

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

FORM 10-Q

(MARK ONE)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2017

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 1-10765

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 19406
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (610) 768-3300

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. Common shares outstanding, as of July 31, 2017:

Class A	6,595,308
Class B	88,376,195
Class C	663,940
Class D	21,844

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This Quarterly Report on Form 10-Q is for the quarter ended June 30, 2017. This Report modifies and supersedes documents filed prior to this Report. Information that we file with the Securities and Exchange Commission (the “SEC”) in the future will automatically update and supersede information contained in this Report.

In this Quarterly Report, “we,” “us,” “our” “UHS” and the “Company” refer to Universal Health Services, Inc. and its subsidiaries. UHS is a registered trademark of UHS of Delaware, Inc., the management company for, and a wholly-owned subsidiary of Universal Health Services, Inc. Universal Health Services, Inc. is a holding company and operates through its subsidiaries including its management company, UHS of Delaware, Inc. All healthcare and management operations are conducted by subsidiaries of Universal Health Services, Inc. To the extent any reference to “UHS” or “UHS facilities” in this report including letters, narratives or other forms contained herein relates to our healthcare or management operations it is referring to Universal Health Services, Inc.’s subsidiaries including UHS of Delaware, Inc. Further, the terms “we,” “us,” “our” or the “Company” in such context similarly refer to the operations of Universal Health Services Inc.’s subsidiaries including UHS of Delaware, Inc. Any reference to employees or employment contained herein refers to employment with or employees of the subsidiaries of Universal Health Services, Inc. including UHS of Delaware, Inc.

PART I. FINANCIAL INFORMATION
UNIVERSAL HEALTH SERVICES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(amounts in thousands, except per share amounts)
(unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2017	2016	2017	2016
Net revenues before provision for doubtful accounts	\$ 2,827,709	\$ 2,638,848	\$ 5,653,181	\$ 5,258,441
Less: Provision for doubtful accounts	215,353	207,993	427,967	377,788
Net revenues	2,612,356	2,430,855	5,225,214	4,880,653
Operating charges:				
Salaries, wages and benefits	1,236,294	1,130,933	2,474,258	2,279,072
Other operating expenses	632,193	585,995	1,239,553	1,147,579
Supplies expense	274,539	254,422	552,153	509,672
Depreciation and amortization	113,112	101,411	223,910	205,460
Lease and rental expense	26,027	24,806	51,216	49,258
	2,282,165	2,097,567	4,541,090	4,191,041
Income from operations	330,191	333,288	684,124	689,612
Interest expense, net	35,920	30,442	71,427	60,042
Income before income taxes	294,271	302,846	612,697	629,570
Provision for income taxes	103,883	107,397	211,782	218,402
Net income	190,388	195,449	400,915	411,168
Less: Net income attributable to noncontrolling interests	4,994	9,872	9,466	34,832
Net income attributable to UHS	\$ 185,394	\$ 185,577	\$ 391,449	\$ 376,336
Basic earnings per share attributable to UHS	\$ 1.93	\$ 1.91	\$ 4.06	\$ 3.86
Diluted earnings per share attributable to UHS	\$ 1.91	\$ 1.89	\$ 4.03	\$ 3.81
Weighted average number of common shares - basic	96,247	97,109	96,416	97,358
Add: Other share equivalents	795	1,280	791	1,284
Weighted average number of common shares and equivalents - diluted	97,042	98,389	97,207	98,642

The accompanying notes are an integral part of these consolidated financial statements.

UNIVERSAL HEALTH SERVICES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(amounts in thousands, unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2017	2016	2017	2016
Net income	\$ 190,388	\$ 195,449	\$ 400,915	\$ 411,168
Other comprehensive income (loss):				
Unrealized derivative gains (losses) on cash flow hedges	(129)	(3,769)	2,937	(18,068)
Amortization of terminated hedge	0	(83)	0	(167)
Unrealized gain (loss) on marketable security	3,066	(621)	4,160	(621)
Foreign currency translation adjustment	1,713	(4,163)	8,949	1,823
Other comprehensive income (loss) before tax	4,650	(8,636)	16,046	(17,033)
Income tax expense (benefit) related to items of other comprehensive income (loss)	1,095	(1,667)	2,646	(7,027)
Total other comprehensive income (loss), net of tax	3,555	(6,969)	13,400	(10,006)
Comprehensive income	193,943	188,480	414,315	401,162
Less: Comprehensive income attributable to noncontrolling interests	4,994	9,872	9,466	34,832
Comprehensive income attributable to UHS	<u>\$ 188,949</u>	<u>\$ 178,608</u>	<u>\$ 404,849</u>	<u>\$ 366,330</u>

The accompanying notes are an integral part of these consolidated financial statements.

UNIVERSAL HEALTH SERVICES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(amounts in thousands, unaudited)

	June 30, 2017	December 31, 2016
Assets		
Current assets:		
Cash and cash equivalents	\$ 66,446	\$ 33,747
Accounts receivable, net	1,456,999	1,439,553
Supplies	130,698	125,365
Other current assets	109,017	82,706
Total current assets	1,763,160	1,681,371
Property and equipment	7,604,631	7,314,437
Less: accumulated depreciation	(3,162,756)	(2,983,481)
	4,441,875	4,330,956
Other assets:		
Goodwill	3,803,386	3,784,106
Deferred charges	11,720	13,520
Deferred income taxes	1,301	1,234
Other	531,045	506,615
Total Assets	\$ 10,552,487	\$ 10,317,802
Liabilities and Stockholders' Equity		
Current liabilities:		
Current maturities of long-term debt	\$ 126,109	\$ 105,895
Accounts payable and accrued liabilities	1,182,396	1,209,329
Federal and state taxes	13,724	2,149
Total current liabilities	1,322,229	1,317,373
Other noncurrent liabilities	282,732	275,167
Long-term debt	3,988,912	4,030,230
Deferred income taxes	73,813	88,119
Redeemable noncontrolling interests	6,974	9,319
Equity:		
UHS common stockholders' equity	4,812,854	4,533,220
Noncontrolling interest	64,973	64,374
Total equity	4,877,827	4,597,594
Total Liabilities and Stockholders' Equity	\$ 10,552,487	\$ 10,317,802

The accompanying notes are an integral part of these consolidated financial statements.

UNIVERSAL HEALTH SERVICES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(amounts in thousands, unaudited)

	Six months ended June 30,	
	2017	2016
Cash Flows from Operating Activities:		
Net income	\$ 400,915	\$ 411,168
<i>Adjustments to reconcile net income to net cash provided by operating activities:</i>		
Depreciation & amortization	223,910	205,460
Stock-based compensation expense	29,053	24,693
<i>Changes in assets & liabilities, net of effects from acquisitions and dispositions:</i>		
Accounts receivable	941	(45,729)
Accrued interest	211	9,158
Accrued and deferred income taxes	(5,529)	17,997
Other working capital accounts	(93,715)	123,315
Other assets and deferred charges	(19,927)	(8,149)
Other	(23,411)	52,050
Excess income tax benefits related to stock-based compensation	0	35,247
Accrued insurance expense, net of commercial premiums paid	58,903	44,231
Payments made in settlement of self-insurance claims	(37,759)	(33,012)
Net cash provided by operating activities	<u>533,592</u>	<u>836,429</u>
Cash Flows from Investing Activities:		
Property and equipment additions, net of disposals	(262,452)	(247,715)
Acquisition of property and businesses	(19,610)	(27,525)
Increase in capital reserves of commercial insurance subsidiary	(3,000)	0
Costs incurred for purchase and implementation of information technology application	(19,448)	0
Net cash used in investing activities	<u>(304,510)</u>	<u>(275,240)</u>
Cash Flows from Financing Activities:		
Reduction of long-term debt	(45,675)	(843,351)
Additional borrowings	21,600	1,022,239
Acquisition of noncontrolling interests in majority owned businesses	0	(418,000)
Financing costs	0	(10,734)
Repurchase of common shares	(147,463)	(239,139)
Dividends paid	(19,280)	(19,484)
Issuance of common stock	4,927	4,362
Profit distributions to noncontrolling interests	(11,430)	(59,615)
Net cash used in financing activities	<u>(197,321)</u>	<u>(563,722)</u>
Effect of exchange rate changes on cash and cash equivalents	938	(2,422)
Increase (decrease) in cash and cash equivalents	32,699	(4,955)
Cash and cash equivalents, beginning of period	33,747	61,228
Cash and cash equivalents, end of period	<u>\$ 66,446</u>	<u>\$ 56,273</u>
Supplemental Disclosures of Cash Flow Information:		
Interest paid	\$ 66,765	\$ 53,558
Income taxes paid, net of refunds	\$ 216,214	\$ 165,947
Noncash purchases of property and equipment	\$ 63,089	\$ 42,747

The accompanying notes are an integral part of these consolidated financial statements.

UNIVERSAL HEALTH SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(1) General

This Quarterly Report on Form 10-Q is for the quarterly period ended June 30, 2017. In this Quarterly Report, “we,” “us,” “our” “UHS” and the “Company” refer to Universal Health Services, Inc. and its subsidiaries.

The condensed consolidated financial statements include the accounts of our majority-owned subsidiaries and partnerships and limited liability companies controlled by us, or our subsidiaries, as managing general partner or managing member. The condensed consolidated financial statements included herein have been prepared by us, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”) and reflect all adjustments (consisting only of normal recurring adjustments) which, in our opinion, are necessary to fairly state results for the interim periods. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations, although we believe that the accompanying disclosures are adequate to make the information presented not misleading. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements, significant accounting policies and the notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2016.

(2) Relationship with Universal Health Realty Income Trust and Related Party Transactions

Relationship with Universal Health Realty Income Trust:

At June 30, 2017, we held approximately 5.8% of the outstanding shares of Universal Health Realty Income Trust (the “Trust”). We serve as Advisor to the Trust under an annually renewable advisory agreement pursuant to the terms of which we conduct the Trust’s day-to-day affairs, provide administrative services and present investment opportunities. In addition, certain of our officers and directors are also officers and/or directors of the Trust. Management believes that it has the ability to exercise significant influence over the Trust, therefore we account for our investment in the Trust using the equity method of accounting. We earned an advisory fee from the Trust, which is included in net revenues in the accompanying consolidated statements of income, of approximately \$900,000 and \$800,000 during the three-month periods ended June 30, 2017 and 2016, respectively and approximately \$1.7 million and \$1.5 million during the six-month periods ended June 30, 2017 and 2016, respectively.

Our pre-tax share of income from the Trust was approximately \$236,000 and \$250,000 during the three-month periods ended June 30, 2017 and 2016, respectively, and approximately \$2.1 million and \$500,000 for the six-month periods ended June 30, 2017 and 2016, respectively. Included in our share of the Trust’s income for the six months ended June 30, 2017, is our share of a gain realized by the Trust in connection with the divestiture of property that was completed during the first quarter of 2017. The carrying value of this investment was approximately \$8.7 million and \$7.7 million at June 30, 2017 and December 31, 2016, respectively, and is included in other assets in the accompanying consolidated balance sheets. The market value of our investment in the Trust was \$62.6 million at June 30, 2017 and \$51.7 million at December 31, 2016, based on the closing price of the Trust’s stock on the respective dates.

Total rent expense under the operating leases on the three hospital facilities reflected in the table below was approximately \$4 million during each of the three months ended June 30, 2017 and 2016, and approximately \$8 million for each of the six-month periods ended June 30, 2017 and 2016. In addition, certain of our subsidiaries are tenants in several medical office buildings and two FEDs owned by the Trust or by limited liability companies in which the Trust holds 95% to 100% of the ownership interest.

The Trust commenced operations in 1986 by purchasing certain properties from us and immediately leasing the properties back to our respective subsidiaries. Most of the leases were entered into at the time the Trust commenced operations and provided for initial terms of 13 to 15 years with up to six additional 5-year renewal terms. Each lease also provided for additional or bonus rental, as discussed below. The base rents are paid monthly and the bonus rents are computed and paid on a quarterly basis, based upon a computation that compares current quarter revenue to a corresponding quarter in the base year. The leases with those subsidiaries are unconditionally guaranteed by us and are cross-defaulted with one another.

The table below details the renewal options and terms for each of our three acute care hospital facilities leased from the Trust:

Hospital Name	Annual Minimum Rent	End of Lease Term	Renewal Term (years)
McAllen Medical Center	\$ 5,485,000	December, 2021	10(a)
Wellington Regional Medical Center	\$ 3,030,000	December, 2021	10(b)
Southwest Healthcare System, Inland Valley Campus	\$ 2,648,000	December, 2021	10(b)

- (a) We have two 5-year renewal options at existing lease rates (through 2031).
- (b) We have two 5-year renewal options at fair market value lease rates (2022 through 2031).

Pursuant to the terms of the three hospital leases with the Trust, we have the option to renew the leases at the lease terms described above by providing notice to the Trust at least 90 days prior to the termination of the then current term. We also have the right to purchase the respective leased hospitals at the end of the lease terms or any renewal terms at their appraised fair market value as well as purchase any or all of the three leased hospital properties at the appraised fair market value upon one month's notice should a change of control of the Trust occur. In addition, we have rights of first refusal to: (i) purchase the respective leased facilities during and for 180 days after the lease terms at the same price, terms and conditions of any third-party offer, or; (ii) renew the lease on the respective leased facility at the end of, and for 180 days after, the lease term at the same terms and conditions pursuant to any third-party offer.

Other Related Party Transactions:

In December, 2010, our Board of Directors approved the Company's entering into supplemental life insurance plans and agreements on the lives of our chief executive officer ("CEO") and his wife. As a result of these agreements, as amended in October, 2016, based on actuarial tables and other assumptions, during the life expectancies of the insureds, we would pay approximately \$28 million in premiums, and certain trusts owned by our CEO, would pay approximately \$9 million in premiums. Based on the projected premiums mentioned above, and assuming the policies remain in effect until the death of the insureds, we will be entitled to receive death benefit proceeds of no less than approximately \$37 million representing the \$28 million of aggregate premiums paid by us as well as the \$9 million of aggregate premiums paid by the trusts. In connection with these policies, we will pay/we paid approximately \$1.2 million \$1.3 million in premium payments during each of 2017 and 2016, respectively.

In August, 2015, Marc D. Miller, our President and member of our Board of Directors, was appointed to the Board of Directors of Premier, Inc. ("Premier"), a healthcare performance improvement alliance. During 2013, we entered into a new group purchasing organization agreement ("GPO") with Premier. In conjunction with the GPO agreement, we acquired a minority interest in Premier for a nominal amount. During the fourth quarter of 2013, in connection with the completion of an initial public offering of the stock of Premier, we received cash proceeds for the sale of a portion of our ownership interest in the GPO. Also in connection with this GPO agreement, we received shares of restricted stock of Premier which vest ratably over a seven-year period (2014 through 2020), contingent upon our continued participation and minority ownership interest in the GPO. We have elected to retain a portion of the previously vested shares of Premier, the market value of which is included in other assets on our consolidated balance sheet. Based upon the closing price of Premier's stock on each respective date, the market value of our shares of Premier on which the restrictions have lapsed was \$27 million as of June 30, 2017 and \$23 million as of December 31, 2016.

A member of our Board of Directors and member of the Executive Committee is Of Counsel to the law firm used by us as our principal outside counsel. This Board member is also the trustee of certain trusts for the benefit of our CEO and his family. This law firm also provides personal legal services to our CEO.

(3) Other Noncurrent liabilities and Redeemable/Noncontrolling Interests

Other noncurrent liabilities include the long-term portion of our professional and general liability, workers' compensation reserves, pension and deferred compensation liabilities, and liabilities incurred in connection with split-dollar life insurance agreements on the lives of our chief executive officer and his wife.

As of June 30, 2017, outside owners held noncontrolling, minority ownership interests of: (i) 20% in an acute care facility located in Washington, D.C.; (ii) approximately 11% in an acute care facility located in Texas; (iii) 20% and 30% in two behavioral health care facilities located in Pennsylvania and Ohio, respectively, and; (iv) approximately 5% in an acute care facility located in Nevada. The noncontrolling interest and redeemable noncontrolling interest balances of \$65 million and \$7 million, respectively, as of June 30, 2017, consist primarily of the third-party ownership interests in these hospitals.

In connection with the two behavioral health care facilities located in Pennsylvania and Ohio, the minority ownership interests of which are reflected as redeemable noncontrolling interests on our Condensed Consolidated Balance Sheet, the outside owners have "put options" to put their entire ownership interest to us at any time. If exercised, the put option requires us to purchase the minority member's interest at fair market value.

In May, 2016, we purchased the minority ownership interests held by a third-party in our six acute care hospitals located in Las Vegas, Nevada for an aggregate cash payment of \$445 million which included both the purchase price (\$418 million) and the return of reserve capital (\$27 million). The ownership interests purchased ranged from 26.1% to 27.5%.

(4) Long-term debt, Cash Flow Hedges and Foreign Currency Forward Exchange Contracts

Debt:

On June 7, 2016, we entered into a Fifth Amendment (the "Fifth Amendment") to our credit agreement dated as of November 15, 2010, as amended on March 15, 2011, September 21, 2012, May 16, 2013 and August 7, 2014, among UHS, as borrower, the several banks and other financial institutions from time to time parties thereto, as lenders ("Credit Agreement"). The Fifth Amendment increased the size of the term loan A facility by \$200 million and those proceeds were utilized to repay outstanding borrowings under the revolving credit facility of the Credit Agreement. The Credit Agreement, as amended, which is scheduled to mature in August, 2019, consists of: (i) an \$800 million revolving credit facility (\$455 million of borrowings outstanding as of June 30, 2017), and; (ii) a term loan A facility with \$1.820 billion of borrowings outstanding as of June 30, 2017.

Borrowings under the Credit Agreement bear interest at our election at either (1) the ABR rate which is defined as the rate per annum equal to the greatest of (a) the lender's prime rate, (b) the weighted average of the federal funds rate, plus 0.5% and (c) one month LIBOR rate plus 1%, in each case, plus an applicable margin based upon our consolidated leverage ratio at the end of each quarter ranging from 0.50% to 1.25% for revolving credit and term loan-A borrowings, or (2) the one, two, three or six month LIBOR rate (at our election), plus an applicable margin based upon our consolidated leverage ratio at the end of each quarter ranging from 1.50% to 2.25% for revolving credit and term loan-A borrowings. As of June 30, 2017, the applicable margins were 0.50% for ABR-based loans and 1.50% for LIBOR-based loans under the revolving credit and term loan-A facilities.

As of June 30, 2017, we had \$455 million of borrowings outstanding pursuant to the terms of our \$800 million revolving credit facility and we had \$277 million of available borrowing capacity net of \$33 million of outstanding letters of credit and \$35 million of outstanding borrowings pursuant to a short-term, on demand-credit facility. The revolving credit facility includes a \$125 million sub-limit for letters of credit. The Credit Agreement is secured by certain assets of the Company (which generally excludes asset classes such as substantially all of the patient-related accounts receivable of our acute care hospitals, certain real estate assets and assets held in joint-ventures with third-parties) and our material subsidiaries and guaranteed by our material subsidiaries.

Pursuant to the terms of the Credit Agreement, term loan-A quarterly installment payments of approximately \$22 million are scheduled from the fourth quarter of 2016 through June, 2019. Previously, approximately \$11 million of quarterly installment payments were made from the fourth quarter of 2014 through the third quarter of 2016.

In July, 2017, we amended our accounts receivable securitization program ("Securitization") with a group of conduit lenders and liquidity banks to increase the borrowing capacity to \$440 million from \$400 million previously. Pursuant to the terms of our Securitization program, on which the scheduled maturity date of December, 2018 remained unchanged, substantially all of the patient-related accounts receivable of our acute care hospitals ("Receivables") serve as collateral for the outstanding borrowings. We have accounted for this Securitization as borrowings. We maintain effective control over the Receivables since, pursuant to the terms of the Securitization, the Receivables are sold from certain of our subsidiaries to special purpose entities that are wholly-owned by us. The Receivables, however, are owned by the special purpose entities, can be used only to satisfy the debts of the wholly-owned special purpose entities, and thus are not available to us except through our ownership interest in the special purpose entities. The wholly-owned special purpose entities use the Receivables to collateralize the loans obtained from the group of third-party conduit lenders and liquidity banks. The group of third-party conduit lenders and liquidity banks do not have recourse to us beyond the assets of the wholly-owned special purpose entities that securitize the loans. At June 30, 2017, we had \$400 million of outstanding borrowings pursuant to the terms of the Securitization.

As of June 30, 2017, we had combined aggregate principal of \$1.4 billion from the following senior secured notes:

- \$300 million aggregate principal amount of 3.75% senior secured notes due in 2019 ("2019 Notes") which were issued on August 7, 2014.
- \$700 million aggregate principal amount of 4.75% senior secured notes due in 2022 ("2022 Notes") which were issued as follows:
 - o \$300 million aggregate principal amount issued on August 7, 2014 at par.
 - o \$400 million aggregate principal amount issued on June 3, 2016 at 101.5% to yield 4.35%.
- \$400 million aggregate principal amount of 5.00% senior secured notes due in 2026 ("2026 Notes") which were issued on June 3, 2016.

Interest is payable on the 2019 Notes and the 2022 Notes on February 1 and August 1 of each year until the maturity date of August 1, 2019 for the 2019 Notes and August 1, 2022 for the 2022 Notes. Interest on the 2026 Notes is payable on June 1 and December 1 until the maturity date of June 1, 2026. The 2019 Notes, 2022 Notes and 2026 Notes were offered only to qualified institutional buyers under Rule 144A and to non-U.S. persons outside the United States in reliance on Regulation S under the Securities Act of 1933, as

amended (the "Securities Act"). The 2019 Notes, 2022 Notes and 2026 Notes have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

In June, 2016, we repaid the \$400 million, 7.125% senior secured notes which matured on June 30, 2016.

Our Credit Agreement includes a material adverse change clause that must be represented at each draw. The Credit Agreement contains covenants that include a limitation on sales of assets, mergers, change of ownership, liens and indebtedness, transactions with affiliates, dividends and stock repurchases; and requires compliance with financial covenants including maximum leverage and minimum interest coverage ratios. We are in compliance with all required covenants as of June 30, 2017.

At June 30, 2017, the carrying value and fair value of our debt were approximately \$4.1 billion and \$4.2 billion, respectively. At December 31, 2016, the carrying value and fair value of our debt were each approximately \$4.1 billion. The fair value of our debt was computed based upon quotes received from financial institutions. We consider these to be "level 2" in the fair value hierarchy as outlined in the authoritative guidance for disclosures in connection with debt instruments.

Cash Flow Hedges:

We manage our ratio of fixed and floating rate debt with the objective of achieving a mix that management believes is appropriate. To manage this risk in a cost-effective manner, we, from time to time, enter into interest rate swap agreements in which we agree to exchange various combinations of fixed and/or variable interest rates based on agreed upon notional amounts. We account for our derivative and hedging activities using the Financial Accounting Standard Board's ("FASB") guidance which requires all derivative instruments, including certain derivative instruments embedded in other contracts, to be carried at fair value on the balance sheet. For derivative transactions designated as hedges, we formally document all relationships between the hedging instrument and the related hedged item, as well as its risk-management objective and strategy for undertaking each hedge transaction.

Derivative instruments designated in a hedge relationship to mitigate exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Cash flow hedges are accounted for by recording the fair value of the derivative instrument on the balance sheet as either an asset or liability, with a corresponding amount recorded in accumulated other comprehensive income ("AOCI") within shareholders' equity. Amounts are reclassified from AOCI to the income statement in the period or periods the hedged transaction affects earnings. We use interest rate derivatives in our cash flow hedge transactions. Such derivatives are designed to be highly effective in offsetting changes in the cash flows related to the hedged liability. For derivative instruments designated as cash flow hedges, the ineffective portion of the change in expected cash flows of the hedged item are recognized currently in the income statement.

For hedge transactions that do not qualify for the short-cut method, at the hedge's inception and on a regular basis thereafter, a formal assessment is performed to determine whether changes in the fair values or cash flows of the derivative instruments have been highly effective in offsetting changes in cash flows of the hedged items and whether they are expected to be highly effective in the future.

The fair value of interest rate swap agreements approximates the amount at which they could be settled, based on estimates obtained from the counterparties. We assess the effectiveness of our hedge instruments on a quarterly basis. We performed periodic assessments of the cash flow hedge instruments during 2016 and the first six months of 2017 and determined the hedges to be highly effective. We also determined that any portion of the hedges deemed to be ineffective was de minimis and therefore there was no material effect on our consolidated financial position, operations or cash flows. The counterparties to the interest rate swap agreements expose us to credit risk in the event of nonperformance. We do not anticipate nonperformance by our counterparties. We do not hold or issue derivative financial instruments for trading purposes.

Seven previously outstanding interest rate swaps on a total notional amount of \$825 million matured in May, 2015. During 2015, we entered into nine forward starting interest rate swaps whereby we pay a fixed rate on a total notional amount of \$1.0 billion and receive one-month LIBOR. The average fixed rate payable on these swaps, which are scheduled to mature on April 15, 2019, is 1.31%. These interest rates swaps consist of:

- Four forward starting interest rate swaps, entered into during the second quarter of 2015, whereby we pay a fixed rate on a total notional amount of \$500 million and receive one-month LIBOR. Each of the four swaps became effective on July 15, 2015 and are scheduled to mature on April 15, 2019. The average fixed rate payable on these swaps is 1.40%;
- Four forward starting interest rate swaps, entered into during the third quarter of 2015, whereby we pay a fixed rate on a total notional amount of \$400 million and receive one-month LIBOR. One swap on a notional amount of \$100 million became effective on July 15, 2015, two swaps on a total notional amount of \$200 million became effective on September 15, 2015 and another swap on a notional amount of \$100 million became effective on December 15, 2015. All of these swaps are scheduled to mature on April 15, 2019. The average fixed rate payable on these four swaps is 1.23%, and;

- One interest rate swap, entered into during the fourth quarter of 2015, whereby we pay a fixed rate on a total notional amount of \$100 million and receive one-month LIBOR. The swap became effective on December 15, 2015 and is scheduled to mature on April 15, 2019. The fixed rate payable on this swap is 1.21%.

