

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

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

UNIVERSAL HEALTH SERVICES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

23-2077891
(I.R.S. Employer
Identification No.)

**Universal Corporate Center
367 South Gulph Road
King of Prussia, Pennsylvania**
(Address of Principal Executive Offices)

19406
(Zip Code)

UNIVERSAL HEALTH SERVICES, INC. THIRD AMENDED AND RESTATED 2005 STOCK INCENTIVE PLAN
(Full title of the plan)

ALAN B. MILLER
Chairman of the Board, President and Chief Executive Officer
UNIVERSAL HEALTH SERVICES, INC.
Universal Corporate Center
367 South Gulph Road
King of Prussia, Pennsylvania 19406
(Name and address of agent for service)

(610) 768-3300
(Telephone number, including area code, of agent for service)

Copies of all communications, including all communications sent to the agent for service, should be sent to:

WARREN J. NIMETZ, ESQ.
Norton Rose Fulbright US LLP
666 Fifth Avenue
New York, New York 10103
(212) 318-3000

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 filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Class B Common Stock, \$0.01 par value per share				
-To be issued under the Third Amended and Restated 2005 Stock	6,807,291	\$142.40(2)	\$969,358,238.40	\$112,639.43

Incentive Plan				
-Subject to outstanding options under the Third Amended and Restated 2005 Stock Incentive Plan	8,692,709	\$79.64 ⁽³⁾	\$692,287,344.76	\$80,443.79
Total	15,500,000		\$1,661,645,583.16	\$193,083.22

- (1) Represents 15,500,000 shares of the registrant's Class B Common Stock which may be issued pursuant to awards granted and awards that may be granted under the Universal Health Services, Inc. Third Amended and Restated 2005 Stock Incentive Plan (the "Plan"). In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers an additional indeterminable number of shares as may be necessary to adjust the number of shares being offered or issued pursuant to the Plan as a result of any stock split, stock dividend, recapitalization or similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares.
- (2) Estimated solely for the purpose of determining the registration fee in accordance with Rule 457(c) and (h) of the Securities Act on the basis of the average of the high and low sales prices of the registrant's Class B Common Stock on the New York Stock Exchange on August 7, 2015.
- (3) Estimated solely for the purpose of determining the registration fee in accordance with Rule 457(h) of the Securities Act on the basis of \$79.64, the weighted-average exercise price per share of stock options outstanding under the Plan as of August 7, 2015.

Explanatory Note

Universal Health Services, Inc. (the "Company") is filing this registration statement on Form S-8 under the Securities Act of 1933, as amended, to register an additional 15,500,000 shares of Class B Common Stock authorized for issuance under the Universal Health Services, Inc. Third Amended and Restated 2005 Stock Incentive Plan.

In accordance with General Instruction E to Form S-8, this registration statement incorporates by reference the contents of the Company's Form S-8 registration statements, File Nos. 333-126025, filed with the Securities and Exchange Commission on June 22, 2005 and 333-156425, filed with the Securities and Exchange Commission on December 23, 2008.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

- 4.1 Third Amended and Restated 2005 Stock Incentive Plan, previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on August 7, 2015, is incorporated herein by reference.
- 5.1 Opinion of Norton Rose Fulbright US LLP.
- 23.1 Consent of PricewaterhouseCoopers LLP.
- 23.2 Consent of Norton Rose Fulbright US LLP (included in Exhibit 5.1).
- 24.1 Power of Attorney (included in the signature page).

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 King of Prussia, State of Pennsylvania, on the 11th day of August, 2015.

UNIVERSAL HEALTH SERVICES, INC.

By: /s/ ALAN B. MILLER

Alan B. Miller
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Alan B. Miller and Steve Filton, or either of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ ALAN B. MILLER</u> Alan B. Miller	Chairman of the Board, President, Chief Executive Officer and Director (Principal Executive Officer)	August 11, 2015
<u>/s/ MARC D. MILLER</u> Marc D. Miller	Director and President	August 11, 2015
<u>/s/ ANTHONY PANTALEONI</u> Anthony Pantaleoni	Director	August 11, 2015
<u>/s/ ROBERT H. HOTZ</u> Robert H. Hotz	Director	August 11, 2015
<u>/s/ JOHN H. HERRELL</u> John H. Herrell	Director	August 11, 2015
<u>/s/ LAWRENCE S. GIBBS</u> Lawrence S. Gibbs	Director	August 11, 2015
<u>/s/ EILEEN C. MCDONNELL</u> Eileen C. McDonnell	Director	August 11, 2015
<u>/s/ STEVE FILTON</u> Steve Filton	Senior Vice President, Chief Financial Officer, Chief Accounting Officer and Secretary (Principal Financial Officer and Principal Accounting Officer)	August 11, 2015

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
4.1	Third Amended and Restated 2005 Stock Incentive Plan, previously filed as Exhibit 10.1 to the Company's Current Report on Form 10-Q, filed on August 7, 2015, is incorporated herein by reference.
5.1	Opinion of Norton Rose Fulbright US LLP
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Norton Rose Fulbright US LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included in the signature page).

[Letterhead of Norton Rose Fulbright US LLP]

August 11, 2015

Universal Health Services, Inc.
367 South Gulph Road
King of Prussia, Pennsylvania 19406

Re: Universal Health Services, Inc.

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), by Universal Health Services, Inc. (the "Company"), relating to 15,500,000 shares of Class B Common Stock of the Company (the "Shares") which may be issued under the Company's Third Amended and Restated 2005 Stock Incentive Plan (the "Plan").

As counsel for the Company, we have examined the Plan and such corporate records, other documents, and such questions of law as we have considered necessary or appropriate for the purposes of this opinion and, upon the basis of such examination, advise you that in our opinion, all necessary corporate proceedings by the Company have been duly taken to authorize the issuance of the Shares pursuant to the Plan; and the Shares being registered pursuant to the Registration Statement, when issued under the Plan in accordance with its terms, will be duly authorized, validly issued, fully paid and nonassessable.

We hereby consent to the use of this opinion as a part of the Registration Statement. This consent is not to be construed as an admission that we are a person whose consent is required to be filed with the Registration Statement under the provisions of the Act.

Very truly yours,

/s/ NORTON ROSE FULBRIGHT US LLP

Norton Rose Fulbright US LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 26, 2015 relating to the financial statements, financial statement schedule, and the effectiveness of internal control over financial reporting, which appears in Universal Health Services Inc.'s Annual Report on Form 10-K for the year ended December 31, 2014.

/s/ PricewaterhouseCoopers LLP

Philadelphia, PA

August 11, 2015