of this Registration Statement is set forth on the Exhibit Index and is hereby incorporated by reference thereto.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Dallas, State of Texas, on May 12, 2010.

**TENET HEALTHCARE CORPORATION  
(Registrant)**

By: /s/ DANIEL J. CANCELMI  
Daniel J. Cancelmi  
Senior Vice President and Controller  
*(Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in their respective capacities with Tenet Healthcare Corporation and on the dates indicated.

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints each of Trevor Fetter, Biggs C. Porter and Gary Ruff, acting alone, as his or her true and lawful attorneys-in-fact and agents, with full power of resubstitution and substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) or supplements to this Registration Statement and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing necessary or appropriate to be done with respect to this Registration Statement or any amendments or supplements hereto in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Date: May 12, 2010

By: /s/ TREVOR FETTER  
Trevor Fetter  
  
President, Chief Executive Officer and Director  
  
*(Principal Executive Officer)*

Date: May 12, 2010

By: /s/ BIGGS C. PORTER  
Biggs C. Porter  
  
Chief Financial Officer  
  
*(Principal Financial Officer)*

Date: May 12, 2010

By: /s/ DANIEL J. CANCELMI  
Daniel J. Cancelmi  
  
Senior Vice President and Controller  
  
*(Principal Accounting Officer)*

Date: May 12, 2010

By: /s/ JOHN ELLIS BUSH  
John Ellis Bush  
  
Director

Date: May 12, 2010

By: /s/ BRENDA J. GAINES  
Brenda J. Gaines

Director

Date: May 12, 2010

By: /s/ KAREN M. GARRISON  
Karen M. Garrison

Director

Date: May 12, 2010

By: /s/ EDWARD A. KANGAS  
Edward A. Kangas

Director

Date: May 12, 2010

By: J. Robert Kerrey

Director

Date: May 12, 2010

By: /s/ FLOYD D. LOOP, M.D.  
Floyd D. Loop, M.D.

Director

Date: May 12, 2010

By: /s/ RICHARD R. PETTINGILL  
Richard R. Pettingill

Director

Date: May 12, 2010

By: /s/ JAMES A. UNRUH  
James A. Unruh

Director

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
4.1	Second Amended and Restated Tenet Healthcare 2008 Stock Incentive Plan
4.2	Amendment One to Second Amended and Restated Tenet Healthcare 2008 Stock Incentive Plan
5.1	Opinion of Gary Ruff
23.1	Consent of Gary Ruff (included in Exhibit 5.1)
23.2	Consent of Deloitte & Touche LLP
24.1	Power of Attorney (included on the signature page hereto)