We measure our interest rate swaps at fair value on a recurring basis. The fair value of our interest rate swaps is based on quotes from our counterparties. We consider those inputs to be "level 2" in the fair value hierarchy as outlined in the authoritative guidance for disclosures in connection with derivative instruments and hedging activities. At June 30, 2017, the fair value of our interest rate swaps was a net asset of \$3 million the majority of which is included in other assets on the accompanying balance sheet. At December 31, 2016, the fair value of our interest rate swaps was de minimis on a net basis comprised of a \$4 million asset which is included in other assets offset by a \$4 million liability which is included in other current liabilities on the accompanying consolidated balance sheet.

Foreign Currency Forward Exchange Contracts:

We use forward exchange contracts to hedge our net investment in foreign operations against movements in exchange rates. The effective portion of the unrealized gains or losses on these contracts is recorded in foreign currency translation adjustment within accumulated other comprehensive income and remains there until either the sale or liquidation of the subsidiary. The cash flows from these contracts are reported as operating activities in the consolidated statements of cash flows. In connection with these forward exchange contracts, we recorded net cash outflows of \$42 million during the six-month period ended June 30, 2017 and net cash inflows of \$50 million during the six-month period ended June 30, 2016.

(5) Commitments and Contingencies

Professional and General Liability, Workers' Compensation Liability

Effective January, 2017, the vast majority of our subsidiaries are self-insured for professional and general liability exposure up to \$5 million and \$3 million per occurrence, respectively, subject to certain aggregate limitations. Prior to January, 2017, the vast majority of our subsidiaries were self-insured for professional and general liability exposure up to \$10 million and \$3 million per occurrence, respectively. These subsidiaries are provided with several excess policies through commercial insurance carriers which provide for coverage in excess of the applicable per occurrence self-insured retention or underlying policy limits up to \$250 million per occurrence and in the aggregate for claims incurred after 2013 and up to \$200 million per occurrence and in the aggregate for claims incurred from 2011 through 2013. We remain liable for 10% of the claims paid pursuant to the commercially insured excess coverage, up to \$50 million in the aggregate. In addition, from time to time based upon marketplace conditions, we may elect to purchase additional commercial coverage for certain of our facilities or businesses. Our behavioral health care facilities located in the U.K. have policies through a commercial insurance carrier located in the U.K. that provides for £10 million of professional liability coverage and £25 million of general liability coverage. The coverage for the facilities located in the U.K. acquired in late December, 2016 in connection with our acquisition of the Cambian Group, PLC's adult services division is similar to the above-mentioned U.K. insurance program.

Our estimated liability for self-insured professional and general liability claims is based on a number of factors including, among other things, the number of asserted claims and reported incidents, estimates of losses for these claims based on recent and historical settlement amounts, estimates of incurred but not reported claims based on historical experience, and estimates of amounts recoverable under our commercial insurance policies. While we continuously monitor these factors, our ultimate liability for professional and general liability claims could change materially from our current estimates due to inherent uncertainties involved in making this estimate. Given our significant self-insured exposure for professional and general liability claims, there can be no assurance that a sharp increase in the number and/or severity of claims asserted against us will not have a material adverse effect on our future results of operations.

Included in our financial results during the three and six-month periods ended June 30, 2017, pursuant to a reserve analysis which indicated unfavorable changes in our estimated future claims payments relating to prior years, we recorded a \$15 million increase to our professional and general liability self-insurance reserves. As of June 30, 2017, the total accrual for our professional and general liability claims was \$228 million, of which \$66 million is included in current liabilities. As of December 31, 2016, the total accrual for our professional and general liability claims was \$207 million, of which \$48 million is included in current liabilities.

As of June 30, 2017, the total accrual for our workers' compensation liability claims was \$68 million, of which \$33 million is included in current liabilities. As of December 31, 2016, the total accrual for our workers' compensation liability claims was \$67 million, of which \$33 million is included in current liabilities.

Although we are unable to predict whether or not our future financial statements will include adjustments to our prior year reserves for self-insured general and professional and workers' compensation claims, given the relatively unpredictable nature of these potential liabilities and the factors impacting these reserves, as discussed above, it is reasonably likely that our future financial results may include material adjustments to prior period reserves.

Property Insurance:

We have commercial property insurance policies for our properties covering catastrophic losses, including windstorm damage, up to a \$1 billion policy limit, subject to a deductible ranging from \$50,000 to \$250,000 per occurrence. Losses resulting from named windstorms are subject to deductibles between 3% and 5% of the total insurable value of the property. In addition, we have commercial property insurance policies covering catastrophic losses resulting from earthquake and flood damage, each subject to aggregated loss limits (as opposed to per occurrence losses). Commercially insured earthquake coverage for our facilities is subject to various deductibles and limitations including: (i) \$500 million limitation for our facilities located in Nevada; (ii) \$130 million limitation for our facilities located in California; (iii) \$100 million limitation for our facilities located in fault zones within the United States; (iv) \$40 million limitation for our facility located in Puerto Rico, and; (v) \$250 million limitation for many of our facilities located in other states. Deductibles for flood losses vary in amount, up to a maximum of \$500,000, based upon location of the facility. Since certain of our facilities have been designated by our insurer as flood prone, we have elected to purchase policies from The National Flood Insurance Program to cover a substantial portion of the applicable deductible. Property insurance for our behavioral health facilities located in the U.K. are provided on an all risk basis up to a £1.29 billion policy limit, with coverage caps per location, that includes coverage for real and personal property as well as business interruption losses.

Other

Our accounts receivable as of June 30, 2017 and December 31, 2016 include amounts due from Illinois of approximately \$49 million and \$38 million, respectively. Collection of the outstanding receivables continues to be delayed due to state budgetary and funding pressures. Approximately \$31 million as of June 30, 2017 and \$25 million as of December 31, 2016, of the receivables due from Illinois were outstanding in excess of 60 days, as of each respective date. Although the accounts receivable due from Illinois could remain outstanding for the foreseeable future, since we expect to eventually collect all amounts due to us, no related reserves have been established in our consolidated financial statements. However, we can provide no assurance that we will eventually collect all amounts due to us from Illinois. Failure to ultimately collect all outstanding amounts due to us from Illinois would have an adverse impact on our future consolidated results of operations and cash flows.

As of June 30, 2017 we were party to certain off balance sheet arrangements consisting of standby letters of credit and surety bonds which totaled \$122 million consisting of: (i) \$114 million related to our self-insurance programs, and; (ii) \$8 million of other debt and public utility guarantees.

Legal Proceedings

We operate in a highly regulated and litigious industry which subjects us to various claims and lawsuits in the ordinary course of business as well as regulatory proceedings and government investigations. These claims or suits include claims for damages for personal injuries, medical malpractice, commercial/contractual disputes, wrongful restriction of, or interference with, physicians' staff privileges, and employment related claims. In addition, health care companies are subject to investigations and/or actions by various state and federal governmental agencies or those bringing claims on their behalf. Government action has increased with respect to investigations and/or allegations against healthcare providers concerning possible violations of fraud and abuse and false claims statutes as well as compliance with clinical and operational regulations. Currently, and from time to time, we and some of our facilities are subjected to inquiries in the form of subpoenas, Civil Investigative Demands, audits and other document requests from various federal and state agencies. These inquiries can lead to notices and/or actions including repayment obligations from state and federal government agencies associated with potential non-compliance with laws and regulations. Further, the federal False Claim Act allows private individuals to bring lawsuits (qui tam actions) against healthcare providers that submit claims for payments to the government. Various states have also adopted similar statutes. When such a claim is filed, the government will investigate the matter and decide if they are going to intervene in the pending case. These qui tam lawsuits are placed under seal by the court to comply with the False Claims Act's requirements. If the government chooses not to intervene, the private individual(s) can proceed independently on behalf of the government. Health care providers that are found to violate the False Claims Act may be subject to substantial monetary fines/penalties as well as face potential exclusion from participating in government health care programs or be required to comply with Corporate Integrity Agreements as a condition of a settlement of a False Claim Act matter. In September 2014, the Criminal Division of the Department of Justice ("DOJ") announced that all qui tam cases will be shared with their Division to determine if a parallel criminal investigation should be opened. The DOJ has also announced an intention to pursue civil and criminal actions against individuals within a company as well as the corporate entity or entities. In addition, health care facilities are subject to monitoring by state and federal surveyors to ensure compliance with program Conditions of Participation. In the event a facility is found to be out of compliance with a Condition of Participation and unable to remedy the alleged deficiency(s), the facility faces termination from the Medicare and Medicaid programs or compliance with a System Improvement Agreement to remedy deficiencies and ensure compliance.

The laws and regulations governing the healthcare industry are complex covering, among other things, government healthcare participation requirements, licensure, certification and accreditation, privacy of patient information, reimbursement for patient services as well as fraud and abuse compliance. These laws and regulations are constantly evolving and expanding. Further, the Affordable Care Act has added additional obligations on healthcare providers to report and refund overpayments by government healthcare

programs and authorizes the suspension of Medicare and Medicaid payments “pending an investigation of a credible allegation of fraud.” We monitor our business and have developed an ethics and compliance program with respect to these complex laws, rules and regulations. Although we believe our policies, procedures and practices comply with government regulations, there is no assurance that we will not be faced with the sanctions referenced above which include fines, penalties and/or substantial damages, repayment obligations, payment suspensions, licensure revocation, and expulsion from government healthcare programs. Even if we were to ultimately prevail in any action brought against us or our facilities or in responding to any inquiry, such action or inquiry could have a material adverse effect on us.

Certain legal matters are described below:

Government Investigations:

UHS Behavioral Health

In February, 2013, the Office of Inspector General for the United States Department of Health and Human Services (“OIG”) served a subpoena requesting various documents from January, 2008 to the date of the subpoena directed at Universal Health Services, Inc. (“UHS”) concerning it and UHS of Delaware, Inc., and certain UHS owned behavioral health facilities including: Keys of Carolina, Old Vineyard Behavioral Health, The Meadows Psychiatric Center, Streamwood Behavioral Health, Hartgrove Hospital, Rock River Academy and Residential Treatment Center, Roxbury Treatment Center, Harbor Point Behavioral Health Center, f/k/a The Pines Residential Treatment Center, including the Crawford, Brighton and Kempsville campuses, Wekiva Springs Center and River Point Behavioral Health. Prior to receipt of this subpoena, some of these facilities had received independent subpoenas from state or federal agencies. Subsequent to the February 2013 subpoenas, some of the facilities above have received additional, specific subpoenas or other document and information requests. In addition to the OIG, the DOJ and various U.S. Attorneys’ and state Attorneys’ General Offices are also involved in this matter. Since February 2013, additional facilities have also received subpoenas and/or document and information requests or we have been notified are included in the omnibus investigation. Those facilities include: National Deaf Academy, Arbour-HRI Hospital, Behavioral Hospital of Bellaire, St. Simons By the Sea, Turning Point Care Center, Salt Lake Behavioral Health, Central Florida Behavioral Hospital, University Behavioral Center, Arbour Hospital, Arbour-Fuller Hospital, Pembroke Hospital, Westwood Lodge, Coastal Harbor Health System and Shadow Mountain Behavioral Health.

In October, 2013, we were advised that the DOJ’s Criminal Frauds Section had opened an investigation of River Point Behavioral Health and Wekiva Springs Center. Since that time, we have been notified that the Criminal Frauds section has opened investigations of National Deaf Academy, Hartgrove Hospital and UHS as a corporate entity. In April 2017, the DOJ’s Criminal Division issued a subpoena requesting documentation from Shadow Mountain Behavioral Health.

In April, 2014, the Centers for Medicare and Medicaid Services (“CMS”) instituted a Medicare payment suspension at River Point Behavioral Health in accordance with federal regulations regarding suspension of payments during certain investigations. The Florida Agency for Health Care Administration (“AHCA”) subsequently issued a Medicaid payment suspension for the facility. River Point Behavioral Health submitted a rebuttal statement disputing the basis of the suspension and requesting revocation of the suspension. Notwithstanding, CMS continued the payment suspension. River Point Behavioral Health provided additional information to CMS in an effort to obtain relief from the payment suspension but the Medicare suspension remains in effect. In June 2017, AHCA advised that while they were maintaining the suspension for dual eligible and cross-over Medicare beneficiaries, the Medicaid payment suspension was lifted effective June 27, 2017. We cannot predict if and/or when the facility’s remaining suspended payments will resume in total. Although the operating results of River Point Behavioral Health did not have a material impact on our consolidated results of operations during the three and six-month periods ended June 30, 2017 or the year ended December 31, 2016, the payment suspension has had a material adverse effect on the facility’s results of operations and financial condition.

The DOJ has advised us that the civil aspect of the coordinated investigation referenced above is a False Claims Act investigation focused on billings submitted to government payers in relation to services provided at those facilities. At present, we are uncertain as to potential liability and/or financial exposure of the Company and/or individual facilities, if any, in connection with these matters.

Litigation:

U.S. ex rel Escobar v. Universal Health Services, Inc. et al.

This is a False Claims Act case filed against Universal Health Services, Inc., UHS of Delaware, Inc. and HRI Clinics, Inc. d/b/a Arbour Counseling Services in U.S. District Court for the District of Massachusetts. This qui tam action primarily alleges that Arbour Counseling Services failed to appropriately supervise certain clinical providers in contravention of regulatory requirements and the submission of claims to Medicaid were subsequently improper. Relators make other claims of improper billing to Medicaid associated with alleged failures of Arbour Counseling to comply with state regulations. The U.S. Attorney’s Office and the Massachusetts Attorney General’s Office initially declined to intervene. UHS filed a motion to dismiss and the trial court originally granted the motion dismissing the case. The First Circuit Court of Appeals (“First Circuit”) reversed the trial court’s dismissal of the case. The United States Supreme Court subsequently vacated the First Circuit’s opinion and remanded the case for further consideration under the new legal standards established by the Supreme Court for False Claims Act cases. During the 4th quarter of 2016, the First Circuit issued a revised opinion upholding their reversal of the trial court’s dismissal. The case was then remanded to the trial court for further proceedings. In January 2017, the U.S. Attorney’s Office and Massachusetts Attorney General’s Office

advised of the potential for intervention in the case. The Massachusetts Attorney General's Office subsequently filed its motion to intervene which was granted and, in April 2017, filed their Complaint in Intervention. We are defending this case vigorously. At this time, we are uncertain as to potential liability or financial exposure, if any, which may be associated with this matter.

Shareholder Class Action

In December 2016 a purported shareholder class action lawsuit was filed in U.S. District Court for the Central District of California against UHS, and certain UHS officers alleging violations of the federal securities laws. Plaintiff alleges that defendants violated federal securities laws relating to the disclosures made in public filings associated with practices at our behavioral health facilities. The case was originally filed as Heed v. Universal Health Services, Inc. et. al. (Case No. 2:16-CV-09499-PSG-JC). The court subsequently appointed Teamsters Local 456 Pension Fund and Teamsters Local 456 Annuity Fund to serve as lead plaintiffs. The case has been transferred to the U.S. District Court for the Eastern District of Pennsylvania and the style of the case has been changed to Teamsters Local 456 Pension Fund, et. al. v. Universal Health Services, Inc. et.al. (Case No. 2:17-CV-02817-LS). We deny liability and intend to defend ourselves vigorously. At this time, we are uncertain as to potential liability or financial exposure, if any, which may be associated with this matter.

Shareholder Derivative Cases

In March 2017, a shareholder derivative suit was filed by plaintiff David Heed in the Court of Common Pleas of Philadelphia County. A notice of removal to the United States District Court for the Eastern District of Pennsylvania has been filed. Plaintiff has filed a motion to remand. The suit alleges breaches of fiduciary duties and other allegedly wrongful conduct by the members of the Board of Directors and certain officers of Universal Health Services, Inc. relating to practices at our behavioral health facilities. UHS has been named as a nominal defendant in the case. (Case No. 2:17-cv-01476-LS). In May, June and July 2017, additional shareholder derivative suits were filed in the United States District Court for the Eastern District of Pennsylvania. The plaintiffs in those cases are: Central Laborers' Pension Fund (Case No. 17-cv-02187-LS); Firemen's Retirement System of St. Louis (Case No. 17-cv-02317-LS); Waterford Township Police & Fire Retirement System (Case No. 17-cv-02595-LS); and Amalgamated Bank Longview Funds (Case No. 17-cv-03404-LS). The Fireman's Retirement System case has since been voluntarily dismissed. In addition, a shareholder derivative case was filed in Chancery Court in Delaware by the Delaware County Employees' Retirement Fund (Case No. 2017-0475-JTL). These additional cases make substantially similar allegations and claims based upon alleged violations of federal securities laws as well common law causes of action against the individual defendants. All of these additional cases have also named all members of the UHS Board of Directors as well as certain officers of the Company. The defendants deny liability and intend to defend these cases vigorously. At this time, we are uncertain as to potential liability or financial exposure, if any, which may be associated with these matters.

Disproportionate Share Hospital Payment Matter:

In late September, 2015, many hospitals in Pennsylvania, including seven of our behavioral health care hospitals located in the state, received letters from the Pennsylvania Department of Human Services (the "Department") demanding repayment of allegedly excess Medicaid Disproportionate Share Hospital payments ("DSH") for the federal fiscal year 2011 ("FFY2011") amounting to approximately \$4 million in the aggregate. In September, 2016, we received similar requests for repayment for alleged DSH overpayments for FFY2012. We filed administrative appeals for all of our facilities contesting the recoupment efforts for FFYs 2011 and 2012 as we believe the Department's calculation methodology is inaccurate and conflicts with applicable federal and state laws and regulations. The Department has agreed to postpone the recoupment of the state's share of the DSH payments until all hospital appeals are resolved but started recoupment of the federal share. If the Department is ultimately successful in its demand related to FFY2011 and FFY2012, it could take similar action with regards to FFY2013 and FFY2014. In July 2017, we began receiving similar requests for repayment of alleged DSH overpayments for FFY 2013. We will be filing administrative appeals consistent with those filed for FFYs 2011 and 2012. Due to a change in the Pennsylvania Medicaid State Plan and implementation of a CMS-approved Medicaid Section 1115 Waiver, we do not believe the methodology applied by the Department to FFY2011 and FFY2012 is applicable to reimbursements received for Medicaid services provided after January 1, 2015 by our behavioral health care facilities located in Pennsylvania. We can provide no assurance that we will ultimately be successful in our legal and administrative appeals related to the Department's repayment demands. If our legal and administrative appeals are unsuccessful, our future consolidated results of operations and financial condition could be adversely impacted by these repayments.

Matters Relating to Psychiatric Solutions, Inc. ("PSI"):

The following matters pertain to PSI or former PSI facilities (owned by subsidiaries of PSI) which were in existence prior to the acquisition of PSI and for which we have assumed the defense as a result of our acquisition which was completed in November, 2010:

Department of Justice Investigation of Riveredge Hospital

In 2008, Riveredge Hospital in Chicago, Illinois received a subpoena from the DOJ requesting certain information from the facility. Additional requests for documents were also received from the DOJ in 2009 and 2010. The requested documents have been provided to the DOJ. All documents requested and produced pertained to the operations of the facility while under PSI's ownership prior to our acquisition. At present, we are uncertain as to the focus, scope or extent of the investigation, liability of the facility and/or potential financial exposure, if any, in connection with this matter.

Department of Justice Investigation of Friends Hospital

In October, 2010, Friends Hospital in Philadelphia, Pennsylvania, received a subpoena from the DOJ requesting certain documents from the facility. The requested documents were collected and provided to the DOJ for review and examination. Another subpoena was issued to the facility in July, 2011 requesting additional documents, which have also been delivered to the DOJ. All documents requested and produced pertained to the operations of the facility while under PSI's ownership prior to our acquisition. At present, we are uncertain as to the focus, scope or extent of the investigation, liability of the facility and/or potential financial exposure, if any, in connection with this matter.

Other Matters:

Various other suits, claims and investigations, including government subpoenas, arising against, or issued to, us are pending and additional such matters may arise in the future. Management will consider additional disclosure from time to time to the extent it believes such matters may be or become material. The outcome of any current or future litigation or governmental or internal investigations, including the matters described above, cannot be accurately predicted, nor can we predict any resulting penalties, fines or other sanctions that may be imposed at the discretion of federal or state regulatory authorities. We record accruals for such contingencies to the extent that we conclude it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. No estimate of the possible loss or range of loss in excess of amounts accrued, if any, can be made at this time regarding the matters described above or that are otherwise pending because the inherently unpredictable nature of legal proceedings may be exacerbated by various factors, including, but not limited to: (i) the damages sought in the proceedings are unsubstantiated or indeterminate; (ii) discovery is not complete; (iii) the matter is in its early stages; (iv) the matters present legal uncertainties; (v) there are significant facts in dispute; (vi) there are a large number of parties; or; (vii) there is a wide range of potential outcomes. It is possible that the outcome of these matters could have a material adverse impact on our future results of operations, financial position, cash flows and, potentially, our reputation.

(6) Segment Reporting

Our reportable operating segments consist of acute care hospital services and behavioral health care services. The "Other" segment column below includes centralized services including, but not limited to, information technology, purchasing, reimbursement, accounting and finance, taxation, legal, advertising and design and construction. The chief operating decision making group for our acute care services and behavioral health care services is comprised of our Chief Executive Officer, the President and the Presidents of each operating segment. The Presidents for each operating segment also manage the profitability of each respective segment's various facilities. The operating segments are managed separately because each operating segment represents a business unit that offers different types of healthcare services or operates in different healthcare environments. The accounting policies of the operating segments are the same as those described in the summary of significant accounting policies included in our Annual Report on Form 10-K for the year ended December 31, 2016. The corporate overhead allocations, as reflected below, are utilized for internal reporting purposes and are comprised of each period's projected corporate-level operating expenses (excluding interest expense). The overhead expenses are captured and allocated directly to each segment, to the extent possible, based upon each segment's respective percentage of total operating expenses.

	Three months ended June 30, 2017			
	Acute Care Hospital Services	Behavioral Health Services (a)	Other	Total Consolidated
	(Amounts in thousands)			
Gross inpatient revenues	\$ 5,430,997	\$ 2,249,135	\$ 0	\$ 7,680,132
Gross outpatient revenues	\$ 3,286,930	\$ 257,312	\$ 0	\$ 3,544,242
Total net revenues	\$ 1,366,457	\$ 1,242,561	\$ 3,338	\$ 2,612,356
Income/(loss) before allocation of corporate overhead and income taxes	\$ 157,877	\$ 252,146	\$ (115,752)	\$ 294,271
Allocation of corporate overhead	\$ (45,675)	\$ (39,653)	\$ 85,328	\$ 0
Income/(loss) after allocation of corporate overhead and before income taxes	\$ 112,202	\$ 212,493	\$ (30,424)	\$ 294,271
Total assets as of June 30, 2017	\$ 3,754,983	\$ 6,541,328	\$ 256,176	\$ 10,552,487

	Six months ended June 30, 2017			
	Acute Care Hospital Services	Behavioral Health Services (a)	Other	Total Consolidated
	(Amounts in thousands)			
Gross inpatient revenues	\$ 11,028,847	\$ 4,432,137	\$ 0	\$ 15,460,984
Gross outpatient revenues	\$ 6,581,107	\$ 503,772	\$ 0	\$ 7,084,879
Total net revenues	\$ 2,756,004	\$ 2,460,683	\$ 8,527	\$ 5,225,214
Income/(loss) before allocation of corporate overhead and income taxes	\$ 345,681	\$ 504,077	\$ (237,061)	\$ 612,697
Allocation of corporate overhead	\$ (91,351)	\$ (79,314)	\$ 170,665	\$ 0
Income/(loss) after allocation of corporate overhead and before income taxes	\$ 254,330	\$ 424,763	\$ (66,396)	\$ 612,697
Total assets as of June 30, 2017	\$ 3,754,983	\$ 6,541,328	\$ 256,176	\$ 10,552,487

	Three months ended June 30, 2016			
	Acute Care Hospital Services	Behavioral Health Services (a)	Other	Total Consolidated
	(Amounts in thousands)			
Gross inpatient revenues	\$ 4,682,682	\$ 1,995,992	\$ 0	\$ 6,678,674
Gross outpatient revenues	\$ 2,838,852	\$ 229,243	\$ 0	\$ 3,068,095
Total net revenues	\$ 1,253,328	\$ 1,174,755	\$ 2,772	\$ 2,430,855
Income/(loss) before allocation of corporate overhead and income taxes	\$ 137,372	\$ 272,916	\$ (107,442)	\$ 302,846
Allocation of corporate overhead	\$ (42,691)	\$ (38,726)	\$ 81,417	\$ 0
Income/(loss) after allocation of corporate overhead and before income taxes	\$ 94,681	\$ 234,190	\$ (26,025)	\$ 302,846
Total assets as of June 30, 2016	\$ 3,497,571	\$ 5,920,483	\$ 122,876	\$ 9,540,930

	Six months ended June 30, 2016			
	Acute Care Hospital Services	Behavioral Health Services (a)	Other	Total Consolidated
	(Amounts in thousands)			
Gross inpatient revenues	\$ 9,648,219	\$ 3,955,562	\$ 0	\$ 13,603,781
Gross outpatient revenues	\$ 5,606,181	\$ 450,886	\$ 0	\$ 6,057,067
Total net revenues	\$ 2,540,475	\$ 2,335,801	\$ 4,377	\$ 4,880,653
Income/(loss) before allocation of corporate overhead and income taxes	\$ 323,290	\$ 538,501	\$ (232,221)	\$ 629,570
Allocation of corporate overhead	\$ (85,340)	\$ (77,442)	\$ 162,782	\$ 0
Income/(loss) after allocation of corporate overhead and before income taxes	\$ 237,950	\$ 461,059	\$ (69,439)	\$ 629,570
Total assets as of June 30, 2016	\$ 3,497,571	\$ 5,920,483	\$ 122,876	\$ 9,540,930

- (a) Includes net revenues generated from our behavioral health care facilities located in the U.K. amounting to approximately \$106 million and \$64 million for the three-month periods ended June 30, 2017 and 2016, respectively, and approximately \$206 million and \$125 million for the six-month periods ended June 30, 2017 and 2016, respectively. Total assets at our U.K. behavioral health care facilities were approximately \$1,028 million and \$490 million as of June 30, 2017 and 2016, respectively.

(7) Earnings Per Share Data ("EPS") and Stock Based Compensation

Basic earnings per share are based on the weighted average number of common shares outstanding during the period. Diluted earnings per share are based on the weighted average number of common shares outstanding during the period adjusted to give effect to common stock equivalents.

The following table sets forth the computation of basic and diluted earnings per share for classes A, B, C and D common stockholders for the periods indicated (in thousands, except per share data):

	Three months ended June 30,		Six months ended June 30,	
	2017	2016	2017	2016
Basic and Diluted:				
Net income attributable to UHS	\$ 185,394	\$ 185,577	\$ 391,449	\$ 376,336
Less: Net income attributable to unvested restricted share grants	(82)	(84)	(176)	(173)
Net income attributable to UHS – basic and diluted	\$ 185,312	\$ 185,493	\$ 391,273	\$ 376,163
Weighted average number of common shares - basic	96,247	97,109	96,416	97,358
Net effect of dilutive stock options and grants based on the treasury stock method	795	1,280	791	1,284
Weighted average number of common shares and equivalents - diluted	97,042	98,389	97,207	98,642
Earnings per basic share attributable to UHS:	\$ 1.93	\$ 1.91	\$ 4.06	\$ 3.86
Earnings per diluted share attributable to UHS:	\$ 1.91	\$ 1.89	\$ 4.03	\$ 3.81

The “Net effect of dilutive stock options and grants based on the treasury stock method”, for all periods presented above, excludes certain outstanding stock options applicable to each period since the effect would have been anti-dilutive. The excluded weighted-average stock options totaled 4.4 million for the six months ended June 30, 2017. The excluded weighted-average stock options totaled 3.0 million for the three months ended June 30, 2017. The excluded weighted-average stock options totaled 2.9 million for the six months ended June 30, 2016. There were no significant anti-dilutive stock options during the three months ended June 30, 2016. All classes of our common stock have the same dividend rights.

Stock-Based Compensation:

During the three-month periods ended June 30, 2017 and 2016, compensation cost of \$13.0 million and \$10.9 million, respectively, was recognized related to outstanding stock options. During the six-month periods ended June 30, 2017 and 2016, compensation costs of \$27.9 million and \$23.6 million, respectively, was recognized related to outstanding stock options. In addition, during the three-month periods ended June 30, 2017 and 2016, compensation cost of approximately \$448,000 and \$340,000, respectively, was recognized related to restricted stock. During the six-month periods ended June 30, 2017 and 2016, compensation cost of approximately \$599,000 (net of cancellations) and \$659,000, respectively, was recognized related to restricted stock. As of June 30, 2017 there was \$124.6 million of unrecognized compensation cost related to unvested options and restricted stock which is expected to be recognized over the remaining weighted average vesting period of 3.0 years. There were 2,980,725 stock options granted (net of cancellations) during the first six months of 2017 with a weighted-average grant date fair value of \$27.07 per share.

The expense associated with share-based compensation arrangements is a non-cash charge. In the Condensed Consolidated Statements of Cash Flows, share-based compensation expense is an adjustment to reconcile net income to cash provided by operating activities and aggregated to \$29.1 million and \$24.7 million during the six-month periods ended June 30, 2017 and 2016, respectively.

(8) Dispositions and acquisitions and purchase of third-party ownership interests

Six-month period ended June 30, 2017:

Acquisitions:

During the first six months of 2017, we paid approximately \$20 million to acquire various property assets.

Six-month period ended June 30, 2016:

Acquisitions:

During the first six months of 2016, we paid approximately \$28 million to acquire various businesses and property.

In May, 2016, we paid \$445 million in connection with the purchase of the minority ownership interests held by a third-party in our six acute care hospitals located in the Las Vegas, Nevada market which includes both the purchase price (\$418 million) and return of reserve capital (\$27 million). The ownership interests purchased, which range from 26.1% to 27.5%, relate to Centennial Hills Hospital Medical Center, Desert Springs Hospital, Henderson Hospital, Spring Valley Hospital Medical Center, Summerlin Hospital Medical Center and Valley Hospital Medical Center.

(9) Dividends

We declared and paid dividends of \$9.7 million, or \$.10 per share, during the second quarter of 2017 and \$9.7 million or \$.10 per share during the second quarter of 2016. We declared and paid dividends of \$19.3 million and \$19.5 million during the six-month periods ended June 30, 2017 and 2016, respectively.

(10) Income Taxes

As of January 1, 2017, our unrecognized tax benefits were approximately \$1 million. The amount, if recognized, that would affect the effective tax rate is approximately \$1 million. During the quarter ended June 30, 2017, changes to the estimated liabilities for uncertain tax positions (including accrued interest) relating to tax positions taken during prior and current periods did not have a material impact on our financial statements.

We recognize accrued interest and penalties associated with uncertain tax positions as part of the tax provision. As of June 30, 2017, we have less than \$1 million of accrued interest and penalties. The U.S. federal statute of limitations remains open for 2013 and subsequent years. Foreign and U.S. state and local jurisdictions have statutes of limitations generally ranging from 3 to 4 years. The statute of limitations on certain jurisdictions could expire within the next twelve months. It is reasonably possible that the amount of uncertain tax benefits will change during the next 12 months, however, it is anticipated that any such change, if it were to occur, would not have a material impact on our results of operations.

Our provision for income taxes for the quarter and six months ended June 30, 2017 included tax benefits of \$1 million and \$8 million, respectively, related to the adoption of ASU 2016-09, which changes how companies account for certain aspects of share-based payments to employees. Under ASU 2016-09, we no longer record excess tax benefits (when the deductible amount related to the settlement of employee equity awards for tax purposes exceeds the cumulative compensation cost recognized for financial reporting purposes) in equity. Instead, we recognize these tax benefits (and deficiencies, if applicable) as a component of our tax provision. This reporting change is applied prospectively and prior period amounts are not restated (the excess tax benefit for the quarter and six months ending June 30, 2016, related to the settlement of employee equity awards, were \$24 million and \$35 million, respectively, and were recorded in equity). ASU 2016-09 requires companies to present excess tax benefits as an operating activity on the Condensed Consolidated Statement of Cash Flows rather than as a financing activity, as previously required. We have elected to apply the change to the Condensed Consolidated Statement of Cash Flows on a modified retrospective basis resulting in a reclassification of the 2016 excess income tax benefits related to stock-based compensation from financing activities to operating activities.

We operate in multiple jurisdictions with varying tax laws. We are subject to audits by any of these taxing authorities. Our tax returns have been examined by the Internal Revenue Service ("IRS") through the year ended December 31, 2006. We believe that adequate accruals have been provided for federal, foreign and state taxes.

(11) Recent Accounting Standards

In August, 2016, the FASB issued ASU No. 2016-15, Classification of Certain Cash Receipts and Cash Payments, which adds or clarifies guidance of the classification of certain cash receipts and payments in the statement of cash flows with the intent to alleviate diversity in practice for classifying various types of cash flows. This ASU is effective for annual and interim reporting periods beginning after December 15, 2017, with early adoption permitted. We are currently evaluating the impact of this ASU on our statement of cash flows.

In March, 2016, the FASB issued ASU 2016-09, "Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting", which amends the accounting for employee share-based payment transactions to require recognition of the tax effects resulting from the settlement of stock-based awards as income tax expense or benefit in the income statement in the reporting period in which they occur. We have adopted this new standard, which is effective for annual reporting periods beginning after December 15, 2016, as of January 1, 2017. The impact of ASU 2016-09 to date is explained above in *Note 10-Income Taxes*. Since the impact of ASU 2016-09 on our future Condensed Consolidated Statements of Income and Condensed Consolidated Statements of Cash Flows is dependent upon the timing of stock option exercises, and the market price of our stock at the time of exercise, we are unable to estimate the impact this adoption will have on our future financial statements.

In May 2014 and March 2016, the FASB issued ASU 2014-09 and ASU 2016-08, "Revenue from Contracts with Customers (Topic 606)" and "Revenue from Contracts with Customers: Principal versus Agent Considerations (Reporting Revenue Gross versus Net)", respectively, which provides guidance for revenue recognition. The standard's core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. This ASU also requires additional disclosures. The FASB updated the new revenue standard by clarifying the principal versus agent implementation guidance, but does not change the core principle of the new standard. ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2016; however, in July 2015, the FASB approved a one-year deferral of this standard, with a new effective date for fiscal years beginning after December 15, 2017. We are currently in the process of assessing and analyzing the various sources of revenue and plan to use a portfolio approach as a practical expedient to account for patient contracts. We have a team in place to lead the implementation of the new standard, including the

evaluation of our systems and internal controls to ensure adequacy of data and information needed for adoption, as well as assessing the potential impact of the new standard on various reimbursement programs in which our hospitals participate. We anticipate the most significant change will be how the estimate for the allowance for doubtful accounts will be recognized under the new standards. Under the current standards, our estimate for amounts not expected to be collected based upon our historical experience have been included within net revenue. Under the new standards, our estimate for amounts not expected to be collected based on historical experience will continue to be recognized as a reduction to net revenue. However, subsequent changes in estimate of collectability due to a change in the financial status of a payor, for example a bankruptcy, will be recognized as bad debt expense in operating charges. We will continue to evaluate the impact that the adoption of this ASU may have on our consolidated financial statements and related disclosures.

In February, 2016, the FASB issued ASU 2016-02, "Leases (Topic 842): Amendments to the FASB Accounting Standards Codification ("Update 2016-02"), which requires an entity to recognize lease assets and lease liabilities on the balance sheet and to disclose key qualitative and quantitative information about the entity's leasing arrangements. This update is effective for annual reporting periods beginning after December 15, 2018 with early adoption permitted. A modified retrospective approach is required. Upon adoption of this new standard, we will recognize significant right of use assets and lease obligation liabilities on the consolidated balance sheet as a result of our operating lease obligations. Operating lease expense will still be recognized on a straight-line basis over the remaining life of the lease within lease and rental expense in the consolidated statements of income. We are currently evaluating the effect that ASU 2016-02 will have on our consolidated financial statements and related disclosures.

In January, 2017, the FASB issued ASU No. 2017-04, "Intangibles-Goodwill and Other (Topic 350): Simplifying the Accounting for Goodwill Impairment" ("ASU 2017-04"), which removes the requirement to perform a hypothetical purchase price allocation to measure goodwill impairment. A goodwill impairment will now be the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. ASU 2017-04 is effective for the annual and interim periods beginning January 1, 2020 with early adoption permitted, and applied prospectively. We do not expect ASU 2017-04 to have a material impact on our financial statements.

In January, 2017, the FASB issued ASU 2017-01, "Business Combinations (Topic 805) - Clarifying the Definition of a Business" to clarify the definition of a business in order to allow for the evaluation of whether transactions should be accounted for as acquisitions or disposals of assets or businesses. ASU 2017-01 is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption is permitted. The future impact of ASU 2017-01 will be dependent upon the nature of future acquisitions or dispositions made by us, if any.

From time to time, new accounting guidance is issued by the FASB or other standard setting bodies that is adopted by the Company as of the effective date or, in some cases where early adoption is permitted, in advance of the effective date. The Company has assessed the recently issued guidance that is not yet effective and, unless otherwise indicated above, believes the new guidance will not have a material impact on our results of operations, cash flows or financial position.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

Our principal business is owning and operating, through our subsidiaries, acute care hospitals and outpatient facilities and behavioral health care facilities.

As of June 30, 2017, we owned and/or operated 320 inpatient facilities and 33 outpatient and other facilities including the following located in 37 states, Washington, D.C., the United Kingdom, Puerto Rico and the U.S. Virgin Islands:

Acute care facilities located in the U.S.:

- 26 inpatient acute care hospitals;
- 4 free-standing emergency departments, and;
- 4 outpatient surgery/cancer care centers & 1 surgical hospital.

Behavioral health care facilities (294 inpatient facilities and 24 outpatient facilities):

Located in the U.S.:

- 189 inpatient behavioral health care facilities, and;
- 20 outpatient behavioral health care facilities.

Located in the U.K.:

- 101 inpatient behavioral health care facilities, and;
- 2 outpatient behavioral health care facilities.

Located in Puerto Rico and the U.S. Virgin Islands:

- 4 inpatient behavioral health care facilities;
- 2 outpatient behavioral health care facility.

In late December, 2016, we completed the acquisition of Cambian Group, PLC's adult services' division (the "Cambian Adult Services") for a total purchase price of approximately \$473 million. The Cambian Adult Services division consists of 79 inpatient and 2 outpatient behavioral health facilities located in the U.K. The Competition and Markets Authority ("CMA") in the U.K. reviewed our acquisition of the Cambian Adult Services. In April, 2017, the CMA notified us that they have identified potential competition concerns in certain markets and announced its decision to refer our acquisition of Cambian Group, PLC's Adult Services division for a Phase 2 investigation unless we offer acceptable undertakings to address their concerns. On April 28, 2017, we provided notification to the CMA requesting a Phase 2 investigation which we expect could take up to approximately six months to complete. The CMA commenced the Phase 2 process on May 3, 2017. Until the CMA grants approval of our acquisition of the Cambian Adult Services division, we are not permitted to integrate the facilities/business into our existing businesses located in the U.K. Further, we can provide no assurance that the CMA will not require us to divest certain parts of the Cambian Adults Services division or certain parts of our existing business located in the U.K.

As a percentage of our consolidated net revenues, net revenues from our acute care hospitals, outpatient facilities and commercial health insurer accounted for 52% during each of the three-month periods ended June 30, 2017 and 2016, and 53% and 52% during the six-month periods ended June 30, 2017 and 2016, respectively. Net revenues from our behavioral health care facilities and commercial health insurer accounted for 48% of our consolidated net revenues during each of the three-month periods ended June 30, 2017 and 2016, and 47% and 48% during the six-month periods ended June 30, 2017 and 2016, respectively.

Our behavioral health care facilities located in the U.K. generated net revenues amounting to approximately \$106 million and \$64 million for the three-month periods ended June 30, 2017 and 2016, respectively, and approximately \$206 million and \$125 million for the six-month periods ended June 30, 2017 and 2016, respectively.

Services provided by our hospitals include general and specialty surgery, internal medicine, obstetrics, emergency room care, radiology, oncology, diagnostic care, coronary care, pediatric services, pharmacy services and/or behavioral health services. We provide capital resources as well as a variety of management services to our facilities, including central purchasing, information services, finance and control systems, facilities planning, physician recruitment services, administrative personnel management, marketing and public relations.

Forward-Looking Statements and Risk Factors

You should carefully review the information contained in this Quarterly Report, and should particularly consider any risk factors that we set forth in this Quarterly Report and in other reports or documents that we file from time to time with the Securities and Exchange Commission (the "SEC"). In this Quarterly Report, we state our beliefs of future events and of our future financial performance. This

Quarterly Report contains “forward-looking statements” that reflect our current estimates, expectations and projections about our future results, performance, prospects and opportunities. Forward-looking statements include, among other things, the information concerning our possible future results of operations, business and growth strategies, financing plans, expectations that regulatory developments or other matters will not have a material adverse effect on our business or financial condition, our competitive position and the effects of competition, the projected growth of the industry in which we operate, and the benefits and synergies to be obtained from our completed and any future acquisitions, and statements of our goals and objectives, and other similar expressions concerning matters that are not historical facts. Words such as “may,” “will,” “should,” “could,” “would,” “predicts,” “potential,” “continue,” “expects,” “anticipates,” “future,” “intends,” “plans,” “believes,” “estimates,” “appears,” “projects” and similar expressions, as well as statements in future tense, identify forward-looking statements. In evaluating those statements, you should specifically consider various factors, including the risks related to healthcare industry trends and those detailed in our filings with the SEC including those set forth herein and in our Annual Report on Form 10-K for the year ended December 31, 2016 in *Item 1A Risk Factors* and in *Item 7 Management’s Discussion and Analysis of Financial Condition and Results of Operations – Forward Looking Statements and Risk Factors*. Those factors may cause our actual results to differ materially from any of our forward-looking statements.

Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of the times at, or by which, such performance or results will be achieved. Forward-looking information is based on information available at the time and/or our good faith belief with respect to future events, and is subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the statements. Such factors include, among other things, the following:

- our ability to comply with the existing laws and government regulations, and/or changes in laws and government regulations;
- an increasing number of legislative initiatives have been passed into law that may result in major changes in the health care delivery system on a national or state level. No assurances can be given that the implementation of these laws will not have a material adverse effect on our business, financial condition or results of operations;
- in March, 2010, the Health Care and Education Reconciliation Act of 2010 and the Patient Protection and Affordable Care Act (the “ACA”) were enacted into law and created significant changes to health insurance coverage for U.S. citizens as well as material revisions to the federal Medicare and state Medicaid programs. The two combined primary goals of these acts are to provide for increased access to coverage for healthcare and to reduce healthcare-related expenses. Medicare, Medicaid and other health care industry changes are scheduled to be implemented at various times during this decade. Initiatives to repeal the ACA, in whole or in part, to delay elements of implementation or funding, and to offer amendments or supplements to modify its provisions, have been persistent and may increase as a result of the 2016 election. The ultimate outcomes of legislative attempts to repeal or amend the ACA and legal challenges to the ACA are unknown. Results of recent Congressional elections and the change of Presidential administrations beginning in 2017 could create a political environment in which substantial portions of the ACA are repealed or revised;
- in May, 2017, the U.S. House of Representatives voted to adopt legislation (the “AHCA”) to replace portions of the ACA. The legislation featured provisions that would, in material part (i) eliminate the individual and large employer mandates to obtain or provide health insurance coverage, respectively; (ii) permit insurers to impose a surcharge up to 30 percent on individuals who go uninsured for more than two months and then purchase coverage; (iii) provide tax credits towards the purchase of health insurance, with a phase-out of tax credits according to income level; (iv) expand health savings accounts; (v) impose a per capita cap on federal funding of state Medicaid programs, or, if elected by a state, transition federal funding to a block grant; and (vi) permit states to seek a waiver of certain federal requirements that would allow such states to define essential health benefits differently from federal standards and that would allow certain commercial health plans to take health status, including pre-existing conditions, into account in setting premiums. In June, 2017, the Better Care Reconciliation Act (“BCRA”) was introduced in the U.S. Senate. The BCRA as originally introduced or modified was similar to the AHCA and would have generally eliminated the employer mandate, imposed a waiting period for individuals who voluntarily allow their health insurance coverage to lapse, provide varying insurance subsidies for individuals with income below 350% of the federal poverty level, begin phasing out the Enhanced FMAP in 2021, converted Medicaid funding to a block grant or per capita formula, allow health savings accounts to be used to pay for premiums for high-deductible health plans, and allow insurers to offer non-Affordable Care Act compliant plans in certain markets. However, as of the date of this report, the Senate has not passed the BCRA as originally introduced or any of the proposed amended forms of the legislation. It is uncertain when or if any other bills similar to the AHCA or BCRA or other bills amending or repealing all or portions of the ACA will be enacted. If the provisions of the AHCA or BCRA are ultimately implemented along with other proposed amendments to the ACA, there can be no assurance that any such legislation will not have a negative financial impact on our hospitals, which material effects may include a potential decrease in the market for health care services or a decrease in our hospitals’ ability to receive reimbursement for health care services provided;

- possible unfavorable changes in the levels and terms of reimbursement for our charges by third party payors or government based payors, including Medicare or Medicaid in the United States, and government based payors in the United Kingdom;
- our ability to enter into managed care provider agreements on acceptable terms and the ability of our competitors to do the same, including contracts with United/Sierra Healthcare in Las Vegas, Nevada;
- the outcome of known and unknown litigation, government investigations, false claim act allegations, and liabilities and other claims asserted against us and other matters as disclosed in *Item 1. Legal Proceedings*;
- the potential unfavorable impact on our business of deterioration in national, regional and local economic and business conditions, including a worsening of unfavorable credit market conditions;
- competition from other healthcare providers (including physician owned facilities) in certain markets;
- technological and pharmaceutical improvements that increase the cost of providing, or reduce the demand for healthcare;
- our ability to attract and retain qualified personnel, nurses, physicians and other healthcare professionals and the impact on our labor expenses resulting from a shortage of nurses and other healthcare professionals;
- demographic changes;
- our ability to successfully integrate and improve our recent acquisitions and the availability of suitable acquisitions and divestiture opportunities;
- as discussed below in *Sources of Revenue*, we receive revenues from various state and county based programs, including Medicaid in all the states in which we operate (we receive Medicaid revenues in excess of \$100 million annually from each of Texas, Washington, D.C., California, Nevada, Pennsylvania, Illinois and Massachusetts); CMS-approved Medicaid supplemental programs in certain states including Texas, Mississippi, Illinois, Oklahoma, Nevada, Arkansas, California and Indiana, and; state Medicaid disproportionate share hospital payments in certain states including Texas and South Carolina. We are therefore particularly sensitive to potential reductions in Medicaid and other state based revenue programs as well as regulatory, economic, environmental and competitive changes in those states. We can provide no assurance that reductions to revenues earned pursuant to these programs, particularly in the above-mentioned states, will not have a material adverse effect on our future results of operations;
- our ability to continue to obtain capital on acceptable terms, including borrowed funds, to fund the future growth of our business;
- our inpatient acute care and behavioral health care facilities may experience decreasing admission and length of stay trends;
- our financial statements reflect large amounts due from various commercial and private payors and there can be no assurance that failure of the payors to remit amounts due to us will not have a material adverse effect on our future results of operations;
- in August, 2011, the Budget Control Act of 2011 (the "2011 Act") was enacted into law. The 2011 Act imposed annual spending limits for most federal agencies and programs aimed at reducing budget deficits by \$917 billion between 2012 and 2021, according to a report released by the Congressional Budget Office. Among its other provisions, the law established a bipartisan Congressional committee, known as the Joint Select Committee on Deficit Reduction (the "Joint Committee"), which was tasked with making recommendations aimed at reducing future federal budget deficits by an additional \$1.5 trillion over 10 years. The Joint Committee was unable to reach an agreement by the November 23, 2011 deadline and, as a result, across-the-board cuts to discretionary, national defense and Medicare spending were implemented on March 1, 2013 resulting in Medicare payment reductions of up to 2% per fiscal year (annual reduction of approximately \$36 million to our Medicare net revenues) with a uniform percentage reduction across all Medicare programs. The Bipartisan Budget Act of 2015, enacted on November 2, 2015, continued the 2% reductions to Medicare reimbursement imposed under the 2011 Act. We cannot predict whether Congress will restructure the implemented Medicare payment reductions or what other federal budget deficit reduction initiatives may be proposed by Congress going forward;
- uninsured and self-pay patients treated at our acute care facilities unfavorably impact our ability to satisfactorily and timely collect our self-pay patient accounts;
- changes in our business strategies or development plans;
- fluctuations in the value of our common stock, and;
- other factors referenced herein or in our other filings with the Securities and Exchange Commission.

Given these uncertainties, risks and assumptions, as outlined above, you are cautioned not to place undue reliance on such forward-looking statements. Our actual results and financial condition could differ materially from those expressed in, or implied by, the forward-looking statements. Forward-looking statements speak only as of the date the statements are made. We assume no obligation to publicly update any forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking information, except as may be required by law. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by this cautionary statement.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires us to make estimates and assumptions that affect the amounts reported in our consolidated financial statements and accompanying notes. We consider our critical accounting policies to be those that require us to make significant judgments and estimates when we prepare our consolidated financial statements. For a summary of our significant accounting policies, please see *Note 1 to the Consolidated Financial Statements* as included in our Annual Report on Form 10-K for the year ended December 31, 2016.

Revenue recognition: We record revenues and related receivables for health care services at the time the services are provided. Medicare and Medicaid revenues represented 30% and 32% of our net patient revenues during the three-month periods ended June 30, 2017 and 2016, respectively, and 30% and 32% of our net patient revenues during the six-month periods ended June 30, 2017 and 2016, respectively. Revenues from managed care entities, including health maintenance organizations and managed Medicare and Medicaid programs, accounted for 57% of our net patient revenues during each of the three-month periods ended June 30, 2017 and 2016, respectively, and 56% of our net patient revenues during each of the six-month periods ended June 30, 2017 and 2016, respectively.

Charity Care, Uninsured Discounts and Provision for Doubtful Accounts: See disclosure below in *Results of Operations, Acute Care Hospital Services- Charity Care, Uninsured Discounts and Provision for Doubtful Accounts*.

Self-Insured/Other Insurance Risks: We provide for self-insured risks including general and professional liability claims, workers' compensation claims and healthcare and dental claims. Our estimated liability for self-insured professional and general liability claims is based on a number of factors including, among other things, the number of asserted claims and reported incidents, estimates of losses for these claims based on recent and historical settlement amounts, estimate of incurred but not reported claims based on historical experience, and estimates of amounts recoverable under our commercial insurance policies. All relevant information, including our own historical experience is used in estimating the expected amount of claims. While we continuously monitor these factors, our ultimate liability for professional and general liability claims could change materially from our current estimates due to inherent uncertainties involved in making this estimate. Our estimated self-insured reserves are reviewed and changed, if necessary, at each reporting date and changes are recognized currently as additional expense or as a reduction of expense. In addition, we also: (i) own commercial health insurers headquartered in Reno, Nevada, and Puerto Rico and; (ii) maintain self-insured employee benefits programs for employee healthcare and dental claims. The ultimate costs related to these programs/operations include expenses for claims incurred and paid in addition to an accrual for the estimated expenses incurred in connection with claims incurred but not yet reported. Given our significant insurance-related exposure, there can be no assurance that a sharp increase in the number and/or severity of claims asserted against us will not have a material adverse effect on our future results of operations.

See *Note 5 to the Consolidated Financial Statements-Commitments and Contingencies*, for additional disclosure related to our professional and general liability, workers' compensation liability and property insurance.

The total accrual for our professional and general liability claims and workers' compensation claims was \$296 million as of June 30, 2017, of which \$99 million is included in current liabilities. The total accrual for our professional and general liability claims and workers' compensation claims was \$274 million as of December 31, 2016, of which \$81 million is included in current liabilities.

Recent Accounting Standards: For a summary of accounting standards, please see *Note 11 to the Consolidated Financial Statements*, as included herein.

Results of Operations

Three-month periods ended June 30, 2017 and 2016:

The following table summarizes our results of operations and is used in the discussion below for the three-month periods ended June 30, 2017 and 2016 (dollar amounts in thousands):

	Three months ended June 30, 2017		Three months ended June 30, 2016	
	Amount	% of Net Revenues	Amount	% of Net Revenues
Net revenues before provision for doubtful accounts	\$ 2,827,709		\$ 2,638,848	
Less: Provision for doubtful accounts	215,353		207,993	
Net revenues	2,612,356	100.0%	2,430,855	100.0%
Operating charges:				
Salaries, wages and benefits	1,236,294	47.3%	1,130,933	46.5%
Other operating expenses	632,193	24.2%	585,995	24.1%
Supplies expense	274,539	10.5%	254,422	10.5%
Depreciation and amortization	113,112	4.3%	101,411	4.2%
Lease and rental expense	26,027	1.0%	24,806	1.0%
Subtotal-operating expenses	2,282,165	87.4%	2,097,567	86.3%
Income from operations	330,191	12.6%	333,288	13.7%
Interest expense, net	35,920	1.4%	30,442	1.3%
Income before income taxes	294,271	11.3%	302,846	12.5%
Provision for income taxes	103,883	4.0%	107,397	4.4%
Net income	190,388	7.3%	195,449	8.0%
Less: Income attributable to noncontrolling interests	4,994	0.2%	9,872	0.4%
Net income attributable to UHS	\$ 185,394	7.1%	\$ 185,577	7.6%

Net revenues increased 7.5%, or \$182 million, to \$2.61 billion during the three-month period ended June 30, 2017 as compared to \$2.43 billion during the second quarter of 2016. The net increase was primarily attributable to: (i) an \$89 million or 3.7% increase in net revenues generated from our acute care hospital services and behavioral health services operated during both periods (which we refer to as "same facility"), and; (ii) \$93 million of other combined revenue increases consisting primarily of the revenues generated at the facilities acquired in December, 2016 in connection with our acquisition of Cambian Adult Services, and the revenues generated at Henderson Hospital, a newly constructed acute care hospital that was completed and opened during the fourth quarter of 2016.

Income before income taxes (before deduction for income attributable to noncontrolling interests) decreased \$9 million to \$294 million during the three-month period ended June 30, 2017 as compared to \$303 million during the comparable quarter of 2016. The net decrease in our income before income taxes during the second quarter of 2017, as compared to the comparable quarter of 2016, was due to:

- an increase of \$21 million at our acute care facilities as discussed below in Acute Care Hospital Services;
- a decrease of \$21 million at our behavioral health care facilities, as discussed below in Behavioral Health Services;
- a decrease of \$5 million due to an increase in interest expense, as discussed below in Other Operating Results, and;
- \$4 million of other combined net decreases.

Net income attributable to UHS decreased slightly to \$185 million during the three-month period ended June 30, 2017 as compared to \$186 million during the comparable prior year quarter. Changes to our net income attributable to UHS during the second quarter of 2017, as compared to the comparable prior year quarter, included:

- a decrease of \$9 million in income before income taxes, as discussed above;
- an increase of \$5 million resulting from a decrease in the income attributable to noncontrolling interests due primarily to the May, 2016 purchase of the minority ownership interests held by a third-party in six acute care hospitals located in Las Vegas, Nevada, and;
- an increase of \$4 million resulting from a net decrease in the provision for income taxes resulting primarily from: (i) a decrease in the provision for income taxes resulting from the \$4 million decrease in pre-tax income (\$9 million decrease in income before income taxes partially offset by the \$5 million decrease in income attributable to noncontrolling interests), and; (ii) a \$1 million reduction to the provision for income taxes resulting from our January 1, 2017 adoption of

Six-month periods ended June 30, 2017 and 2016:

The following table summarizes our results of operations and is used in the discussion below for the six-month periods ended June 30, 2017 and 2016 (dollar amounts in thousands):

	Six months ended June 30, 2017		Six months ended June 30, 2016	
	Amount	% of Net Revenues	Amount	% of Net Revenues
Net revenues before provision for doubtful accounts	\$ 5,653,181		\$ 5,258,441	
Less: Provision for doubtful accounts	427,967		377,788	
Net revenues	5,225,214	100.0%	4,880,653	100.0%
Operating charges:				
Salaries, wages and benefits	2,474,258	47.4%	2,279,072	46.7%
Other operating expenses	1,239,553	23.7%	1,147,579	23.5%
Supplies expense	552,153	10.6%	509,672	10.4%
Depreciation and amortization	223,910	4.3%	205,460	4.2%
Lease and rental expense	51,216	1.0%	49,258	1.0%
Subtotal-operating expenses	4,541,090	86.9%	4,191,041	85.9%
Income from operations	684,124	13.1%	689,612	14.1%
Interest expense, net	71,427	1.4%	60,042	1.2%
Income before income taxes	612,697	11.7%	629,570	12.9%
Provision for income taxes	211,782	4.1%	218,402	4.5%
Net income	400,915	7.7%	411,168	8.4%
Less: Income attributable to noncontrolling interests	9,466	0.2%	34,832	0.7%
Net income attributable to UHS	\$ 391,449	7.5%	\$ 376,336	7.7%

Net revenues increased 7.1%, or \$345 million, to \$5.23 billion during the six-month period ended June 30, 2017 as compared to \$4.88 billion during the first six months of 2016. The net increase was primarily attributable to: (i) a \$165 million or 3.4% increase in net revenues generated from our acute care hospital services and behavioral health services, on a same facility basis, and; (ii) \$180 million of other combined revenue increases consisting primarily of the revenues generated at the facilities acquired in December, 2016 in connection with our acquisition of Cambian Adult Services, and the revenues generated at Henderson Hospital, a newly constructed acute care hospital that was completed and opened during the fourth quarter of 2016.

Income before income taxes (before deduction for income attributable to noncontrolling interests) decreased \$17 million to \$613 million during the six-month period ended June 30, 2017 as compared to \$630 million during the comparable six-month period of 2016. The net decrease in our income before income taxes during the first six months of 2017, as compared to the comparable prior year period of 2016, was due to:

- an increase of \$22 million at our acute care facilities as discussed below in Acute Care Hospital Services;
- a decrease of \$34 million at our behavioral health care facilities, as discussed below in Behavioral Health Services;
- a decrease of \$11 million due to an increase in interest expense, as discussed below in Other Operating Results, and;
- \$6 million of other combined net increases.

Net income attributable to UHS increased \$15 million to \$391 million during the six-month period ended June 30, 2017 as compared to \$376 million during the comparable prior year period. The increase during the first six months of 2017, as compared to the comparable prior year period, consisted of:

- a decrease of \$17 million in income before income taxes, as discussed above;
- an increase of \$25 million resulting from a decrease in the income attributable to noncontrolling interests due primarily to the May, 2016 purchase of the minority ownership interests held by a third-party in six acute care hospitals located in Las Vegas, Nevada, and;

an increase of \$7 million resulting from a net decrease in the provision for income taxes resulting from: (i) an increase in the provision for income taxes resulting from the \$8 million increase in pre-tax income (\$17 million decrease in income before income taxes offset by the \$25 million decrease in income attributable to noncontrolling interests), and; (ii) an \$8 million reduction to the provision for income taxes resulting from our January 1, 2017 adoption of ASU 2016-09, as discussed herein.

Acute Care Hospital Services

Same Facility Basis Acute Care Hospital Services

We believe that providing our results on a “Same Facility” basis (which is a non-GAAP measure), which includes the operating results for facilities and businesses operated in both the current year and prior year periods, is helpful to our investors as a measure of our operating performance. Our Same Facility results also neutralize (if applicable) the impact of the EHR applications, the effect of items that are non-operational in nature including items such as, but not limited to, gains/losses on sales of assets and businesses, impacts of settlements, legal judgments and lawsuits, impairments of long-lived assets and other amounts that may be reflected in the current or prior year financial statements that relate to prior periods. Our Same Facility basis results reflected on the tables below also exclude from net revenues and other operating expenses, provider tax assessments incurred in each period as discussed below *Sources of Revenue-Various State Medicaid Supplemental Payment Programs*. However, these provider tax assessments are included in net revenues and other operating expenses as reflected in the table below under *All Acute Care Hospital Services*. The provider tax assessments had no impact on the income before income taxes as reflected on the tables below since the amounts offset between net revenues and other operating expenses. To obtain a complete understanding of our financial performance, the Same Facility results should be examined in connection with our net income as determined in accordance with GAAP and as presented in the condensed consolidated financial statements and notes thereto as contained in this Quarterly Report on Form 10-Q.

The following table summarizes the results of operations for our acute care facilities on a same facility basis and is used in the discussion below for the three and six-month periods ended June 30, 2017 and 2016 (dollar amounts in thousands):

	Three months ended June 30, 2017		Three months ended June 30, 2016		Six months ended June 30, 2017		Six months ended June 30, 2016	
	Amount	% of Net Revenues	Amount	% of Net Revenues	Amount	% of Net Revenues	Amount	% of Net Revenues
Net revenues before provision for doubtful accounts	\$ 1,472,401		\$ 1,409,777		\$ 2,978,717		\$ 2,821,963	
Less: Provision for doubtful accounts	178,447		178,918		351,845		318,673	
Net revenues	1,293,954	100.0%	1,230,859	100.0%	2,626,872	100.0%	2,503,290	100.0%
Operating charges:								
Salaries, wages and benefits	534,475	41.3%	507,371	41.2%	1,072,630	40.8%	1,019,331	40.7%
Other operating expenses	308,211	23.8%	301,796	24.5%	617,213	23.5%	586,886	23.4%
Supplies expense	218,899	16.9%	203,517	16.5%	441,868	16.8%	410,285	16.4%
Depreciation and amortization	62,716	4.8%	56,294	4.6%	122,705	4.7%	115,603	4.6%
Lease and rental expense	14,263	1.1%	13,875	1.1%	27,474	1.0%	26,917	1.1%
Subtotal-operating expenses	1,138,564	88.0%	1,082,853	88.0%	2,281,890	86.9%	2,159,022	86.2%
Income from operations	155,390	12.0%	148,006	12.0%	344,982	13.1%	344,268	13.8%
Interest expense, net	690	0.1%	822	0.1%	1,434	0.1%	1,643	0.1%
Income before income taxes	\$ 154,700	12.0%	\$ 147,184	12.0%	\$ 343,548	13.1%	\$ 342,625	13.7%

Three-month periods ended June 30, 2017 and 2016:

During the three-month period ended June 30, 2017, as compared to the comparable prior year quarter, net revenues from our acute care hospital services, on a same facility basis, increased \$63 million or 5.1%. Income before income taxes (and before income attributable to noncontrolling interests) increased \$8 million or 5% to \$155 million or 12.0% of net revenues during the second quarter of 2017 as compared to \$147 million or 12.0% of net revenues during the comparable quarter of 2016.

During the three-month period ended June 30, 2017, net revenue per adjusted admission was unchanged while net revenue per adjusted patient day increased 3.2%, as compared to the comparable quarter of 2016. During the three-month period ended June 30, 2017, as compared to the comparable prior year quarter, inpatient admissions to our acute care hospitals increased 7.1% and adjusted admissions (adjusted for outpatient activity) increased 6.0%. Patient days at these facilities increased 3.8% and adjusted patient days increased 2.7% during the three-month period ended June 30, 2017 as compared to the comparable prior year quarter. The average length of inpatient stay at these facilities was 4.5 days and 4.6 days during the three-month periods ended June 30, 2017 and 2016,

respectively. The occupancy rate, based on the average available beds at these facilities, was 60% and 59% during the three-month periods ended June 30, 2017 and 2016, respectively.

Six-month periods ended June 30, 2017 and 2016:

During the six-month period ended June 30, 2017, as compared to the comparable prior year period, net revenues from our acute care hospital services, on a same facility basis, increased \$124 million or 4.9%. Income before income taxes (and before income attributable to noncontrolling interests) increased \$1 million to \$344 million or 13.1% of net revenues during the first six months of 2017 as compared to \$343 million or 13.7% of net revenues during the comparable period of 2016.

During the six-month period ended June 30, 2017, net revenue per adjusted admission decreased 0.2% while net revenue per adjusted patient day increased 3.1%, as compared to the comparable period of 2016. During the six-month period ended June 30, 2017, as compared to the comparable prior year period, inpatient admissions to our acute care hospitals increased 5.6% and adjusted admissions increased 5.5%. Patient days at these facilities increased 2.3% and adjusted patient days increased 2.2% during the six-month period ended June 30, 2017 as compared to the comparable prior year period. The average length of inpatient stay at these facilities was 4.5 days and 4.6 days during the six-month periods ended June 30, 2017 and 2016, respectively. The occupancy rate, based on the average available beds at these facilities, was 62% and 61% during the six-month periods ended June 30, 2017 and 2016, respectively.

All Acute Care Hospitals

The following table summarizes the results of operations for all our acute care operations during the three and six-month periods ended June 30, 2017 and 2016. These amounts include: (i) our acute care results on a same facility basis, as indicated above; (ii) the impact of the implementation of EHR applications at our acute care hospitals; (iii) the impact of provider tax assessments which increased net revenues and other operating expenses but had no impact on income before income taxes, and; (iv) certain other amounts including the results of a 25-bed acute care hospital located in Pahrump, Nevada that was acquired in August, 2016, the results of the newly constructed Henderson Hospital, a 130-bed acute care hospital located in Henderson, Nevada that was completed and opened during the fourth quarter of 2016 and the favorable impact of Medicaid settlements relating to prior years that were recorded during the second quarter of 2017. Dollar amounts below are reflected in thousands.

	Three months ended June 30, 2017		Three months ended June 30, 2016		Six months ended June 30, 2017		Six months ended June 30, 2016	
	Amount	% of Net Revenues	Amount	% of Net Revenues	Amount	% of Net Revenues	Amount	% of Net Revenues
Net revenues before provision for doubtful accounts	\$ 1,553,826		\$ 1,432,246		\$ 3,124,356		\$ 2,859,148	
Less: Provision for doubtful accounts	187,369		178,918		368,352		318,673	
Net revenues	1,366,457	100.0%	1,253,328	100.0%	2,756,004	100.0%	2,540,475	100.0%
Operating charges:								
Salaries, wages and benefits	551,735	40.4%	507,745	40.5%	1,106,695	40.2%	1,019,767	40.1%
Other operating expenses	343,669	25.2%	324,496	25.9%	675,968	24.5%	624,457	24.6%
Supplies expense	224,924	16.5%	203,520	16.2%	453,409	16.5%	410,288	16.2%
Depreciation and amortization	73,017	5.3%	65,482	5.2%	144,355	5.2%	134,097	5.3%
Lease and rental expense	14,545	1.1%	13,891	1.1%	28,461	1.0%	26,933	1.1%
Subtotal-operating expenses	1,207,890	88.4%	1,115,134	89.0%	2,408,888	87.4%	2,215,542	87.2%
Income from operations	158,567	11.6%	138,194	11.0%	347,116	12.6%	324,933	12.8%
Interest expense, net	690	0.1%	822	0.1%	1,435	0.1%	1,643	0.1%
Income before income taxes	\$ 157,877	11.6%	\$ 137,372	11.0%	\$ 345,681	12.5%	\$ 323,290	12.7%

Three-month periods ended June 30, 2017 and 2016:

During the three-month period ended June 30, 2017, as compared to the comparable prior year quarter, net revenues from our acute care hospital services increased \$113 million or 9.0% to \$1.37 billion as compared to \$1.25 billion due to: (i) a \$63 million, or 5%, increase same facility revenues, as discussed above, and; (ii) other combined net increase of \$50 million due primarily to the net revenues generated at the two above-mentioned acute care hospitals located in Nevada that were acquired or opened during 2016, and the net revenues recorded during the second quarter of 2017 in connection with Medicaid settlements relating to prior years.

Income before income taxes increased \$21 million to \$158 million or 11.6% of net revenues during the second quarter of 2017 as compared to \$137 million or 11.0% of net revenues during the second quarter of 2016.

Included in these results are the following:

- the \$8 million increase in income before income taxes from our acute care hospital services, on a same facility basis, as discussed above;
- a net \$6 million increase resulting from: (i) the income recorded during the second quarter of 2017 in connection with Medicaid settlements relating to prior years (\$15 million), partially offset by; (ii) increased professional and general liability expense relating to prior years that was recorded during the second quarter of 2017, based upon a reserve analysis (\$9 million), and;
- other combined net increase of \$7 million consisting primarily of the income generated at the two above-mentioned acute care hospitals located in Nevada that were acquired or opened during 2016.

Six-month periods ended June 30, 2017 and 2016:

During the six-month period ended June 30, 2017, as compared to the comparable prior year quarter, net revenues from our acute care hospital services increased \$216 million or 8.5% to \$2.76 billion as compared to \$2.54 billion due to: (i) a \$124 million, or 5%, increase same facility revenues, as discussed above, and; (ii) other combined net increase of \$92 million due primarily to the net revenues generated at the two above-mentioned acute care hospitals located in Nevada that were acquired or opened during 2016, and the net revenues recorded during the second quarter of 2017 in connection with Medicaid settlements relating to prior years.

Income before income taxes increased \$22 million to \$346 million or 12.5% of net revenues during the first six months of 2017 as compared to \$323 million or 12.7% of net revenues during the first six months of 2016.

Included in these results are the following:

- the \$1 million increase in income before income taxes from our acute care hospital services, on a same facility basis, as discussed above;
- a net \$6 million increase resulting from: (i) the income recorded during the second quarter of 2017 in connection with Medicaid settlements relating to prior years (\$15 million), partially offset by; (ii) increased professional and general liability expense relating to prior years that was recorded during the second quarter of 2017, based upon a reserve analysis (\$9 million), and;
- other combined net increase of \$15 million consisting primarily of the income generated at the two above-mentioned acute care hospitals located in Nevada that were acquired or opened during 2016.

Charity Care, Uninsured Discounts and Provision for Doubtful Accounts: Collection of receivables from third-party payers and patients is our primary source of cash and is critical to our operating performance. Our primary collection risks relate to uninsured patients and the portion of the bill which is the patient's responsibility, primarily co-payments and deductibles. We estimate our provisions for doubtful accounts based on general factors such as payer mix, the agings of the receivables and historical collection experience. We routinely review accounts receivable balances in conjunction with these factors and other economic conditions which might ultimately affect the collectability of the patient accounts and make adjustments to our allowances as warranted. At our acute care hospitals, third party liability accounts are pursued until all payment and adjustments are posted to the patient account. For those accounts with a patient balance after third party liability is finalized or accounts for uninsured patients, the patient receives statements and collection letters. Our hospitals establish a partial reserve for self-pay accounts in the allowance for doubtful accounts for both unbilled balances and those that have been billed and are under 90 days old. All self-pay accounts are fully reserved at 90 days from the date of discharge. Third party liability accounts are fully reserved in the allowance for doubtful accounts when the balance ages past 180 days from the date of discharge. Patients that express an inability to pay are reviewed for potential sources of financial assistance including our charity care policy. If the patient is deemed unwilling to pay, the account is written-off as bad debt and transferred to an outside collection agency for additional collection effort.

Historically, a significant portion of the patients treated throughout our portfolio of acute care hospitals are uninsured patients which, in part, has resulted from patients who are employed but do not have health insurance or who have policies with relatively high deductibles. Generally, patients treated at our hospitals for non-elective services, who have gross income less than 400% of the federal poverty guidelines, are deemed eligible for charity care. The federal poverty guidelines are established by the federal government and are based on income and family size. Effective January 1, 2016, our hospitals in certain states in which we operate reduced the charity care eligibility threshold to less than the federal poverty guidelines. Because we do not pursue collection of amounts that qualify as charity care, they are not reported in our net revenues or in our accounts receivable, net.

A portion of the accounts receivable at our acute care facilities are comprised of Medicaid accounts that are pending approval from third-party payers but we also have smaller amounts due from other miscellaneous payers such as county indigent programs in certain states. Our patient registration process includes an interview of the patient or the patient's responsible party at the time of registration. At that time, an insurance eligibility determination is made and an insurance plan code is assigned. There are various pre-established insurance profiles in our patient accounting system which determine the expected insurance reimbursement for each patient based on

the insurance plan code assigned and the services rendered. Certain patients may be classified as Medicaid pending at registration based upon a screening evaluation if we are unable to definitively determine if they are currently Medicaid eligible. When a patient is registered as Medicaid eligible or Medicaid pending, our patient accounting system records net revenues for services provided to that patient based upon the established Medicaid reimbursement rates, subject to the ultimate disposition of the patient's Medicaid eligibility. When the patient's ultimate eligibility is determined, reclassifications may occur which impacts the reported amounts in future periods for the provision for doubtful accounts and other accounts such as Medicaid pending. Although the patient's ultimate eligibility determination may result in amounts being reclassified among these accounts from period to period, these reclassifications did not have a material impact on our results of operations during the three and six-month periods ended June 30, 2017 or 2016 since our facilities make estimates at each financial reporting period to reserve for amounts that are deemed to be uncollectible.

We also provide discounts to uninsured patients (included in "uninsured discounts" amounts below) who do not qualify for Medicaid or charity care. Because we do not pursue collection of amounts classified as uninsured discounts, they are not reported in our net revenues or in our net accounts receivable. In implementing the discount policy, we first attempt to qualify uninsured patients for governmental programs, charity care or any other discount program. If an uninsured patient does not qualify for these programs, the uninsured discount is applied. Our accounts receivable are recorded net of allowance for doubtful accounts of \$442 million and \$410 million at June 30, 2017 and December 31, 2016, respectively.

The following tables show the amounts recorded at our acute care hospitals for charity care and uninsured discounts, based on charges at established rates, for the three and six-month periods ended June 30, 2017 and 2016:

Uncompensated care:

Amounts in millions	Three Months Ended				Six Months Ended			
	June 30, 2017		June 30, 2016		June 30, 2017		June 30, 2016	
	\$	%	\$	%	\$	%	\$	%
Charity care	\$ 281	58%	\$ 147	43%	\$ 506	56%	\$ 333	49%
Uninsured discounts	204	42%	192	57%	395	44%	351	51%
Total uncompensated care	\$ 485	100%	\$ 339	100%	\$ 901	100%	\$ 684	100%

As reflected on the tables above in All Acute Care Hospitals, the provision for doubtful accounts at our acute care hospitals amounted to approximately \$187 million and \$179 million during the three-month periods ended June 30, 2017 and 2016, respectively, and \$368 million and \$319 million during the six-month period ended June 30, 2017 and 2016, respectively.

Estimated cost of providing uncompensated care:

The estimated costs of providing uncompensated care as reflected below were based on a calculation which multiplied the percentage of operating expenses for our acute care hospitals to gross charges for those hospitals by the above-mentioned total uncompensated care amounts. Amounts included in the provision for doubtful accounts, as mentioned above, are not included in the calculation of estimated costs of providing uncompensated care. The percentage of cost to gross charges is calculated based on the total operating expenses for our acute care facilities divided by gross patient service revenue for those facilities.

Estimated cost of providing uncompensated care

Amounts in millions	Three Months Ended		Six Months Ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
Estimated cost of providing charity care	\$ 37	\$ 23	\$ 68	\$ 49
Estimated cost of providing uninsured discounts related care	27	29	53	51
Estimated cost of providing uncompensated care	\$ 64	\$ 52	\$ 121	\$ 100

Behavioral Health Services

Our Same Facility basis results (which is a non-GAAP measure), which include the operating results for facilities and businesses operated in both the current year and prior year period, neutralize (if applicable) the effect of items that are non-operational in nature including items such as, but not limited to, gains/losses on sales of assets and businesses, impacts of settlements, legal judgments and lawsuits, impairments of long-lived assets and other amounts that may be reflected in the current or prior year financial statements that relate to prior periods. Our Same Facility basis results reflected on the tables below also exclude from net revenues and other operating expenses, provider tax assessments incurred in each period as discussed below *Sources of Revenue-Various State Medicaid Supplemental Payment Programs*. However, these provider tax assessments are included in net revenues and other operating expenses as reflected in the table below under *All Behavioral Health Care Services*. The provider tax assessments had no impact on the income before income taxes as reflected on the tables below since the amounts offset between net revenues and other operating expenses. To obtain a complete understanding of our financial performance, the Same Facility results should be examined in connection with our net income as determined in accordance with GAAP and as presented in the condensed consolidated financial statements and notes thereto as contained in this Quarterly Report on Form 10-Q.

The following table summarizes the results of operations for our behavioral health care facilities, on a same facility basis, and is used in the discussions below for the three and six-month periods ended June 30, 2017 and 2016 (dollar amounts in thousands):

Same Facility—Behavioral Health

	Three months ended June 30, 2017		Three months ended June 30, 2016		Six months ended June 30, 2017		Six months ended June 30, 2016	
	Amount	% of Net Revenues	Amount	% of Net Revenues	Amount	% of Net Revenues	Amount	% of Net Revenues
Net revenues before provision for doubtful accounts	\$ 1,209,123		\$ 1,184,696		\$ 2,390,357		\$ 2,349,621	
Less: Provision for doubtful accounts	28,047		29,109		58,662		58,897	
Net revenues	1,181,076	100.0%	1,155,587	100.0%	2,331,695	100.0%	2,290,724	100.0%
Operating charges:								
Salaries, wages and benefits	590,987	50.0%	564,335	48.8%	1,174,551	50.4%	1,125,008	49.1%
Other operating expenses	233,260	19.7%	222,502	19.3%	458,255	19.7%	436,619	19.1%
Supplies expense	48,896	4.1%	48,524	4.2%	96,657	4.1%	96,623	4.2%
Depreciation and amortization	33,633	2.8%	33,006	2.9%	66,632	2.9%	65,749	2.9%
Lease and rental expense	10,920	0.9%	10,746	0.9%	21,497	0.9%	21,815	1.0%
Subtotal-operating expenses	917,696	77.7%	879,113	76.1%	1,817,592	78.0%	1,745,814	76.2%
Income from operations	263,380	22.3%	276,474	23.9%	514,103	22.0%	544,910	23.8%
Interest expense, net	439	0.0%	438	0.0%	1,162	0.0%	882	0.0%
Income before income taxes	\$ 262,941	22.3%	\$ 276,036	23.9%	\$ 512,941	22.0%	\$ 544,028	23.7%

Three-month periods ended June 30, 2017 and 2016:

On a same facility basis during the second quarter of 2017, as compared to the second quarter of 2016, net revenues generated from our behavioral health services increased \$25 million, or 2.2%, to \$1.18 billion from \$1.16 billion. Income before income taxes decreased \$13 million or 5% to \$263 million or 22.3% of net revenues during the three-month period ended June 30, 2017, as compared to \$276 million or 23.9% of net revenues during the comparable quarter of 2016.

During the three-month period ended June 30, 2017, net revenue per adjusted admission decreased 1.4% and net revenue per adjusted patient day increased 0.9%, as compared to the comparable quarter of 2016. On a same facility basis, inpatient admissions and adjusted admissions to our behavioral health facilities each increased 3.7% during the three-month period ended June 30, 2017 as compared to the comparable quarter of 2016. Patient days and adjusted patient days each increased 1.4% during the three-month period ended June 30, 2017 as compared to the comparable prior year quarter. The average length of inpatient stay at these facilities was 12.8 days and 13.1 days during the three-month periods ended June 30, 2017 and 2016, respectively. The occupancy rate, based on the average available beds at these facilities, was 77% during each of the three-month periods ended June 30, 2017 and 2016.

Six-month periods ended June 30, 2017 and 2016:

On a same facility basis during the first six months of 2017, as compared to the comparable period of 2016, net revenues generated from our behavioral health services increased \$41 million, or 1.8%, to \$2.33 billion from \$2.29 billion. Income before income taxes decreased \$31 million or 6% to \$513 million or 22.0% of net revenues during the six-month period ended June 30, 2017, as compared to \$544 million or 23.7% of net revenues during the comparable period of 2016.

During the six-month period ended June 30, 2017, net revenue per adjusted admission decreased 1.2% and net revenue per adjusted patient day increased 1.0%, as compared to the comparable period of 2016. On a same facility basis, inpatient admissions and adjusted admissions to our behavioral health facilities each increased 3.1% during the six-month period ended June 30, 2017 as compared to the comparable period of 2016. Patient days and adjusted patient days each increased 0.8% during the six-month period ended June 30, 2017 as compared to the comparable prior year period. The average length of inpatient stay at these facilities was 12.8 days and 13.0 days during the six-month periods ended June 30, 2017 and 2016, respectively. The occupancy rate, based on the average available beds at these facilities, was 77% during each of the six-month periods ended June 30, 2017 and 2016.

In certain markets in which we operate, the ability of our behavioral health facilities to fully meet the demand for their services has been unfavorably impacted by a shortage of clinicians which includes psychiatrists, nurses and mental health technicians which has, at times, caused the closure of a portion of available bed capacity. As a result, we have instituted certain initiatives at the impacted facilities designed to enhance recruitment and retention of clinical staff. Although we believe the impact on these facilities is temporary, we can provide no assurance that these factors will not continue to unfavorably impact our patient volumes.

All Behavioral Health Care Facilities

The following table summarizes the results of operations for all our behavioral health care services during the three and six-month periods ended June 30, 2017 and 2016. These amounts include: (i) our behavioral health care results on a same facility basis, as indicated above; (ii) the impact of provider tax assessments which increased net revenues and other operating expenses but had no impact on income before income taxes, and; (iii) certain other amounts including the results of facilities acquired or opened during the past twelve months including the behavioral health care facilities acquired in the U.K. in connection with our acquisition of Cambian Group, PLC's adult services division which was acquired in late December, 2016. Dollar amounts below are reflected in thousands.

	Three months ended June 30, 2017		Three months ended June 30, 2016		Six months ended June 30, 2017		Six months ended June 30, 2016	
	Amount	% of Net Revenues	Amount	% of Net Revenues	Amount	% of Net Revenues	Amount	% of Net Revenues
Net revenues before provision for doubtful accounts	\$ 1,270,547		\$ 1,203,826		\$ 2,520,295		\$ 2,394,916	
Less: Provision for doubtful accounts	27,986		29,071		59,612		59,115	
Net revenues	1,242,561	100.0%	1,174,755	100.0%	2,460,683	100.0%	2,335,801	100.0%
Operating charges:								
Salaries, wages and benefits	622,829	50.1%	567,280	48.3%	1,236,678	50.3%	1,132,152	48.5%
Other operating expenses	268,241	21.6%	240,714	20.5%	522,719	21.2%	477,729	20.5%
Supplies expense	49,984	4.0%	48,664	4.1%	99,020	4.0%	97,000	4.2%
Depreciation and amortization	37,564	3.0%	33,887	2.9%	74,509	3.0%	67,419	2.9%
Lease and rental expense	11,358	0.9%	10,856	0.9%	22,518	0.9%	22,118	0.9%
Subtotal-operating expenses	989,976	79.7%	901,401	76.7%	1,955,444	79.5%	1,796,418	76.9%
Income from operations	252,585	20.3%	273,354	23.3%	505,239	20.5%	539,383	23.1%
Interest expense, net	439	0.0%	438	0.0%	1,162	0.0%	882	0.0%
Income before income taxes	\$ 252,146	20.3%	\$ 272,916	23.2%	\$ 504,077	20.5%	\$ 538,501	23.1%

Three-month periods ended June 30, 2017 and 2016:

During the three-month period ended June 30, 2017, as compared to the comparable prior year quarter, net revenues generated from our behavioral health services increased \$68 million or 5.8% due to: (i) the above-mentioned \$25 million or 2.2% increase in net revenues on a same facility basis, and; (ii) \$43 million of other combined net increases consisting primarily of the revenues generated at the facilities acquired in the U.K. in late December 2016 in connection with our acquisition of Cambian Group, PLC's adult services division, partially offset by a \$7 million decrease due to a prior year, Medicaid disproportionate share hospital revenue adjustment related to a certain state recorded during the second quarter of 2017.

Income before income taxes decreased \$21 million or 8% to \$252 million or 20.3% of net revenues during the second quarter of 2017 as compared to \$273 million or 23.2% during the second quarter of 2016. Included in these results are the following:

- a \$13 million decrease at our behavioral health care facilities on a same facility basis, as discussed above;
- a \$13 million decrease due to: (i) a prior year, Medicaid disproportionate share hospital revenue adjustment related to a certain state recorded during the second quarter of 2017 (\$7 million), and; (ii) increased professional and general liability expense relating to prior years that was recorded during the second quarter of 2017, based upon a reserve analysis (\$6 million), and;
- other combined net increase of \$5 million consisting primarily of the income generated during the second quarter of 2017 at the facilities acquired in the Cambian Group, PLC's adult services transaction in December, 2016.

Six-month periods ended June 30, 2017 and 2016:

During the six-month period ended June 30, 2017, as compared to the comparable prior year period, net revenues generated from our behavioral health services increased \$125 million or 5.3% due to: (i) the above-mentioned \$41 million or 1.8% increase in net revenues on a same facility basis; (ii) \$84 million of other combined net increases consisting primarily of the revenues generated at the facilities acquired in the U.K. in late December 2016 in connection with our acquisition of Cambian Group, PLC's adult services division, partially offset by a \$7 million decrease due to a prior year, Medicaid disproportionate share hospital revenue adjustment related to a certain state recorded during the second quarter of 2017.

Income before income taxes decreased \$34 million or 6% to \$504 million or 20.5% of net revenues during the first six months of 2017 as compared to \$539 million or 23.1% during comparable period of 2016. Included in these results are the following:

- a \$31 million decrease at our behavioral health care facilities on a same facility basis, as discussed above;
- a \$13 million decrease due to: (i) a prior year, Medicaid disproportionate share hospital revenue adjustment related to a certain state recorded during the second quarter of 2017 (\$7 million), and; (ii) increased professional and general liability expense relating to prior years that was recorded during the second quarter of 2017, based upon a reserve analysis (\$6 million), and;
- other combined net increase of \$10 million consisting primarily of the income generated during the first six months of 2017 at the facilities acquired in the Cambian Group, PLC's adult services transaction in December, 2016.

Sources of Revenue

Overview: We receive payments for services rendered from private insurers, including managed care plans, the federal government under the Medicare program, state governments under their respective Medicaid programs and directly from patients.

Hospital revenues depend upon inpatient occupancy levels, the medical and ancillary services and therapy programs ordered by physicians and provided to patients, the volume of outpatient procedures and the charges or negotiated payment rates for such services. Charges and reimbursement rates for inpatient routine services vary depending on the type of services provided (e.g., medical/surgical, intensive care or behavioral health) and the geographic location of the hospital. Inpatient occupancy levels fluctuate for various reasons, many of which are beyond our control. The percentage of patient service revenue attributable to outpatient services has generally increased in recent years, primarily as a result of advances in medical technology that allow more services to be provided on an outpatient basis, as well as increased pressure from Medicare, Medicaid and private insurers to reduce hospital stays and provide services, where possible, on a less expensive outpatient basis. We believe that our experience with respect to our increased outpatient levels mirrors the general trend occurring in the health care industry and we are unable to predict the rate of growth and resulting impact on our future revenues.

Patients are generally not responsible for any difference between customary hospital charges and amounts reimbursed for such services under Medicare, Medicaid, some private insurance plans, and managed care plans, but are responsible for services not covered by such plans, exclusions, deductibles or co-insurance features of their coverage. The amount of such exclusions, deductibles and co-insurance has generally been increasing each year. Indications from recent federal and state legislation are that this trend will

continue. Collection of amounts due from individuals is typically more difficult than from governmental or business payers which unfavorably impacts the collectability of our patient accounts.

Sources of Revenues and Health Care Reform: Given increasing budget deficits, the federal government and many states are currently considering additional ways to limit increases in levels of Medicare and Medicaid funding, which could also adversely affect future payments received by our hospitals. In addition, the uncertainty and fiscal pressures placed upon the federal government as a result of, among other things, economic recovery stimulus packages, responses to natural disasters, and the federal budget deficit in general may affect the availability of federal funds to provide additional relief in the future. We are unable to predict the effect of future policy changes on our operations.

In March, 2010, the Health Care and Education Reconciliation Act of 2010 (H.R. 4872, P.L. 111-152), (the "Reconciliation Act") and the Patient Protection and Affordable Care Act (P.L. 111-148), (the "ACA"), were enacted into law and created significant changes to health insurance coverage for U.S. citizens as well as material revisions to the federal Medicare and state Medicaid programs. Medicare, Medicaid and other health care industry changes which are scheduled to be implemented at various times during this decade are noted below.

Initiatives to repeal the ACA, in whole or in part, to delay elements of implementation or funding, and to offer amendments or supplements to modify its provisions, have been persistent and may increase as a result of the 2016 election. The ultimate outcomes of legislative attempts to repeal or amend the ACA and legal challenges to the ACA are unknown. Results of recent Congressional elections and the change of Presidential administrations beginning in 2017 could create a political environment in which substantial portions of the ACA are repealed or revised. Specifically, President Donald Trump has called for full repeal of the ACA and its replacement with health savings accounts, cross-states sales of health insurance, and modifications to state-managed Medicaid programs. Nevertheless, prospects for rapid enactment of radical change in the health care regulatory landscape are not clear, and President Donald Trump has already indicated that popular provisions of the ACA should be preserved. It remains unclear what portions of the ACA may remain, or what any replacement or alternative programs may be created by any future legislation. Any such future repeal or replacement may have significant impact on the reimbursement for healthcare services generally, and may create reimbursement for services competing with the services offered by our hospitals. Accordingly, there can be no assurance that the adoption of any future federal or state healthcare reform legislation will not have a negative financial impact on our hospitals, including their ability to compete with alternative healthcare services funded by such potential legislation, or for our hospitals to receive payment for services.

The following table shows the approximate percentages of net patient revenue for the three and six-month periods ended June 30, 2017 and 2016 presented on: (i) a combined basis for both our acute care and behavioral health facilities; (ii) for our acute care facilities only, and; (iii) for our behavioral health facilities only. Net patient revenue is defined as revenue from all sources after deducting contractual allowances and discounts from established billing rates, which we derived from various sources of payment for the periods indicated.

Acute Care and Behavioral Health Facilities Combined	Percentage of Net Patient Revenues		Percentage of Net Patient Revenues	
	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Third Party Payors:				
Medicare	18%	20%	19%	20%
Medicaid	12%	12%	11%	12%
Managed Care (HMO and PPOs)	57%	57%	56%	56%
Other Sources	13%	11%	14%	12%
Total	100%	100%	100%	100%
Acute Care Facilities	Percentage of Net Patient Revenues		Percentage of Net Patient Revenues	
	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Third Party Payors:				
Medicare	24%	25%	25%	26%
Medicaid	6%	7%	6%	7%
Managed Care (HMO and PPOs)	65%	66%	63%	64%
Other Sources	5%	2%	6%	3%
Total	100%	100%	100%	100%

Behavioral Health Facilities	Percentage of Net Patient Revenues		Percentage of Net Patient Revenues	
	Three Months Ended		Six Months Ended	
	June 30,	June 30,	June 30,	June 30,
	2017	2016	2017	2016
Third Party Payors:				
Medicare	12%	14%	13%	14%
Medicaid	15%	16%	15%	16%
Managed Care (HMO and PPOs)	48%	48%	48%	48%
Other Sources	25%	22%	24%	22%
Total	100%	100%	100%	100%

Medicare: Medicare is a federal program that provides certain hospital and medical insurance benefits to persons aged 65 and over, some disabled persons and persons with end-stage renal disease. All of our acute care hospitals and many of our behavioral health centers are certified as providers of Medicare services by the appropriate governmental authorities. Amounts received under the Medicare program are generally significantly less than a hospital's customary charges for services provided. Since a substantial portion of our revenues will come from patients under the Medicare program, our ability to operate our business successfully in the future will depend in large measure on our ability to adapt to changes in this program.

Under the Medicare program, for inpatient services, our general acute care hospitals receive reimbursement under the inpatient prospective payment system ("IPPS"). Under the IPPS, hospitals are paid a predetermined fixed payment amount for each hospital discharge. The fixed payment amount is based upon each patient's Medicare severity diagnosis related group ("MS-DRG"). Every MS-DRG is assigned a payment rate based upon the estimated intensity of hospital resources necessary to treat the average patient with that particular diagnosis. The MS-DRG payment rates are based upon historical national average costs and do not consider the actual costs incurred by a hospital in providing care. This MS-DRG assignment also affects the predetermined capital rate paid with each MS-DRG. The MS-DRG and capital payment rates are adjusted annually by the predetermined geographic adjustment factor for the geographic region in which a particular hospital is located and are weighted based upon a statistically normal distribution of severity. While we generally will not receive payment from Medicare for inpatient services, other than the MS-DRG payment, a hospital may qualify for an "outlier" payment if a particular patient's treatment costs are extraordinarily high and exceed a specified threshold. MS-DRG rates are adjusted by an update factor each federal fiscal year, which begins on October 1. The index used to adjust the MS-DRG rates, known as the "hospital market basket index," gives consideration to the inflation experienced by hospitals in purchasing goods and services. Generally, however, the percentage increases in the MS-DRG payments have been lower than the projected increase in the cost of goods and services purchased by hospitals.

In August, 2017, CMS published its IPPS 2018 final payment rule which provides for a 2.9% market basket increase to the base Medicare MS-DRG blended rate. When statutorily mandated budget neutrality factors, annual geographic wage index updates, documenting and coding adjustments and Health Care Reform mandated adjustments are considered, without consideration for the decreases related to the required Medicare Disproportionate Share Hospital ("DSH") payment changes and increase to the Medicare Outlier threshold, the overall increase in IPPS payments would approximate 2.3%. Including the estimated decrease to our DSH payments (approximating 0.1%) and certain other adjustments, we estimate our overall increase from the final IPPS 2018 rule (covering the period of October 1, 2017 through September 30, 2018) will approximate 1.8%. This projected impact from the IPPS 2018 final rule includes an increase of approximately 0.5% to partially restore cuts made as a result of the American Taxpayer Relief Act of 2012, as required by the 21st Century Cures Act but excludes the impact of the sequestration reductions related to the Budget Control Act of 2011, and Bipartisan Budget Act of 2015, as discussed below. CMS will also begin using uncompensated care data from the 2014 hospital cost report Worksheet S-10, one-third weighting as part of the proxy methodology to allocate approximately \$7 billion in the DSH Uncompensated Care Pool. This final rule change will result in wide variations among all hospitals nationwide in the distribution of these DSH funds compared to previous years. As a result of this final change by CMS, we could incur a material decrease in our DSH payments in federal fiscal year 2019 and forward if CMS increases the weighting of the Worksheet S-10 data in the DSH Pool allocation methodology.

In August, 2016, CMS published its IPPS 2017 final payment rule which provides for a 2.7% market basket increase to the base Medicare MS-DRG blended rate. When statutorily mandated budget neutrality factors, annual geographic wage index updates, documenting and coding adjustments and Health Care Reform mandated adjustments are considered, without consideration for the decreases related to the required DSH payment changes and increase to the Medicare Outlier threshold, the overall increase in IPPS payments would approximate 0.95%. Including the estimated decreases to our DSH payments (approximating -0.8%) and certain other adjustments, we estimate our overall decrease from the final IPPS 2017 rule (covering the period of October 1, 2016 through September 30, 2017) will approximate -0.2%. This projected impact from the IPPS 2017 final rule includes both the impact of the American Taxpayer Relief Act of 2012 documentation and coding adjustment and the required changes to the DSH payments related

to the traditional Medicare fee for service, however, it excludes the impact of the sequestration reductions related to the Budget Control Act of 2011, and Bipartisan Budget Act of 2015, as discussed below.

In July, 2015, CMS published its IPPS 2016 final payment rule which provided for a 2.4% market basket increase to the base Medicare MS-DRG blended rate. When statutorily mandated budget neutrality factors, annual geographic wage index updates, documenting and coding adjustments and Health Care Reform mandated adjustments are considered, without consideration for the decreases related to the required Medicare DSH payment changes and decrease to the Medicare Outlier threshold, the overall increase in IPPS payments approximated 1.1%. Including the decreases to our Medicare DSH payments (approximating 1.6%) and certain other adjustments, our overall decrease from the final IPPS 2016 rule (covering the period of October 1, 2015 through September 30, 2016) was approximately -0.1%. The impact from the IPPS 2016 final rule includes both the impact of the American Taxpayer Relief Act of 2012 documentation and coding adjustment and the required changes to the DSH payments related to the traditional Medicare fee for service, however, it excludes the impact of the sequestration reductions related to the Budget Control Act of 2011, and Bipartisan Budget Act of 2015, as discussed below.

In August, 2013, CMS published its final IPPS 2014 payment rule which expanded CMS's policy under which it defines inpatient admissions to include the use of an objective time of care standard. Specifically, it would require Medicare's external review contractors to presume that hospital inpatient admissions are reasonable and necessary when beneficiaries receive a physician order for admission and receive medically necessary services for at least two midnights (the "Two Midnight" rule). In October, 2015 as part of the 2016 Medicare Outpatient Prospective Payment System ("OPPS") final rule (additional related disclosure below), CMS will allow payment for one-midnight stays under the Medicare Part A benefit on a case-by case basis for rare and unusual exceptions based the presence of certain clinical factors. CMS also announced in the final rule that, effective October 1, 2015, Quality Improvement Organizations ("QIOs") will conduct reviews of short inpatient stay reviews rather than Medicare Administrative Contractors. Additionally, CMS also announced that Recovery Audit Contractors ("RACs") resumed patient status reviews for claims with admission dates of January 1, 2016 or later, and the agency indicates that RACs will conduct these reviews focused on providers with high denial rates that are referred by the QIOs. In its IPPS 2017 final payment rule, CMS: (i) reversed the Two-Midnight rule's 0.2% reduction in hospital payments, and; (ii) implemented a temporary one-time increase of 0.8% in FFY2017 payments to offset cuts in the preceding fiscal years affected by the prior 0.2% reduction.

In August, 2011, the Budget Control Act of 2011 (the "2011 Act") was enacted into law. Included in this law are the imposition of annual spending limits for most federal agencies and programs aimed at reducing budget deficits by \$917 billion between 2012 and 2021, according to a report released by the Congressional Budget Office. Among its other provisions, the law established a bipartisan Congressional committee, known as the Joint Committee, which was responsible for developing recommendations aimed at reducing future federal budget deficits by an additional \$1.5 trillion over 10 years. The Joint Committee was unable to reach an agreement by the November 23, 2011 deadline and, as a result, across-the-board cuts to discretionary, national defense and Medicare spending were implemented on March 1, 2013 resulting in Medicare payment reductions of up to 2% per fiscal year. The Bipartisan Budget Act of 2015, enacted on November 2, 2015, continued the 2% reductions to Medicare reimbursement imposed under the 2011 Act.

On January 2, 2013 ATRA was enacted which, among other things, includes a requirement for CMS to recoup \$11 billion from hospitals from Medicare IPPS rates during federal fiscal years 2014 to 2017. The recoupment relates to IPPS documentation and coding adjustments for the period 2008 to 2013 for which adjustments were not previously applied by CMS. Both the 2014 and 2015 IPPS final rules include a -0.8% recoupment adjustment. CMS has included the same 0.8% recoupment adjustment in fiscal year 2016 and has included a 1.5% recoupment adjustment in federal fiscal year 2017 in order to recover the entire \$11 billion. This adjustment is reflected in the IPPS estimated impact amounts noted above. On April 16, 2015, the Medicare Access and CHIP Reauthorization Act of 2015 was enacted and an anticipated 3.2% payment increase in 2018 is scheduled to be phased in at approximately 0.5% per year over 6 years beginning in fiscal year 2018.

Inpatient services furnished by psychiatric hospitals under the Medicare program are paid under a Psychiatric Prospective Payment System ("Psych PPS"). Medicare payments to psychiatric hospitals are based on a prospective per diem rate with adjustments to account for certain facility and patient characteristics. The Psych PPS also contains provisions for outlier payments and an adjustment to a psychiatric hospital's base payment if it maintains a full-service emergency department.

In August, 2017, CMS published its Psych PPS final rule for the federal fiscal year 2018. Under this final rule, payments to our psychiatric hospitals and units are estimated to increase by 1.25% compared to federal fiscal year 2017. This amount includes the effect of the 2.6% market basket update less a 0.75% adjustment as required by the ACA and a 0.6% productivity adjustment.

In July, 2016, CMS published its Psych PPS final rule for the federal fiscal year 2017. Under this final rule, payments to psychiatric hospitals and units are estimated to increase by 2.3% compared to federal fiscal year 2016. This amount includes the effect of the 2.8% market basket update less a 0.2% adjustment as required by the ACA and a 0.3% productivity adjustment.

In July, 2015, CMS published its Psych PPS final rule for the federal fiscal year 2016. Under this final rule, payments to psychiatric hospitals and units increased by approximately 1.7% compared to federal fiscal year 2015. This amount includes the effect of the 2.4% market basket update less a 0.2% adjustment as required by the ACA and a 0.5% productivity adjustment. The final rule also updates the Inpatient Psychiatric Quality Reporting Program, which requires psychiatric facilities to report on quality measures or incur a reduction in their annual payment update.

In July, 2017, CMS published its OPSS proposed rule for 2018. The hospital market basket increase is 2.9%. The Medicare statute requires a productivity adjustment reduction of 0.4% and 0.75% reduction to the 2017 OPSS market basket resulting in a 2018 OPSS market basket update at 1.75%. When other statutorily required adjustments and hospital patient service mix are considered, we estimate that our overall Medicare OPSS update for 2018 will aggregate to a net increase of 2.8% which includes a -1.0% decrease to behavioral health division partial hospitalization rates. When the behavioral health division's partial hospitalization rate impact is excluded, we estimate that our Medicare 2018 OPSS payments will result in a 2.8% increase in payment levels for our acute care division, as compared to 2017. Additionally, the Medicare inpatient-only (IPO) list includes procedures that are only paid under the Hospital Inpatient Prospective Payment System. Each year, CMS uses established criteria to review the IPO list and determine whether or not any procedures should be removed from the list. CMS is proposing to remove total knee arthroplasty (TKA) from the IPO list effective January 1, 2018. The 2018 OPSS/ASC proposed rule also seeks comment regarding whether partial and total hip arthroplasty should also be removed from the IPO list. While we are unable to estimate the impact of these IPO changes on our future results of operations, the migration of TKA procedures from inpatient setting to an outpatient setting will result in a decrease to Medicare payments for this procedure.

In November, 2016, CMS published its OPSS final rule for 2017. The hospital market basket increase is 2.7%. The Medicare statute requires a productivity adjustment reduction of 0.3% and 0.75% reduction to the 2017 OPSS market basket resulting in a 2017 OPSS market basket update at 1.65%. When other statutorily required adjustments and hospital patient service mix are considered, we estimate that our overall Medicare OPSS update for 2017 will aggregate to a net increase of 1.5% which includes a -1.3% decrease to behavioral health division partial hospitalization rates. When the behavioral health division's partial hospitalization rate impact is excluded, we estimate that our Medicare 2017 OPSS payments will result in a 2.1% increase in payment levels for our acute care division, as compared to 2016.

In October, 2015, CMS published its OPSS final rule for 2016. The hospital market basket increase is 2.8%. The Medicare statute requires a productivity adjustment reduction of 0.5% and 0.2% reduction to the 2016 OPSS market basket. Additionally, CMS also proposes a reduction of 2.0%, which the CMS claims is necessary to eliminate \$1 billion in excess laboratory payments that CMS packaged into OPSS payment rates in 2014 resulting in a 2016 OPSS market basket update at -0.3%. When other statutorily required adjustments and hospital patient service mix are considered, our overall Medicare OPSS update for 2016 aggregated to a net decrease of approximately -0.2% which includes a 7.0% increase to behavioral health division partial hospitalization rates. When the behavioral health division's partial hospitalization rate impact is excluded, our Medicare 2016 OPSS payments resulted in a -1.6% decrease in payment levels for our acute care division, as compared to 2015.

In October, 2014, CMS published its OPSS final rule for 2015. The hospital market basket increase is 2.9%. The Medicare statute requires a productivity adjustment reduction of 0.5% and 0.2% reduction to the 2015 OPSS market basket resulting in a 2015 OPSS market basket update at 2.2%. In the final rule, CMS will reduce the 2015 Medicare rates for both hospital-based and community mental health center partial hospitalization programs. When other statutorily required adjustments, hospital patient service mix and the aforementioned partial hospitalization rates are considered, our overall Medicare OPSS for 2015 aggregated to a net increase of approximately 0.2%. Excluding the behavioral health division partial hospitalization rate impact, our Medicare OPSS payment increase for 2015 was approximately 1.5%.

Medicaid: Medicaid is a joint federal-state funded health care benefit program that is administered by the states to provide benefits to qualifying individuals who are unable to afford care. Most state Medicaid payments are made under a PPS-like system, or under programs that negotiate payment levels with individual hospitals. Amounts received under the Medicaid program are generally significantly less than a hospital's customary charges for services provided. In addition to revenues received pursuant to the Medicare program, we receive a large portion of our revenues either directly from Medicaid programs or from managed care companies managing Medicaid. All of our acute care hospitals and most of our behavioral health centers are certified as providers of Medicaid services by the appropriate governmental authorities.

We receive revenues from various state and county based programs, including Medicaid in all the states in which we operate (we receive Medicaid revenues in excess of \$100 million annually from each of Texas, Washington, D.C., California, Nevada, Pennsylvania, Illinois, and Massachusetts); CMS-approved Medicaid supplemental programs in certain states including Texas, Mississippi, Illinois, Oklahoma, Nevada, Arkansas, California and Indiana, and; state Medicaid disproportionate share hospital payments in certain states including Texas and South Carolina. We are therefore particularly sensitive to potential reductions in Medicaid and other state based revenue programs as well as regulatory, economic, environmental and competitive changes in those

states. We can provide no assurance that reductions to revenues earned pursuant to these programs, particularly in the above-mentioned states, will not have a material adverse effect on our future results of operations.

The ACA substantially increases the federally and state-funded Medicaid insurance program, and authorizes states to establish federally subsidized non-Medicaid health plans for low-income residents not eligible for Medicaid starting in 2014. However, the Supreme Court has struck down portions of the ACA requiring states to expand their Medicaid programs in exchange for increased federal funding. Accordingly, many states in which we operate have not expanded Medicaid coverage to individuals at 133% of the federal poverty level. Facilities in states not opting to expand Medicaid coverage under the ACA may be additionally penalized by corresponding reductions to Medicaid disproportionate share hospital payments beginning in 2018, as discussed below. We can provide no assurance that further reductions to Medicaid revenues, particularly in the above-mentioned states, will not have a material adverse effect on our future results of operations.

Various State Medicaid Supplemental Payment Programs:

We incur health-care related taxes (“Provider Taxes”) imposed by states in the form of a licensing fee, assessment or other mandatory payment which are related to: (i) healthcare items or services; (ii) the provision of, or the authority to provide, the health care items or services, or; (iii) the payment for the health care items or services. Such Provider Taxes are subject to various federal regulations that limit the scope and amount of the taxes that can be levied by states in order to secure federal matching funds as part of their respective state Medicaid programs. As outlined below, we derive a related Medicaid reimbursement benefit from assessed Provider Taxes in the form of Medicaid claims based payment increases and/or lump sum Medicaid supplemental payments.

Included in these Provider Tax programs are reimbursements received in connection with Texas Uncompensated Care/Upper Payment Limit program (“UC/UPL”) and Texas Delivery System Reform Incentive Payments program (“DSRIP”). Additional disclosure related to the Texas UC/UPL and DSRIP programs is provided below.

Texas Uncompensated Care/Upper Payment Limit Payments:

Certain of our acute care hospitals located in various counties of Texas (Hidalgo, Maverick, Potter and Webb) participate in Medicaid supplemental payment Section 1115 Waiver indigent care programs. Section 1115 Waiver Uncompensated Care (“UC”) payments replace the former Upper Payment Limit (“UPL”) payments. These hospitals also have affiliation agreements with third-party hospitals to provide free hospital and physician care to qualifying indigent residents of these counties. Our hospitals receive both supplemental payments from the Medicaid program and indigent care payments from third-party, affiliated hospitals. The supplemental payments are contingent on the county or hospital district making an Inter-Governmental Transfer (“IGT”) to the state Medicaid program while the indigent care payment is contingent on a transfer of funds from the applicable affiliated hospitals. However, the county or hospital district is prohibited from entering into an agreement to condition any IGT on the amount of any private hospital’s indigent care obligation.

On September 30, 2014, CMS notified the Texas Health and Human Services Commission (“THHSC”) that it was deferring the federal matching funds (approximately \$75 million) on Texas Medicaid UC payments made to providers in certain counties. A deferral results in CMS withholding funds from the state representing the federal portion of Medicaid payments the state has previously made to providers. A deferral goes into effect when CMS questions the basis for all or part of the amount of Medicaid payments made to certain providers, and remains in place subject to CMS’s final determination. Our Texas hospitals are not located in the geographic areas impacted by this deferral. On January 7, 2015, CMS removed the aforementioned deferral but indicated they will continue their review and assessment of the underlying UC financing arrangements as to ensure their compliance with the applicable federal regulations and eligibility for federal matching dollars. In May, 2015, THHSC was informed by CMS that current private-hospital funding arrangements can continue for waiver-payment dates through August, 2017, without risk of disallowance of federal matching funds on the same grounds questioned in last year’s deferral.

For state fiscal year 2017, Texas Medicaid will continue to operate under a CMS-approved Section 1115 five-year Medicaid waiver demonstration program extended by CMS for fifteen months to December 31, 2017. During the first five years of this program that started in state fiscal year 2012, the THHSC transitioned away from UPL payments to new waiver incentive payment programs, UC and DSRIP payments. During the first year of transition, which commenced on October 1, 2011, THHSC made payments to Medicaid UPL recipient providers that received payments during the state’s prior fiscal year. During demonstration years two through seven (October 1, 2012 through December 31, 2017), THHSC has, and will continue to, make incentive payments under the program after certain qualifying criteria are met by hospitals. Supplemental payments are also subject to aggregate statewide caps based on CMS approved Medicaid waiver amounts.

Texas Delivery System Reform Incentive Payments:

In addition, the Texas Medicaid Section 1115 Waiver includes a DSRIP pool to incentivize hospitals and other providers to transform their service delivery practices to improve quality, health status, patient experience, coordination, and cost-effectiveness. DSRIP pool payments are incentive payments to hospitals and other providers that develop programs or strategies to enhance access to health care,

increase the quality of care, the cost-effectiveness of care provided and the health of the patients and families served. In May, 2014, CMS formally approved specific DSRIP projects for certain of our hospitals for demonstration years 3 to 5 (our facilities did not materially participate in the DSRIP pool during demonstration years 1 or 2). DSRIP payments are contingent on the hospital meeting certain pre-determined milestones, metrics and clinical outcomes. Additionally, DSRIP payments are contingent on a governmental entity providing an IGT for the non-federal share component of the DSRIP payment. THHS generally approves DSRIP reported metrics, milestones and clinical outcomes on a semi-annual basis in June and December.

Summary of Amounts Related To The Above-Mentioned Various State Medicaid Supplemental Payment Programs:

The following table summarizes the revenues, Provider Taxes and net benefit related to each of the above-mentioned Medicaid supplemental programs for the three and six-month periods ended June 30, 2017 and 2016. The Provider Taxes are recorded in other operating expenses on the Condensed Consolidated Statements of Income as included herein.

	(amounts in millions)			
	Three Months Ended		Six Months Ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
Texas UC/UPL:				
Revenues	\$ 19	\$ 14	\$ 35	\$ 30
Provider Taxes	(4)	(2)	(7)	(3)
Net benefit	\$ 15	\$ 12	\$ 28	\$ 27
Texas DSRIP:				
Revenues	\$ 7	\$ 16	\$ 7	\$ 16
Provider Taxes	(3)	(6)	(3)	(6)
Net benefit	\$ 4	\$ 10	\$ 4	\$ 10
Various other state programs:				
Revenues	\$ 56	\$ 51	\$ 110	\$ 109
Provider Taxes	(33)	(31)	(65)	(66)
Net benefit	\$ 23	\$ 20	\$ 45	\$ 43
Total all Provider Tax programs:				
Revenues	\$ 82	\$ 81	\$ 152	\$ 155
Provider Taxes	(40)	(39)	(75)	(75)
Net benefit	\$ 42	\$ 42	\$ 77	\$ 80

We estimate that our aggregate net benefit from the Texas and various other state Medicaid supplemental payment programs will approximate \$149 million (net of Provider Taxes of \$159 million) during the year ended December 31, 2017. This estimate is based upon various terms and conditions that are out of our control including, but not limited to, the states'/CMS's continued approval of the programs and the applicable hospital district or county making IGTs consistent with 2016 levels. Future changes to these terms and conditions could materially reduce our net benefit derived from the programs which could have a material adverse impact on our future consolidated results of operations. In addition, Provider Taxes are governed by both federal and state laws and are subject to future legislative changes that, if reduced from current rates in several states, could have a material adverse impact on our future consolidated results of operations.

Texas and South Carolina Medicaid Disproportionate Share Hospital Payments:

Hospitals that have an unusually large number of low-income patients (i.e., those with a Medicaid utilization rate of at least one standard deviation above the mean Medicaid utilization, or having a low income patient utilization rate exceeding 25%) are eligible to receive a DSH adjustment. Congress established a national limit on DSH adjustments. Although this legislation and the resulting state broad-based provider taxes have affected the payments we receive under the Medicaid program, to date the net impact has not been materially adverse.

Upon meeting certain conditions and serving a disproportionately high share of Texas' and South Carolina's low income patients, five of our facilities located in Texas and one facility located in South Carolina received additional reimbursement from each state's DSH fund. The South Carolina and Texas DSH programs were renewed for each state's 2017 DSH fiscal year (covering the period of October 1, 2016 through September 30, 2017).

In connection with these DSH programs, included in our financial results was an aggregate of approximately \$7 million and \$10 million during the three-month periods ended June 30, 2017 and 2016, respectively and \$17 million during each of the six-month periods ended June 30, 2017 and 2016, respectively. We expect reimbursements to our hospitals, pursuant to the 2017 fiscal year programs for Texas and South Carolina, to be at amounts similar to each state's 2016 fiscal year amounts.

The ACA and subsequent federal legislation provides for a significant reduction in Medicaid disproportionate share payments beginning in federal fiscal year 2018 (see below in *Sources of Revenues and Health Care Reform-Medicaid Revisions* for additional disclosure). The U.S. Department of Health and Human Services is to determine the amount of Medicaid DSH payment cuts imposed on each state based on a defined methodology. As Medicaid DSH payments to states will be cut, consequently, payments to Medicaid-participating providers, including our hospitals in Texas and South Carolina, will likely be reduced in the coming years. We are unable to estimate the impact of this federally required reduction at this time.

Nevada SPA:

In Nevada, CMS approved a state plan amendment ("SPA") in August, 2014 that implemented a hospital supplemental payment program retroactive to January 1, 2014 and which was subsequently approved through September 30, 2016. In July, 2016, CMS approved the program for the period of July 1, 2016 through June 30, 2017.

In connection with this program, included in our financial results was approximately \$5 million and \$1 million during the three-month periods ended June 30, 2017 and 2016, respectively and \$10 million and \$5 million during the six-month periods ended June 30, 2017 and 2016, respectively. Assuming the program is approved for the state's 2018 fiscal year, we estimate that our reimbursements pursuant to this program will approximate \$20 million during the year ended December 31, 2017.

Risk Factors Related To State Supplemental Medicaid Payments:

As outlined above, we receive substantial reimbursement from multiple states in connection with various supplemental Medicaid payment programs. The states include, but are not limited to, Texas, Mississippi, Illinois, Oklahoma, Nevada, Arkansas, California and Indiana. Failure to renew these programs beyond their scheduled termination dates, failure of the public hospitals to provide the necessary IGTs for the states' share of the DSH programs, failure of our hospitals that currently receive supplemental Medicaid revenues to qualify for future funds under these programs, or reductions in reimbursements, could have a material adverse effect on our future results of operations.

In April, 2016, CMS published its final Medicaid Managed Care Rule which explicitly permits but phases out the use of pass-through payments (including supplemental payments) by Medicaid Managed Care Organizations ("MCO") to hospitals over ten years but allows for a transition of the pass-through payments into value-based payment structures, delivery system reform initiatives or payments tied to services under a MCO contract. Since we are unable to determine the financial impact of this aspect of the final rule, we can provide no assurance that the final rule will not have a material adverse effect on our future results of operations.

Massachusetts Health Safety Net Care Pool ("SCNP")

Included in our financial results for the three and six-month periods ended June 30, 2017 was a \$7 million pre-tax charge incurred to establish a reserve related to Massachusetts Health SNCP payments received by certain of our behavioral health facilities during the period October, 2014 through December, 2016. SNCP payments are made by Massachusetts under the current CMS approved Section 1115 Medicaid Waiver available to Institutions of Medical Disease. During the second quarter of 2017, we received notification that such payments are subject to a retroactively applied uncompensated care cost limit protocol.

HITECH Act: In July 2010, the Department of Health and Human Services ("HHS") published final regulations implementing the health information technology ("HIT") provisions of the American Recovery and Reinvestment Act (referred to as the "HITECH Act"). The final regulation defines the "meaningful use" of Electronic Health Records ("EHR") and establishes the requirements for the Medicare and Medicaid EHR payment incentive programs. The final rule established an initial set of standards and certification criteria. The implementation period for these new Medicare and Medicaid incentive payments started in federal fiscal year 2011 and can end as late as 2016 for Medicare and 2021 for the state Medicaid programs. State Medicaid program participation in this federally funded incentive program is voluntary but all of the states in which our eligible hospitals operate have chosen to participate. Our acute care hospitals may qualify for these EHR incentive payments upon implementation of the EHR application assuming they meet the "meaningful use" criteria. The government's ultimate goal is to promote more effective (quality) and efficient healthcare delivery through the use of technology to reduce the total cost of healthcare for all Americans and utilizing the cost savings to expand access to the healthcare system.

Pursuant to HITECH Act regulations, hospitals that do not qualify as a meaningful user of EHR by 2015 are subject to a reduced market basket update to the IPPS standardized amount in 2015 and each subsequent fiscal year. We believe that all of our acute care hospitals have met the applicable meaningful use criteria and therefore are not subject to a reduced market basket update to the IPPS

standardized amount in federal fiscal year 2015. However, under the HITECH Act, hospitals must continue to meet the applicable meaningful use criteria in each fiscal year or they will be subject to a market basket update reduction in a subsequent fiscal year. Failure of our acute care hospitals to continue to meet the applicable meaningful use criteria would have an adverse effect on our future net revenues and results of operations.

In connection with the implementation of EHR applications at our acute care hospitals, our consolidated results of operations include net pre-tax charges of \$7 million and \$9 million during the three-month periods ended June 30, 2017 and 2016, respectively, and \$15 million and \$17 million during the six-month periods ended June 30, 2017 and 2016, respectively. These net pre-tax charges consisted of depreciation and amortization expense related to the costs incurred for the purchase and development of the application, net of the portion of the net expense that was attributable to noncontrolling interests.

Federal regulations require that Medicare EHR incentive payments be computed based on the Medicare cost report that begins in the federal fiscal period in which a hospital meets the applicable "meaningful use" requirements. Since the annual Medicare cost report periods for each of our acute care hospitals ends on December 31st, we will recognize Medicare EHR incentive income for each hospital during the fourth quarter of the year in which the facility meets the "meaningful use" criteria and during the fourth quarter of each applicable subsequent year.

Managed Care: A significant portion of our net patient revenues are generated from managed care companies, which include health maintenance organizations, preferred provider organizations and managed Medicare (referred to as Medicare Part C or Medicare Advantage) and Medicaid programs. In general, we expect the percentage of our business from managed care programs to continue to grow. The consequent growth in managed care networks and the resulting impact of these networks on the operating results of our facilities vary among the markets in which we operate. Typically, we receive lower payments per patient from managed care payors than we do from traditional indemnity insurers, however, during the past few years we have secured price increases from many of our commercial payors including managed care companies.

Commercial Insurance: Our hospitals also provide services to individuals covered by private health care insurance. Private insurance carriers typically make direct payments to hospitals or, in some cases, reimburse their policy holders, based upon the particular hospital's established charges and the particular coverage provided in the insurance policy. Private insurance reimbursement varies among payors and states and is generally based on contracts negotiated between the hospital and the payor.

Commercial insurers are continuing efforts to limit the payments for hospital services by adopting discounted payment mechanisms, including predetermined payment or DRG-based payment systems, for more inpatient and outpatient services. To the extent that such efforts are successful and reduce the insurers' reimbursement to hospitals and the costs of providing services to their beneficiaries, such reduced levels of reimbursement may have a negative impact on the operating results of our hospitals.

Other Sources: Our hospitals provide services to individuals that do not have any form of health care coverage. Such patients are evaluated, at the time of service or shortly thereafter, for their ability to pay based upon federal and state poverty guidelines, qualifications for Medicaid or other state assistance programs, as well as our local hospitals' indigent and charity care policy. Patients without health care coverage who do not qualify for Medicaid or indigent care write-offs are offered substantial discounts in an effort to settle their outstanding account balances.

Health Care Reform: Listed below are the Medicare, Medicaid and other health care industry changes which have been, or are scheduled to be, implemented as a result of the ACA.

Implemented Medicare Reductions and Reforms:

- The Reconciliation Act reduced the market basket update for inpatient and outpatient hospitals and inpatient behavioral health facilities by 0.25% in each of 2010 and 2011, by 0.10% in each of 2012 and 2013, 0.30% in 2014, 0.20% in each of 2015 and 2016 and 0.75% in 2017.
- The ACA implemented certain reforms to Medicare Advantage payments, effective in 2011.
- A Medicare shared savings program, effective in 2012.
- A hospital readmissions reduction program, effective in 2012.
- A value-based purchasing program for hospitals, effective in 2012.
- A national pilot program on payment bundling, effective in 2013.

- Reduction to Medicare DSH payments, effective in 2014, as discussed above.

Medicaid Revisions:

- Expanded Medicaid eligibility and related special federal payments, effective in 2014.
- The ACA (as amended by subsequent federal legislation) requires annual aggregate reductions in federal DSH funding from federal fiscal year (“FFY”) 2018 through FFY 2025. The aggregate annual reduction amounts are \$2.0 billion for FFY 2018, \$3.0 billion for FFY 2019, \$4.0 billion for FFY 2020, \$5.0 billion for FFY 2021, \$6.0 billion for FFY 2022, \$7.0 billion for FFY 2023, and \$8.0 billion for each of FFY 2024 and 2025.

Health Insurance Revisions:

- Large employer insurance reforms, effective in 2015.
- Individual insurance mandate and related federal subsidies, effective in 2014.
- Federally mandated insurance coverage reforms, effective in 2010 and forward.

The ACA seeks to increase competition among private health insurers by providing for transparent federal and state insurance exchanges. The ACA also prohibits private insurers from adjusting insurance premiums based on health status, gender, or other specified factors. We cannot provide assurance that these provisions will not adversely affect the ability of private insurers to pay for services provided to insured patients, or that these changes will not have a negative material impact on our results of operations going forward.

Value-Based Purchasing:

There is a trend in the healthcare industry toward value-based purchasing of healthcare services. These value-based purchasing programs include both public reporting of quality data and preventable adverse events tied to the quality and efficiency of care provided by facilities. Governmental programs including Medicare and Medicaid currently require hospitals to report certain quality data to receive full reimbursement updates. In addition, Medicare does not reimburse for care related to certain preventable adverse events. Many large commercial payers currently require hospitals to report quality data, and several commercial payers do not reimburse hospitals for certain preventable adverse events.

The ACA contains a number of provisions intended to promote value-based purchasing. The ACA prohibits the use of federal funds under the Medicaid program to reimburse providers for medical assistance provided to treat hospital acquired conditions (“HAC”). Beginning in FFY 2015, hospitals that fall into the top 25% of national risk-adjusted HAC rates for all hospitals in the previous year will receive a 1% reduction in their total Medicare payments. Additionally, hospitals with excessive readmissions for conditions designated by HHS will receive reduced payments for all inpatient discharges, not just discharges relating to the conditions subject to the excessive readmission standard.

The ACA also required HHS to implement a value-based purchasing program for inpatient hospital services which became effective on October 1, 2012. The ACA requires HHS to reduce inpatient hospital payments for all discharges by a percentage beginning at 1% in FFY 2013 and increasing by 0.25% each fiscal year up to 2% in FFY 2017 and subsequent years. HHS will pool the amount collected from these reductions to fund payments to reward hospitals that meet or exceed certain quality performance standards established by HHS. HHS will determine the amount each hospital that meets or exceeds the quality performance standards will receive from the pool of dollars created by these payment reductions. In its fiscal year 2016 IPPS final rule, CMS funded the value-based purchasing program by reducing base operating DRG payment amounts to participating hospitals by 1.75%. For FFY 2017, this reduction was increased to its maximum of 2%.

Readmission Reduction Program:

In the ACA, Congress also mandated implementation of the hospital readmission reduction program (“HRRP”). The HRRP currently assesses penalties on hospitals having excess readmission rates for heart failure, myocardial infarction, pneumonia, acute exacerbation of chronic obstructive pulmonary disease (COPD) and elective total hip arthroplasty (THA) and total knee arthroplasty (TKA), excluding planned readmissions, when compared to expected rates. In the fiscal year 2015 IPPS final rule, CMS added readmissions for coronary artery bypass graft (CABG) surgical procedures beginning in fiscal year 2017. The impact of HRRP has not had a material adverse effect on our results of operations.

Accountable Care Organizations:

The ACA requires HHS to establish a Medicare Shared Savings Program that promotes accountability and coordination of care through the creation of accountable care organizations (“ACOs”). The ACO program allows providers (including hospitals), physicians and other designated professionals and suppliers to voluntarily work together to invest in infrastructure and redesign delivery processes to achieve high quality and efficient delivery of services. The program is intended to produce savings as a result of improved quality and operational efficiency. ACOs that achieve quality performance standards established by HHS will be eligible to share in a portion of the amounts saved by the Medicare program.

In addition to statutory and regulatory changes to the Medicare and each of the state Medicaid programs, our operations and reimbursement may be affected by administrative rulings, new or novel interpretations and determinations of existing laws and regulations, post-payment audits, requirements for utilization review and new governmental funding restrictions, all of which may materially increase or decrease program payments as well as affect the cost of providing services and the timing of payments to our facilities. The final determination of amounts we receive under the Medicare and Medicaid programs often takes many years, because of audits by the program representatives, providers’ rights of appeal and the application of numerous technical reimbursement provisions. We believe that we have made adequate provisions for such potential adjustments. Nevertheless, until final adjustments are made, certain issues remain unresolved and previously determined allowances could become either inadequate or more than ultimately required.

Finally, we expect continued third-party efforts to aggressively manage reimbursement levels and cost controls. Reductions in reimbursement amounts received from third-party payors could have a material adverse effect on our financial position and our results.

Other Operating Results

Interest Expense:

As reflected on the schedule below, interest expense was \$36 million and \$30 million during the three-month periods ended June 30, 2017 and 2016, respectively, and \$71 million and \$60 million during the six-month periods ended June 30, 2017 and 2016, respectively (amounts in thousands):

	Three Months Ended June 30, 2017	Three Months Ended June 30, 2016	Six Months Ended June 30, 2017	Six Months Ended June 30, 2016
Revolving credit & demand notes (a.)	\$ 2,575	\$ 1,744	\$ 5,079	\$ 3,339
\$400 million, 7.125% Senior Notes due 2016 (b.)	-	4,907	-	12,031
\$300 million, 3.75% Senior Notes due 2019	2,812	2,813	5,625	5,625
\$700 million, 4.75% Senior Notes due 2022, net (c.)	8,071	5,040	16,140	8,603
\$400 million, 5.00% Senior Notes due 2026 (d.)	5,000	1,556	10,000	1,556
Term loan facility A (a.)	11,669	8,627	22,302	16,974
Accounts receivable securitization program (e.)	1,876	1,207	3,496	2,410
Subtotal-revolving credit, demand notes, Senior Notes, term loan facility and accounts receivable securitization program	32,003	25,894	62,642	50,538
Interest rate swap expense, net	773	2,191	2,091	4,460
Amortization of financing fees	2,225	1,869	4,451	3,649
Other combined interest expense	1,161	1,267	2,641	2,565
Capitalized interest on major projects	(230)	(766)	(373)	(1,127)
Interest income	(12)	(13)	(25)	(43)
Interest expense, net	<u>\$ 35,920</u>	<u>\$ 30,442</u>	<u>\$ 71,427</u>	<u>\$ 60,042</u>

- (a.) In June, 2016, we entered into a fifth amendment to our credit agreement dated November 15, 2010, as amended, to increase the size of the Term Loan A facility by \$200 million. Interest rates were not impacted by this amendment. The credit agreement, as amended, which is scheduled to expire in August, 2019, consists of: (i) an \$800 million revolving credit facility (\$455 million of outstanding borrowings as of June 30, 2017, and; (ii) a Term Loan A facility with \$1.82 billion outstanding as of June 30, 2017.
- (b.) The \$400 million, 7.125% Senior Notes matured and were repaid in June, 2016 utilizing a portion of the funds generated from the debt issuances discussed in (a.), (c.) and (d.).
- (c.) In June, 2016, we completed the offering of an additional \$400 million aggregate principal amount of 4.75% Senior Notes due in 2022 (issued at a yield of 4.35%), the terms of which were identical to the terms of our \$300 million aggregate principal amount of 4.75% Senior Notes due in 2022, issued in August, 2014. These Senior Notes, combined, are referred to as \$700 million, 4.75% Senior Notes due in 2022.

- (d.) In June, 2016, we completed the offering of \$400 million aggregate principal amount of 5.00% Senior Notes due in 2026.
- (e.) In July, 2017, we amended our accounts receivable securitization program, which is scheduled to expire in December, 2018, to increase the borrowing limit to \$440 million from \$400 million.

Interest expense increased \$5 million during the three-month period ended June 30, 2017, and \$11 million during the six-month period ended June 30, 2017, as compared to the comparable periods of 2016. The \$5 million increase in interest expense during the three-month period ended June 30, 2017, as compared to the three-month period ended June 30, 2016, was due primarily to: (i) a \$6 million increase in aggregate interest expense on our revolving credit, demand notes, senior notes, term loan facility and accounts receivable securitization program resulting from an increase in the aggregate average outstanding borrowings (\$4.0 billion during the three months ended June 30, 2017 as compared to \$3.55 billion in the comparable 2016 period), as well as an increase in our aggregate average cost of borrowings pursuant to these facilities (3.2% during the three months ended June 30, 2017 as compared to 2.9% in the comparable period of 2016), partially offset by; (ii) a \$1 million decrease in the interest rate swap expense.

The \$11 million increase in interest expense during the six-month period ended June 30, 2017, as compared to the six-month period ended June 30, 2016, was primarily due to: (i) a \$12 million increase in aggregate interest expense on our revolving credit, demand notes, senior notes, term loan facility and accounts receivable securitization program resulting from an increase in the aggregate average outstanding borrowings (\$4.02 billion during the six months ended June 30, 2017 as compared to \$3.46 billion in the comparable 2016 period), as well as an increase in our aggregate average cost of borrowings pursuant to these facilities (3.1% during the six months ended June 30, 2017 as compared to 2.9% in the comparable period of 2016); (ii) a \$1 million increase in amortization of financing fees, partially offset by; (iii) a \$2 million decrease in our interest rate swap expense.

Provision for Income Taxes and Effective Tax Rates:

The effective tax rates, as calculated by dividing the provision for income taxes by income before income taxes, were as follows for the three and six-month periods ended June 30, 2017 and 2016 (dollar amounts in thousands):

	Three months ended		Six month ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
Provision for income taxes	\$ 103,883	\$ 107,397	\$ 211,782	\$ 218,402
Income before income taxes	294,271	302,846	612,697	629,570
Effective tax rate	35.3%	35.5%	34.6%	34.7%

In May, 2016, we purchased third-party minority ownership interests in six acute care hospitals located in Las Vegas, Nevada. Prior to that date, outside owners held various noncontrolling, minority ownership interests in eight of our acute care facilities and one behavioral health care facility. Each of these facilities are owned and operated by limited liability companies ("LLC") or limited partnerships ("LP"). As a result, since there is no income tax liability incurred at the LLC/LP level (since it passes through to the members/partners), the net income attributable to noncontrolling interests does not include any income tax provision/benefit. When computing the provision for income taxes, as reflected on our consolidated statements of income, the net income attributable to noncontrolling interests is deducted from income before income taxes since it represents the third-party members'/partners' share of the income generated by the joint-venture entities. In addition to providing the effective tax rates, as indicated above (as calculated from dividing the provision for income taxes by the income before income taxes as reflected on the consolidated statements of income), we believe it is helpful to our investors that we also provide our effective tax rate as calculated after giving effect to the portion of our pre-tax income that is attributable to the third-party members/partners.

The effective tax rates, as calculated by dividing the provision for income taxes by the difference in income before income taxes, minus net income attributable to noncontrolling interests, were as follows for the three and six-month periods ended June 30, 2017 and 2016 (dollar amounts in thousands):

	Three months ended		Six month ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
Provision for income taxes	\$ 103,883	\$ 107,397	\$ 211,782	\$ 218,402
Income before income taxes	294,271	302,846	612,697	629,570
Less: Net income attributable to noncontrolling interests	(4,994)	(9,872)	(9,466)	(34,832)
Income before income taxes and after net income attributable to noncontrolling interests	289,277	292,974	603,231	594,738
Effective tax rate	35.9%	36.7%	35.1%	36.7%

The decrease in the effective tax rate during the three and six-month periods ended June 30, 2017, as compared to the comparable periods of 2016, was due primarily to: (i) reductions in the provision for income taxes of \$1 million and \$8 million during the three and six-month periods ended June 30, 2017, respectively, resulting from our January 1, 2017 adoption of ASU 2016-09, "Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting", as discussed herein, and; (ii) lower effective income tax rates applicable to the income generated during the three and six-month periods of 2017 at the behavioral health care facilities located in the U.K. that were acquired in late December, 2016 in connection with our acquisition of Cambian Group, PLC's adult services division.

Liquidity

Net cash provided by operating activities

Net cash provided by operating activities was \$534 million during the six-month period ended June 30, 2017 and \$836 million during the comparable period of 2016. The net decrease of \$302 million was primarily attributable to the following:

- a favorable change of \$13 million due to an increase in net income plus/minus depreciation and amortization expense and stock-based compensation;
- an unfavorable change of \$217 million in other working capital accounts resulting primarily from changes in accrued compensation and accounts payable due to timing of disbursements;
- an unfavorable change of \$92 million in cash flows from forward exchange contracts related to our investments in the United Kingdom;
- a favorable change of \$47 million in accounts receivable;
- an unfavorable change of \$24 million in accrued and deferred income taxes, and;
- \$29 million of other combined net unfavorable changes.

Days sales outstanding ("DSO"): Our DSO are calculated by dividing our net revenue by the number of days in the six-month periods. The result is divided into the accounts receivable balance at June 30th of each year to obtain the DSO. Our DSO were 50 days at each of June 30, 2017 and June 30, 2016.

Our accounts receivable as of June 30, 2017 and December 31, 2016 include amounts due from Illinois of approximately \$49 million and \$38 million, respectively. Collection of the outstanding receivables continues to be delayed due to state budgetary and funding pressures. Approximately \$31 million as of June 30, 2017 and \$25 million as of December 31, 2016, of the receivables due from Illinois were outstanding in excess of 60 days, as of each respective date. Although the accounts receivable due from Illinois could remain outstanding for the foreseeable future, since we expect to eventually collect all amounts due to us, no related reserves have been established in our consolidated financial statements. However, we can provide no assurance that we will eventually collect all amounts due to us from Illinois. Failure to ultimately collect all outstanding amounts due to us from Illinois would have an adverse impact on our future consolidated results of operations and cash flows.

Net cash used in investing activities

The \$305 million of net cash used in investing activities during the first six months of 2017 consisted of:

- \$262 million spent on capital expenditures;
- \$20 million spent to acquire businesses and property;
- \$19 million spent on the purchase and implementation of an information technology application, and;
- \$3 million spent to increase the statutorily required capital reserves of our commercial insurance subsidiary.

The \$275 million of net cash used in investing activities during the first six months of 2016 consisted of:

- \$248 million spent on capital expenditures, and;
- \$28 million spent to acquire businesses and property.

Net cash used in financing activities

During the first six months of 2017, we used \$197 million of net cash in financing activities as follows:

- spent \$46 million on net repayments of debt as follows: (i) \$44 million related to our term loan A facility, and; (ii) \$2 million related to other debt facilities;
- generated \$22 million of proceeds related to new borrowings pursuant to our on demand credit facility (\$20 million) and accounts receivable securitization program (\$1 million);
- spent \$147 million to repurchase shares of our Class B Common Stock in connection with: (i) income tax withholding obligations related to stock-based compensation programs (\$12 million), and; (ii) open market purchases pursuant to our \$800 million stock repurchase program (\$135 million);
- spent \$11 million to pay profit distributions related to noncontrolling interests in majority owned businesses;
- spent \$19 million to pay quarterly cash dividends of \$.10 per share, and;
- generated \$5 million from the issuance of shares of our Class B Common Stock pursuant to the terms of employee stock purchase plans.

During the first six months of 2016, we used \$564 million of net cash in financing activities as follows:

- spent \$843 million on net repayments of debt as follows: (i) \$400 million related to the 7.125% senior secured notes that matured in June, 2016; (ii) \$300 million related to our revolving credit facility; (iii) \$120 million related to our accounts receivable securitization program; (iv) \$22 million related to our term loan A facility, and; (v) \$1 million related to other debt facilities;
- generated \$1.022 billion of proceeds related to new borrowings as follows: (i) \$412 million received in connection with the issuance of additional 4.75% senior secured notes due in 2022; (ii) \$400 million received from the issuance of 5.0% senior secured notes due in 2026; (iii) \$200 million of additional borrowings pursuant to our term loan A facility, and; (iv) \$10 million of additional borrowings pursuant to our short-term, on-demand credit facility;
- spent \$418 million to purchase third-party minority ownership interests in our six acute care hospitals located in Las Vegas, Nevada;
- spent \$239 million to repurchase shares of our Class B Common Stock in connection with: (i) income tax withholding obligations related to stock-based compensation programs (\$43 million), and; (ii) open market purchases pursuant to our \$800 million stock repurchase program (\$196 million);
- spent \$60 million to pay profit distributions related to noncontrolling interests in majority owned businesses;
- spent \$19 million to pay quarterly cash dividends of \$.10 per share;
- spent \$11 million on financing costs, and;
- generated \$4 million from the issuance of shares of our Class B Common Stock pursuant to the terms of employee stock purchase plans.

2017 Expected Capital Expenditures:

During the remaining six months of 2017, we expect to spend approximately \$265 million to \$290 million on capital expenditures which includes expenditures for capital equipment, renovations and new projects at existing hospitals. We believe that our capital expenditure program is adequate to expand, improve and equip our existing hospitals. We expect to finance all capital expenditures and acquisitions with internally generated funds and/or additional funds, as discussed below.

Capital Resources

Credit Facilities and Outstanding Debt Securities

On June 7, 2016, we entered into a Fifth Amendment (the "Fifth Amendment") to our credit agreement dated as of November 15, 2010, as amended on March 15, 2011, September 21, 2012, May 16, 2013 and August 7, 2014, among UHS, as borrower, the several banks and other financial institutions from time to time parties thereto, as lenders ("Credit Agreement"). The Fifth Amendment increased the size of the term loan A facility by \$200 million and those proceeds were utilized to repay outstanding borrowings under the revolving credit facility of the Credit Agreement. The Credit Agreement, as amended, which is scheduled to mature in August, 2019, consists of: (i) an \$800 million revolving credit facility (\$455 million of borrowings outstanding as of June 30, 2017), and; (ii) a term loan A facility with \$1.820 billion of borrowings outstanding as of June 30, 2017.

Borrowings under the Credit Agreement bear interest at our election at either (1) the ABR rate which is defined as the rate per annum equal to the greatest of (a) the lender's prime rate, (b) the weighted average of the federal funds rate, plus 0.5% and (c) one month LIBOR rate plus 1%, in each case, plus an applicable margin based upon our consolidated leverage ratio at the end of each quarter ranging from 0.50% to 1.25% for revolving credit and term loan-A borrowings, or (2) the one, two, three or six month LIBOR rate (at our election), plus an applicable margin based upon our consolidated leverage ratio at the end of each quarter ranging from 1.50% to 2.25% for revolving credit and term loan-A borrowings. As of June 30, 2017, the applicable margins were 0.50% for ABR-based loans and 1.50% for LIBOR-based loans under the revolving credit and term loan-A facilities.

As of June 30, 2017, we had \$455 million of borrowings outstanding pursuant to the terms of our \$800 million revolving credit facility and we had \$277 million of available borrowing capacity net of \$33 million of outstanding letters of credit and \$35 million of outstanding borrowings pursuant to a short-term, on-demand credit facility. The revolving credit facility includes a \$125 million sub-limit for letters of credit. The Credit Agreement is secured by certain assets of the Company (which generally excludes asset classes such as substantially all of the patient-related accounts receivable of our acute care hospitals, certain real estate assets and assets held in joint-ventures with third-parties) and our material subsidiaries and guaranteed by our material subsidiaries.

Pursuant to the terms of the Credit Agreement, term loan-A installment payments of approximately \$22 million per quarter commenced during the fourth quarter of 2016 and are scheduled through June, 2019. Previously, approximately \$11 million of quarterly installment payments were made from the fourth quarter of 2014 through the third quarter of 2016.

In July, 2017, we amended our accounts receivable securitization program ("Securitization") with a group of conduit lenders and liquidity banks to increase the borrowing capacity to \$440 million from \$400 million previously. Pursuant to the terms of our Securitization program, on which the scheduled maturity date of December, 2018 remained unchanged, substantially all of the patient-related accounts receivable of our acute care hospitals ("Receivables") serve as collateral for the outstanding borrowings. We have accounted for this Securitization as borrowings. We maintain effective control over the Receivables since, pursuant to the terms of the Securitization, the Receivables are sold from certain of our subsidiaries to special purpose entities that are wholly-owned by us. The Receivables, however, are owned by the special purpose entities, can be used only to satisfy the debts of the wholly-owned special purpose entities, and thus are not available to us except through our ownership interest in the special purpose entities. The wholly-owned special purpose entities use the Receivables to collateralize the loans obtained from the group of third-party conduit lenders and liquidity banks. The group of third-party conduit lenders and liquidity banks do not have recourse to us beyond the assets of the wholly-owned special purpose entities that securitize the loans. At June 30, 2017, we had \$400 million of outstanding borrowings pursuant to the terms of the Securitization.

As of June 30, 2017, we had combined aggregate principal of \$1.4 billion from the following senior secured notes:

- \$300 million aggregate principal amount of 3.75% senior secured notes due in 2019 ("2019 Notes") which were issued on August 7, 2014.
- \$700 million aggregate principal amount of 4.75% senior secured notes due in 2022 ("2022 Notes") which were issued as follows:
 - o \$300 million aggregate principal amount issued on August 7, 2014 at par.
 - o \$400 million aggregate principal amount issued on June 3, 2016 at 101.5% to yield 4.35%.
- \$400 million aggregate principal amount of 5.00% senior secured notes due in 2026 ("2026 Notes") which were issued on June 3, 2016.

Interest is payable on the 2019 Notes and the 2022 Notes on February 1 and August 1 of each year until the maturity date of August 1, 2019 for the 2019 Notes and August 1, 2022 for the 2022 Notes. Interest on the 2026 Notes is payable on June 1 and December 1 until the maturity date of June 1, 2026. The 2019 Notes, 2022 Notes and 2026 Notes were offered only to qualified institutional buyers under Rule 144A and to non-U.S. persons outside the United States in reliance on Regulation S under the Securities Act of 1933, as amended (the "Securities Act"). The 2019 Notes, 2022 Notes and 2026 Notes have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

In June, 2016, we repaid the \$400 million, 7.125% senior secured notes which matured on June 30, 2016.

Our Credit Agreement includes a material adverse change clause that must be represented at each draw. The Credit Agreement contains covenants that include a limitation on sales of assets, mergers, change of ownership, liens and indebtedness, transactions with affiliates, dividends and stock repurchases; and requires compliance with financial covenants including maximum leverage and minimum interest coverage ratios. We are in compliance with all required covenants as of June 30, 2017.

At June 30, 2017, the net carrying value and fair value of our debt were approximately \$4.1 billion and \$4.2 billion, respectively. At December 31, 2016, the carrying value and fair value of our debt were each approximately \$4.1 billion. The fair value of our debt was

computed based upon quotes received from financial institutions. We consider these to be “level 2” in the fair value hierarchy as outlined in the authoritative guidance for disclosures in connection with debt instruments.

Our total debt as a percentage of total capitalization was 46% at June 30, 2017 and 48% at December 31, 2016.

We expect to finance all capital expenditures and acquisitions, pay dividends and potentially repurchase shares of our common stock utilizing internally generated and additional funds. Additional funds may be obtained through: (i) borrowings under our existing revolving credit facility or through refinancing the existing revolving credit agreement; (ii) the issuance of other long-term debt, and/or; (iii) the issuance of equity. We believe that our operating cash flows, cash and cash equivalents, available borrowing capacity under our \$800 million revolving credit facility and \$440 million accounts receivable securitization program, as well as access to the capital markets, provide us with sufficient capital resources to fund our operating, investing and financing requirements for the next twelve months. However, in the event we need to access the capital markets or other sources of financing, there can be no assurance that we will be able to obtain financing on acceptable terms or within an acceptable time. Our inability to obtain financing on terms acceptable to us could have a material unfavorable impact on our results of operations, financial condition and liquidity.

Off-Balance Sheet Arrangements

During the three months ended June 30, 2017, there have been no material changes in the off-balance sheet arrangements consisting of operating leases and standby letters of credit and surety bonds. Reference is made to *Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations – Contractual Obligations and Off-Balance Sheet Arrangements*, in our Annual Report on Form 10-K for the year ended December 31, 2016.

As of June 30, 2017 we were party to certain off balance sheet arrangements consisting of standby letters of credit and surety bonds which totaled \$122 million consisting of: (i) \$114 million related to our self-insurance programs, and; (ii) \$8 million of other debt and public utility guarantees.

We have various obligations under operating leases or master leases for real property and under operating leases for equipment. The real property master leases are leases for buildings on or near hospital property for which we guarantee a certain level of rental income. We sublease space in these buildings and any amounts received from these subleases are offset against the expense. In addition, we lease three hospital facilities from Universal Health Realty Trust (the “Trust”) with terms expiring in 2021. These leases contain up to two 5-year renewal options. We also lease two free-standing emergency departments and space in certain medical office buildings which are owned by the Trust. In addition, we lease the real property of certain other facilities from non-related parties.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no material changes in the quantitative and qualitative disclosures during the three months ended June 30, 2017. Reference is made to *Item 7A. Quantitative and Qualitative Disclosures About Market Risk* in our Annual Report on Form 10-K for the year ended December 31, 2016.

Item 4. Controls and Procedures

As of June 30, 2017, under the supervision and with the participation of our management, including our Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), we performed an evaluation of the effectiveness of our disclosure controls and procedures, as defined in Rule 13a-15(e) or Rule 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “1934 Act”). Based on this evaluation, the CEO and CFO have concluded that our disclosure controls and procedures are effective to ensure that material information is recorded, processed, summarized and reported by management on a timely basis in order to comply with our disclosure obligations under the 1934 Act and the SEC rules thereunder.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting or in other factors during the second quarter of 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 1. Legal Proceedings

We operate in a highly regulated and litigious industry which subjects us to various claims and lawsuits in the ordinary course of business as well as regulatory proceedings and government investigations. These claims or suits include claims for damages for personal injuries, medical malpractice, commercial/contractual disputes, wrongful restriction of, or interference with, physicians' staff privileges, and employment related claims. In addition, health care companies are subject to investigations and/or actions by various state and federal governmental agencies or those bringing claims on their behalf. Government action has increased with respect to investigations and/or allegations against healthcare providers concerning possible violations of fraud and abuse and false claims statutes as well as compliance with clinical and operational regulations. Currently, and from time to time, we and some of our facilities are subjected to inquiries in the form of subpoenas, Civil Investigative Demands, audits and other document requests from various federal and state agencies. These inquiries can lead to notices and/or actions including repayment obligations from state and federal government agencies associated with potential non-compliance with laws and regulations. Further, the federal False Claim Act allows private individuals to bring lawsuits (qui tam actions) against healthcare providers that submit claims for payments to the government. Various states have also adopted similar statutes. When such a claim is filed, the government will investigate the matter and decide if they are going to intervene in the pending case. These qui tam lawsuits are placed under seal by the court to comply with the False Claims Act's requirements. If the government chooses not to intervene, the private individual(s) can proceed independently on behalf of the government. Health care providers that are found to violate the False Claims Act may be subject to substantial monetary fines/penalties as well as face potential exclusion from participating in government health care programs or be required to comply with Corporate Integrity Agreements as a condition of a settlement of a False Claim Act matter. In September 2014, the Criminal Division of the Department of Justice ("DOJ") announced that all qui tam cases will be shared with their Division to determine if a parallel criminal investigation should be opened. The DOJ has also announced an intention to pursue civil and criminal actions against individuals within a company as well as the corporate entity or entities. In addition, health care facilities are subject to monitoring by state and federal surveyors to ensure compliance with program Conditions of Participation. In the event a facility is found to be out of compliance with a Condition of Participation and unable to remedy the alleged deficiency(s), the facility faces termination from the Medicare and Medicaid programs or compliance with a System Improvement Agreement to remedy deficiencies and ensure compliance.

The laws and regulations governing the healthcare industry are complex covering, among other things, government healthcare participation requirements, licensure, certification and accreditation, privacy of patient information, reimbursement for patient services as well as fraud and abuse compliance. These laws and regulations are constantly evolving and expanding. Further, the Affordable Care Act has added additional obligations on healthcare providers to report and refund overpayments by government healthcare programs and authorizes the suspension of Medicare and Medicaid payments "pending an investigation of a credible allegation of fraud." We monitor our business and have developed an ethics and compliance program with respect to these complex laws, rules and regulations. Although we believe our policies, procedures and practices comply with government regulations, there is no assurance that we will not be faced with the sanctions referenced above which include fines, penalties and/or substantial damages, repayment obligations, payment suspensions, licensure revocation, and expulsion from government healthcare programs. Even if we were to ultimately prevail in any action brought against us or our facilities or in responding to any inquiry, such action or inquiry could have a material adverse effect on us.

Certain legal matters are described below:

Government Investigations:

UHS Behavioral Health

In February, 2013, the Office of Inspector General for the United States Department of Health and Human Services ("OIG") served a subpoena requesting various documents from January, 2008 to the date of the subpoena directed at Universal Health Services, Inc. ("UHS") concerning it and UHS of Delaware, Inc., and certain UHS owned behavioral health facilities including: Keys of Carolina, Old Vineyard Behavioral Health, The Meadows Psychiatric Center, Streamwood Behavioral Health, Hartgrove Hospital, Rock River Academy and Residential Treatment Center, Roxbury Treatment Center, Harbor Point Behavioral Health Center, f/k/a The Pines Residential Treatment Center, including the Crawford, Brighton and Kempsville campuses, Wekiva Springs Center and River Point Behavioral Health. Prior to receipt of this subpoena, some of these facilities had received independent subpoenas from state or federal agencies. Subsequent to the February 2013 subpoenas, some of the facilities above have received additional, specific subpoenas or other document and information requests. In addition to the OIG, the DOJ and various U.S. Attorneys' and state Attorneys' General Offices are also involved in this matter. Since February 2013, additional facilities have also received subpoenas and/or document and information requests or we have been notified are included in the omnibus investigation. Those facilities include: National Deaf Academy, Arbour-HRI Hospital, Behavioral Hospital of Bellaire, St. Simons By the Sea, Turning Point Care Center, Salt Lake Behavioral Health, Central Florida Behavioral Hospital, University Behavioral Center, Arbour Hospital, Arbour-Fuller Hospital, Pembroke Hospital, Westwood Lodge, Coastal Harbor Health System and Shadow Mountain Behavioral Health.

In October, 2013, we were advised that the DOJ's Criminal Frauds Section had opened an investigation of River Point Behavioral Health and Wekiva Springs Center. Since that time, we have been notified that the Criminal Frauds section has opened investigations of National Deaf Academy, Hartgrove Hospital and UHS as a corporate entity. In April 2017, the DOJ's Criminal Division issued a subpoena requesting documentation from Shadow Mountain Behavioral Health.

In April, 2014, the Centers for Medicare and Medicaid Services ("CMS") instituted a Medicare payment suspension at River Point Behavioral Health in accordance with federal regulations regarding suspension of payments during certain investigations. The Florida Agency for Health Care Administration ("AHCA") subsequently issued a Medicaid payment suspension for the facility. River Point Behavioral Health submitted a rebuttal statement disputing the basis of the suspension and requesting revocation of the suspension. Notwithstanding, CMS continued the payment suspension. River Point Behavioral Health provided additional information to CMS in an effort to obtain relief from the payment suspension but the Medicare suspension remains in effect. In June 2017, AHCA advised that while they were maintaining the suspension for dual eligible and cross-over Medicare beneficiaries, the Medicaid payment suspension was lifted effective June 27, 2017. We cannot predict if and/or when the facility's remaining suspended payments will resume in total. Although the operating results of River Point Behavioral Health did not have a material impact on our consolidated results of operations during the three and six-month periods ended June 30, 2017 or the year ended December 31, 2016, the payment suspension has had a material adverse effect on the facility's results of operations and financial condition.

The DOJ has advised us that the civil aspect of the coordinated investigation referenced above is a False Claims Act investigation focused on billings submitted to government payers in relation to services provided at those facilities. At present, we are uncertain as to potential liability and/or financial exposure of the Company and/or individual facilities, if any, in connection with these matters.

Litigation:

U.S. ex rel Escobar v. Universal Health Services, Inc. et al.

This is a False Claims Act case filed against Universal Health Services, Inc., UHS of Delaware, Inc. and HRI Clinics, Inc. d/b/a Arbour Counseling Services in U.S. District Court for the District of Massachusetts. This qui tam action primarily alleges that Arbour Counseling Services failed to appropriately supervise certain clinical providers in contravention of regulatory requirements and the submission of claims to Medicaid were subsequently improper. Relators make other claims of improper billing to Medicaid associated with alleged failures of Arbour Counseling to comply with state regulations. The U.S. Attorney's Office and the Massachusetts Attorney General's Office initially declined to intervene. UHS filed a motion to dismiss and the trial court originally granted the motion dismissing the case. The First Circuit Court of Appeals ("First Circuit") reversed the trial court's dismissal of the case. The United States Supreme Court subsequently vacated the First Circuit's opinion and remanded the case for further consideration under the new legal standards established by the Supreme Court for False Claims Act cases. During the 4th quarter of 2016, the First Circuit issued a revised opinion upholding their reversal of the trial court's dismissal. The case was then remanded to the trial court for further proceedings. In January 2017, the U.S. Attorney's Office and Massachusetts Attorney General's Office advised of the potential for intervention in the case. The Massachusetts Attorney General's Office subsequently filed its motion to intervene which was granted and, in April 2017, filed their Complaint in Intervention. We are defending this case vigorously. At this time, we are uncertain as to potential liability or financial exposure, if any, which may be associated with this matter.

Shareholder Class Action

In December 2016 a purported shareholder class action lawsuit was filed in U.S. District Court for the Central District of California against UHS, and certain UHS officers alleging violations of the federal securities laws. Plaintiff alleges that defendants violated federal securities laws relating to the disclosures made in public filings associated with practices at our behavioral health facilities. The case was originally filed as Heed v. Universal Health Services, Inc. et. al. (Case No. 2:16-CV-09499-PSG-JC). The court subsequently appointed Teamsters Local 456 Pension Fund and Teamsters Local 456 Annuity Fund to serve as lead plaintiffs. The case has been transferred to the U.S. District Court for the Eastern District of Pennsylvania and the style of the case has been changed to Teamsters Local 456 Pension Fund, et. al. v. Universal Health Services, Inc. et. al. (Case No. 2:17-CV-02817-LS). We deny liability and intend to defend ourselves vigorously. At this time, we are uncertain as to potential liability or financial exposure, if any, which may be associated with this matter.

Shareholder Derivative Cases

In March 2017, a shareholder derivative suit was filed by plaintiff David Heed in the Court of Common Pleas of Philadelphia County. A notice of removal to the United States District Court for the Eastern District of Pennsylvania has been filed. Plaintiff has filed a motion to remand. The suit alleges breaches of fiduciary duties and other allegedly wrongful conduct by the members of the Board of Directors and certain officers of Universal Health Services, Inc. relating to practices at our behavioral health facilities. UHS has been named as a nominal defendant in the case. (Case No. 2:17-cv-01476-LS). In May, June and July 2017, additional shareholder derivative suits were filed in the United States District Court for the Eastern District of Pennsylvania. The plaintiffs in those cases are: Central Laborers' Pension Fund (Case No. 17-cv-02187-LS); Firemen's Retirement System of St. Louis (Case No. 17-cv-02317-LS); Waterford Township Police & Fire Retirement System (Case No. 17-cv-02595-LS); and Amalgamated Bank Longview Funds (Case No. 17-cv-03404-LS). The Fireman's Retirement System case has since been voluntarily dismissed. In addition, a shareholder derivative case was filed in Chancery Court in Delaware by the Delaware County Employees' Retirement Fund (Case No. 2017-0475-).

JTL). These additional cases make substantially similar allegations and claims based upon alleged violations of federal securities laws as well common law causes of action against the individual defendants. All of these additional cases have also named all members of the UHS Board of Directors as well as certain officers of the Company. The defendants deny liability and intend to defend these cases vigorously. At this time, we are uncertain as to potential liability or financial exposure, if any, which may be associated with these matters.

Disproportionate Share Hospital Payment Matter:

In late September, 2015, many hospitals in Pennsylvania, including seven of our behavioral health care hospitals located in the state, received letters from the Pennsylvania Department of Human Services (the "Department") demanding repayment of allegedly excess Medicaid Disproportionate Share Hospital payments ("DSH") for the federal fiscal year 2011 ("FFY2011") amounting to approximately \$4 million in the aggregate. In September, 2016, we received similar requests for repayment for alleged DSH overpayments for FFY2012. We filed administrative appeals for all of our facilities contesting the recoupment efforts for FFYs 2011 and 2012 as we believe the Department's calculation methodology is inaccurate and conflicts with applicable federal and state laws and regulations. The Department has agreed to postpone the recoupment of the state's share of the DSH payments until all hospital appeals are resolved but started recoupment of the federal share. If the Department is ultimately successful in its demand related to FFY2011 and FFY2012, it could take similar action with regards to FFY2013 and FFY2014. In July 2017, we began receiving similar requests for repayment of alleged DSH overpayments for FFY 2013. We will be filing administrative appeals consistent with those filed for FFYs 2011 and 2012. Due to a change in the Pennsylvania Medicaid State Plan and implementation of a CMS-approved Medicaid Section 1115 Waiver, we do not believe the methodology applied by the Department to FFY2011 and FFY2012 is applicable to reimbursements received for Medicaid services provided after January 1, 2015 by our behavioral health care facilities located in Pennsylvania. We can provide no assurance that we will ultimately be successful in our legal and administrative appeals related to the Department's repayment demands. If our legal and administrative appeals are unsuccessful, our future consolidated results of operations and financial condition could be adversely impacted by these repayments.

Matters Relating to Psychiatric Solutions, Inc. ("PSI"):

The following matters pertain to PSI or former PSI facilities (owned by subsidiaries of PSI) which were in existence prior to the acquisition of PSI and for which we have assumed the defense as a result of our acquisition which was completed in November, 2010:

Department of Justice Investigation of Riveredge Hospital

In 2008, Riveredge Hospital in Chicago, Illinois received a subpoena from the DOJ requesting certain information from the facility. Additional requests for documents were also received from the DOJ in 2009 and 2010. The requested documents have been provided to the DOJ. All documents requested and produced pertained to the operations of the facility while under PSI's ownership prior to our acquisition. At present, we are uncertain as to the focus, scope or extent of the investigation, liability of the facility and/or potential financial exposure, if any, in connection with this matter.

Department of Justice Investigation of Friends Hospital

In October, 2010, Friends Hospital in Philadelphia, Pennsylvania, received a subpoena from the DOJ requesting certain documents from the facility. The requested documents were collected and provided to the DOJ for review and examination. Another subpoena was issued to the facility in July, 2011 requesting additional documents, which have also been delivered to the DOJ. All documents requested and produced pertained to the operations of the facility while under PSI's ownership prior to our acquisition. At present, we are uncertain as to the focus, scope or extent of the investigation, liability of the facility and/or potential financial exposure, if any, in connection with this matter.

Other Matters:

Various other suits, claims and investigations, including government subpoenas, arising against, or issued to, us are pending and additional such matters may arise in the future. Management will consider additional disclosure from time to time to the extent it believes such matters may be or become material. The outcome of any current or future litigation or governmental or internal investigations, including the matters described above, cannot be accurately predicted, nor can we predict any resulting penalties, fines or other sanctions that may be imposed at the discretion of federal or state regulatory authorities. We record accruals for such contingencies to the extent that we conclude it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. No estimate of the possible loss or range of loss in excess of amounts accrued, if any, can be made at this time regarding the matters described above or that are otherwise pending because the inherently unpredictable nature of legal proceedings may be exacerbated by various factors, including, but not limited to: (i) the damages sought in the proceedings are unsubstantiated or indeterminate; (ii) discovery is not complete; (iii) the matter is in its early stages; (iv) the matters present legal uncertainties; (v) there are significant facts in dispute; (vi) there are a large number of parties, or; (vii) there is a wide range of potential outcomes. It is possible that the outcome of these matters could have a material adverse impact on our future results of operations, financial position, cash flows and, potentially, our reputation.

Item 1A. Risk Factors

Our Annual Report on Form 10-K for the year ended December 31, 2016 includes a listing of risk factors to be considered by investors in our securities. There have been no material changes in our risk factors from those set forth in our Annual Report on Form 10-K for the year ended December 31, 2016.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

In February, 2016, our Board of Directors authorized a \$400 million increase to our stock repurchase program, which increased the aggregate authorization to \$800 million from the previous \$400 million authorization approved during the third quarter of 2014. Pursuant to this program, we may purchase shares of our Class B Common Stock, from time to time as conditions allow, on the open market or in negotiated private transactions.

There is no expiration date for our stock repurchase program. As reflected below, during the three-month period ended June 30, 2017, 983,900 shares (\$115.9 million in the aggregate) were repurchased pursuant to the terms of our stock repurchase program and 16,357 shares were repurchased in connection with income tax withholding obligations resulting from the exercise of stock options and the vesting of restricted stock grants.

During the period of April 1, 2017 through June 30, 2017, we repurchased the following shares:

	Additional Dollars Authorized For Repurchase (in thousands)	Total number of shares purchased	Total number of shares cancelled	Average price paid per share for forfeited restricted shares	Total Number of shares purchased as part of publicly announced programs	Average price paid per share for shares purchased as part of publicly announced program	Aggregate purchase price paid for shares purchased as part of publicly announced program (in thousands)	Maximum number of shares that may yet be purchased under the program	Maximum number of dollars that may yet be purchased under the program (in thousands)
April 2017	—	46,696	—	N/A	40,000	\$ 120.46	\$ 4,819	—	\$ 269,866
May, 2017	—	637,578	—	N/A	630,000	\$ 119.59	\$ 75,340	—	\$ 194,526
June, 2017	—	319,309	—	N/A	313,900	\$ 113.88	\$ 35,747	—	\$ 158,779
Total April through June	—	1,003,583	—	N/A	983,900	\$ 117.80	\$ 115,906	—	—

Dividends

During the quarter ended June 30, 2017, we declared and paid dividends of \$.10 per share.

Item 5. Other Information

Based on the voting results on the Say on Frequency Vote at the 2017 Annual Meeting, the Board of Directors has determined that the Company will hold a vote on named executive officer compensation every three years.

Item 6. Exhibits

(a) Exhibits:

10.1	Fifth Amendment to Amended and Restated Credit and Security Agreement, dated July 7, 2017.
10.2	Third Amended and Restated 2005 Stock Incentive Plan, as amended by the Amendment thereto, previously filed as Exhibit 99.1 to the Company's Registration Statement on Form S-8 (File No. 333-218359), dated May 31, 2017, is incorporated herein by reference.
11	Statement re computation of per share earnings is set forth in Note 7 of the Notes to Condensed Consolidated Financial Statements.
31.1	Certification of the Company's Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934.
31.2	Certification of the Company's Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934.
32.1	Certification of the Company's Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of the Company's Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

Signatures

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

Universal Health Services, Inc.
(Registrant)

Date: August 7, 2017

/s/ ALAN B. MILLER

**Alan B. Miller, Chairman of the Board and
Chief Executive Officer
(Principal Executive Officer)**

/s/ STEVE FILTON

**Steve Filton, Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)**

EXHIBIT INDEX

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FIFTH AMENDMENT
TO
AMENDED AND RESTATED CREDIT AND SECURITY AGREEMENT

This FIFTH AMENDMENT TO AMENDED AND RESTATED CREDIT AND SECURITY AGREEMENT (this "Amendment"), dated as of July 7, 2017, is entered into by and among the following parties:

- (i) the Borrowers identified on the signature pages hereto;
- (ii) UHS Receivables Corp., as Collection Agent;
- (iii) UHS of Delaware, Inc., as Servicer;
- (iv) Universal Health Services, Inc., as Performance Guarantor;
- (v) Victory Receivables Corporation ("Victory"), as a Conduit;
- (vi) The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, as Liquidity Bank, LC Participant and Co-Agent for Victory's Lender Group;
- (vii) SunTrust Bank ("SunTrust"), as Liquidity Bank, LC Participant and Co-Agent for SunTrust's Lender Group;
- (viii) Atlantic Asset Securitization LLC ("Atlantic"), as a Conduit;
- (ix) Credit Agricole Corporate and Investment Bank ("CACIB"), as Liquidity Bank, LC Participant and Co-Agent for Atlantic's Lender Group; and
- (x) PNC Bank, National Association ("PNC"), as Liquidity Bank, LC Participant for PNC's Lender Group, Co-Agent for PNC's Lender Group, LC Bank, and Administrative Agent.

Capitalized terms used but not otherwise defined herein have the respective meanings set forth in the Credit and Security Agreement defined below.

BACKGROUND

1. The parties hereto have entered into that certain Amended and Restated Credit and Security Agreement, dated as of October 27, 2010 (as amended, supplemented and otherwise modified from time to time, the "Credit and Security Agreement").

2. Concurrently herewith, the parties hereto are entering into that certain Amended and Restated Fee Letter, dated as of the date hereof (the "Amendment Fee Letter").

3. The parties hereto desire to amend the Credit and Security Agreement as set forth herein.

4. Prior to the date hereof, (a) UHS of Oklahoma, Inc. changed its name (from "UHS of Oklahoma, Inc." to "UHS of Oklahoma, LLC") without complying with requirements of Section 4.2(a) of that certain Receivables Sale Agreement, dated as of August 31, 2007 between UHS of Oklahoma, LLC (formerly UHS of Oklahoma, Inc.) and UHS of Oklahoma Receivables, L.L.C. and (b) Wellington Regional Medical Center, Incorporated changed its name (from "Wellington Regional Medical Center, Incorporated" to "Wellington Regional Medical Center, LLC") without complying with requirements of Section 4.2(a) of that certain Receivables Sale Agreement, dated as of August 31, 2007 between Wellington Regional Medical Center, LLC (formerly Wellington Regional Medical Center, Incorporated) and Wellington Regional Receivables, L.L.C. (such name changes as described in clauses (a) and (b) above, the "Subject Name Changes").

5. Prior to the date hereof, certain UHS Parties (as defined below) directed Obligors to remit Collections relating to Receivables originated by Valley Health System LLC to account numbered 81883-96670 maintained at Bank of America, N.A., which account was opened without prior notice to the Administrative Agent and was not then listed on an exhibit to such Originator's Receivables Sale Agreement (the "Subject Deposits").

6. The occurrence of the Subject Name Changes and the Subject Deposits constitute and/or resulted in certain Amortization Events under the Credit and Security Agreement and certain Termination Events under the relevant Receivables Sale Agreements (such Amortization Events and Termination Events, collectively, but solely to the extent (x) occurring and cured prior to the date hereof and (y) resulting solely from the Subject Name Changes, the Subject Deposits or any failure by UHS of Oklahoma, LLC, Wellington Regional Medical Center, LLC, Valley Health System LLC, the Borrowers or the Servicer to notify the Administrative Agent or any other party hereto of the occurrence thereof prior to the date hereof, the "Subject Events").

7. The Borrowers, the Servicer, the Collection Agent, the Parent and the Performance Guarantor (collectively, the "UHS Parties") have requested that the LC Bank, the Administrative Agent, the Conduits, the Liquidity Banks, the Co-Agents, the LC Participants and, each solely in its capacity as buyer under its respective Receivables Sale Agreement, UHS of Oklahoma Receivables, L.L.C., Wellington Regional Receivables, L.L.C. and Valley Health System Receivables, L.L.C. (collectively, the "Waiving Parties") waive the occurrence of the Subject Events on the terms and subject to the conditions set forth herein.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereto agree as follows:

SECTION 1. Amendments to the Credit and Security Agreement. The Credit and Security Agreement is hereby amended to incorporate the changes shown on the marked pages attached hereto as Exhibit A.

SECTION 2. Waiver; Limitations.

(a) Limited Waiver. On the terms and subject to the conditions set forth herein, each of the Waiving Parties hereby waives the occurrence of each of the Subject Events.

(b) General Limitations. Notwithstanding anything to the contrary herein or in the Transaction Documents, by executing this Agreement, no Waiving Party is now waiving, nor has it agreed to waive in the future (i) the breach of any provision of the Transaction Documents (whether presently or subsequently existing or arising), other than as expressly set forth in clause (a) above, (ii) any Amortization Event under the Credit and Security Agreement or, with respect to UHS of Oklahoma Receivables, L.L.C., Wellington Regional Receivables, L.L.C. and Valley Health System Receivables, L.L.C., any Termination Event under its respective Receivables Sale Agreement (in each case, whether presently or subsequently existing or arising), other than as expressly set forth in clause (a) above or (iii) any rights, powers or remedies presently or subsequently available to any of the Waiving Parties or any other Person against the UHS Parties and/or any other Person under the Credit and Security Agreement, any of the other Transaction Documents, applicable law or otherwise, relating to any matter other than solely to the extent expressly waived herein, each of which rights, powers or remedies is hereby specifically and expressly reserved and continue.

(c) No Waiver of Indemnification, Etc. Without limiting the generality of the foregoing and for the avoidance of doubt, the Waiving Parties are not hereby waiving or releasing, nor have they agreed to waive or release in the future, any right or claim to indemnification or reimbursement by, or damages from, any UHS Party or any other Person under any Transaction Document, including without limitation, for any liability, obligation, loss, damage, penalty, judgment, settlement, cost, expense or disbursement resulting or arising directly or indirectly from any Subject Event or otherwise.

SECTION 3. Representations and Warranties. Each Borrower, the Collection Agent, the Servicer and the Performance Guarantor hereby represents and warrants to the Lenders, the Co-Agents and the Administrative Agent as follows:

(a) Representations and Warranties. The representations and warranties made by such Person in the Transaction Documents are true and correct as of the date hereof and after giving effect to this Amendment (unless stated to relate solely to an earlier date, in which case such representations or warranties were true and correct as of such earlier date).

(b) Enforceability. The execution and delivery by such Person of this Amendment, and the performance of each of its obligations under this Amendment and the other Transaction Documents to which such Person is a party, as amended hereby, are within each of its organizational powers and have been duly authorized by all necessary organizational action on its part. This Amendment and the other Transaction Documents to which such Person is a party, as amended hereby, are such Person's valid and legally binding obligations, enforceable in accordance with its terms.

(c) No Amortization Event. After giving effect to this Amendment and the transactions contemplated hereby, no Amortization Event or Unmatured Amortization Event has occurred and is continuing.

SECTION 4. Effectiveness. This Amendment shall become effective on the date hereof (the "Effective Date") upon (a) payment of the "Amendment Fee" (under and as defined in the Amendment Fee Letter) in accordance with the terms of the Amendment Fee Letter and (b) receipt by the Administrative Agent of each of the documents, agreements (in fully executed form), opinions of counsel, lien search results, UCC filings, certificates and other deliverables listed on the closing index attached as Exhibit B hereto, in each case in form and substance acceptable to the Administrative Agent.

SECTION 5. CHOICE OF LAW; CONSENT TO JURISDICTION.

(a) THIS AMENDMENT SHALL BE GOVERNED AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO ANY PRINCIPLES OF CONFLICTS OF LAWS THEREOF.

(b) EACH PARTY TO THIS AMENDMENT HEREBY IRREVOCABLY SUBMITS TO THE NON-EXCLUSIVE JURISDICTION OF ANY UNITED STATES FEDERAL OR NEW YORK STATE COURT SITTING IN THE BOROUGH OF MANHATTAN, NEW YORK, IN ANY ACTION OR PROCEEDING ARISING OUT OF OR RELATING TO THIS AMENDMENT OR ANY DOCUMENT EXECUTED BY SUCH PERSON PURSUANT TO THIS AMENDMENT, AND EACH SUCH PARTY HEREBY IRREVOCABLY AGREES THAT ALL CLAIMS IN RESPECT OF SUCH ACTION OR PROCEEDING MAY BE HEARD AND DETERMINED IN ANY SUCH COURT AND IRREVOCABLY WAIVES ANY OBJECTION IT MAY NOW OR HEREAFTER HAVE AS TO THE VENUE OF ANY SUCH SUIT, ACTION OR PROCEEDING BROUGHT IN SUCH A COURT OR THAT SUCH COURT IS AN INCONVENIENT FORUM. NOTHING HEREIN SHALL LIMIT THE RIGHT OF ANY AGENT OR ANY LENDER TO BRING PROCEEDINGS AGAINST ANY LOAN PARTY IN THE COURTS OF ANY OTHER JURISDICTION. ANY JUDICIAL PROCEEDING BY ANY LOAN PARTY AGAINST THE AGENT OR ANY LENDER OR ANY AFFILIATE OF THE AGENT OR ANY LENDER INVOLVING, DIRECTLY OR INDIRECTLY, ANY MATTER IN ANY WAY ARISING OUT OF, RELATED TO, OR CONNECTED WITH THIS AMENDMENT OR ANY DOCUMENT EXECUTED BY SUCH LOAN PARTY PURSUANT TO THIS AMENDMENT SHALL BE BROUGHT ONLY IN A COURT IN THE BOROUGH OF MANHATTAN, NEW YORK.

SECTION 6. Effect of Amendment. All provisions of the Credit and Security Agreement, as expressly amended and modified by this Amendment, shall remain in full force and effect. After this Amendment becomes effective, all references in the Credit and Security Agreement (or in any other Transaction Document) to "this Agreement", "hereof", "herein" or words of similar effect referring to the Credit and Security Agreement shall be deemed to be references to the Credit and Security Agreement as amended by this Amendment. This Amendment shall not be deemed, either

expressly or impliedly, to waive, amend or supplement any provision of the Credit and Security Agreement other than as set forth herein.

SECTION 7. Counterparts. This Amendment may be executed in any number of counterparts and by different parties on separate counterparts, each counterpart shall be deemed to be an original, and all such counterparts shall together constitute but one and the same agreement. Delivery of an executed counterpart of a signature page to this Amendment by facsimile or other electronic means shall be effective as delivery of a manually executed counterpart of this Amendment.

SECTION 8. Transaction Document. This Amendment shall constitute a Transaction Document for all purposes.

SECTION 9. Section Headings. The various headings of this Amendment are included for convenience only and shall not affect the meaning or interpretation of this Amendment, the Credit and Security Agreement or any provision hereof or thereof.

SECTION 10. Severability. If any one or more of the agreements, provisions or terms of this Amendment shall for any reason whatsoever be held invalid or unenforceable, then such agreements, provisions or terms shall be deemed severable from the remaining agreements, provisions and terms of this Amendment and shall in no way affect the validity or enforceability of the provisions of this Amendment or the Credit and Security Agreement.

SECTION 11. Ratification. After giving effect to this Amendment and each of the other agreements, documents and instruments contemplated in connection herewith, the Performance Undertaking, along with each of the provisions thereof, remains in full force and effect and is hereby ratified and reaffirmed by the Performance Guarantor and each of the other parties hereto.

[Signature pages follow.]

IN WITNESS WHEREOF, the parties have executed this Amendment as of the date first written above.

AIKEN REGIONAL RECEIVABLES, L.L.C.,
DISTRICT HOSPITAL PARTNERS RECEIVABLES, L.L.C.,
FORT DUNCAN MEDICAL RECEIVABLES, L.L.C.,
LANCASTER HOSPITAL RECEIVABLES, L.L.C.,
LAREDO REGIONAL RECEIVABLES, L.L.C.,
MANATEE MEMORIAL RECEIVABLES, L.L.C.,
MCALLEN HOSPITALS RECEIVABLES, L.L.C.,
NORTHWEST TEXAS HEALTHCARE RECEIVABLES, L.L.C.,
SPARKS FAMILY HOSPITAL RECEIVABLES, L.L.C.,
SUMMERLIN HOSPITAL RECEIVABLES, L.L.C.,
TEMECULA VALLEY HOSPITAL RECEIVABLES, L.L.C.,
TEXOMA HEALTHCARE SYSTEM RECEIVABLES, L.L.C.,
UHS OF OKLAHOMA RECEIVABLES, L.L.C.,
UHS-CORONA RECEIVABLES, L.L.C.,
RANCHO SPRINGS RECEIVABLES, L.L.C.,
VALLEY HEALTH SYSTEM RECEIVABLES, L.L.C. AND
WELLINGTON REGIONAL RECEIVABLES, L.L.C.,
AS BORROWERS

By: /s/ Steve Filton
Name: Steve Filton
Title: Vice President

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S-1

*Fifth Amendment to A&R
Credit and Security Agreement
(UHS Receivables Corp.)*

UHS RECEIVABLES CORP.,
AS COLLECTION AGENT

By: /s/ Steve Filton
Name: Steve G. Filton
Title: Vice President

UHS OF DELAWARE, INC.,
AS SERVICER

By: /s/ Steve Filton
Name: Steve G. Filton
Title: Vice President

UNIVERSAL HEALTH SERVICES, INC.,
AS PERFORMANCE GUARANTOR

By: /s/ Steve Filton
Name: Steve G. Filton
Title: Senior Vice President

724625209 10434046

**THE BANK OF TOKYO-MITSUBISHI UFJ, LTD.,
NEW YORK BRANCH,** AS LIQUIDITY BANK AND
LC PARTICIPANT FOR VICTORY'S LENDER GROUP

By: /s/ Luna Mills
Name: Luna Mills
Title: Managing Director

**THE BANK OF TOKYO-MITSUBISHI UFJ, LTD.,
NEW YORK BRANCH,**
AS CO-AGENT FOR VICTORY'S LENDER GROUP

By: /s/ Luna Mills
Name: Luna Mills
Title: Managing Director

VICTORY RECEIVABLES CORPORATION,
AS A CONDUIT

By: /s/ David DeAngelis
Name: David V. DeAngelis
Title: Vice President

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S-3

*Fifth Amendment to A&R
Credit and Security Agreement
(UHS Receivables Corp.)*

SUNTRUST BANK,
AS LIQUIDITY BANK, LC PARTICIPANT FOR
SUNTRUST'S LENDER GROUP AND CO-AGENT FOR
SUNTRUST'S LENDER GROUP

By: /s/ Pawan Churiwal
Name: Pawan Churiwal
Title: Vice President

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S-4

*Fifth Amendment to A&R
Credit and Security Agreement
(UHS Receivables Corp.)*

PNC BANK, NATIONAL ASSOCIATION,
AS LC PARTICIPANT, LIQUIDITY BANK
AND AS LC BANK

By: /s/ Eric Bruno
Name: Eric Bruno
Title: Senior Vice President

PNC BANK, NATIONAL ASSOCIATION,
AS CO-AGENT AND ADMINISTRATIVE AGENT

By: /s/ Eric Bruno
Name: Eric Bruno
Title: Senior Vice President

724625209 10434046

S-5

*Fifth Amendment to A&R
Credit and Security Agreement
(UHS Receivables Corp.)*

**CREDIT AGRICOLE CORPORATE AND
INVESTMENT BANK**, AS LIQUIDITY BANK, LC
PARTICIPANT FOR ATLANTIC'S LENDER GROUP AND
CO-AGENT FOR ATLANTIC'S LENDER GROUP

By: /s/ Kostantina Kourmpetis
Name: Kostantina Kourmpetis
Title: Managing Director

By: /s/ Michael Regan
Name: Michael Regan
Title: Managing Director

ATLANTIC ASSET SECURITIZATION LLC,
AS A CONDUIT

By: /s/ Kostantina Kourmpetis
Name: Kostantina Kourmpetis
Title: Managing Director

By: /s/ Michael Regan
Name: Michael Regan
Title: Managing Director

Exhibit A

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EXHIBIT A

AMENDMENTS TO THE CREDIT AND SECURITY AGREEMENT

Exhibit A

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Conformed through:
First Amendment dated May 16, 2012
Second Amendment, dated October 25, 2013
Third Amendment, dated August 1, 2014
Fourth Amendment, dated December 22, 2015
[Fifth Amendment, dated July 7, 2017](#)

**AMENDED AND RESTATED CREDIT AND SECURITY AGREEMENT DATED AS OF OCTOBER 27, 2010
AMONG**

AIKEN REGIONAL RECEIVABLES, L.L.C., AUBURN REGIONAL RECEIVABLES, L.L.C., DISTRICT HOSPITAL PARTNERS RECEIVABLES, L.L.C., FORT DUNCAN MEDICAL RECEIVABLES, L.L.C., LANCASTER HOSPITAL RECEIVABLES, L.L.C., LAREDO REGIONAL RECEIVABLES, L.L.C., MANATEE MEMORIAL RECEIVABLES, L.L.C., MCALLEN HOSPITALS RECEIVABLES, L.L.C., NORTHWEST TEXAS HEALTHCARE RECEIVABLES, L.L.C., SPARKS FAMILY HOSPITAL RECEIVABLES, L.L.C., SUMMERLIN HOSPITAL RECEIVABLES, L.L.C., TEMECULA VALLEY HOSPITAL RECEIVABLES, L.L.C., TEXOMA HEALTHCARE SYSTEM RECEIVABLES, L.L.C., UHS OF OKLAHOMA RECEIVABLES, L.L.C., UHS-CORONA RECEIVABLES, L.L.C., RANCHO SPRINGS RECEIVABLES, L.L.C., VALLEY HEALTH SYSTEM RECEIVABLES, L.L.C. AND WELLINGTON REGIONAL RECEIVABLES, L.L.C., AS BORROWERS

**UHS RECEIVABLES CORP., AS COLLECTION AGENT, UHS OF DELAWARE, INC., AS SERVICER,
UNIVERSAL HEALTH SERVICES, INC., AS PERFORMANCE GUARANTOR,**

THE CONDUITS, LIQUIDITY BANKS, CO-AGENTS AND LC PARTICIPANTS FROM TIME TO TIME PARTY HERETO,

AND

PNC BANK, NATIONAL ASSOCIATION, AS LC BANK AND ADMINISTRATIVE AGENT

(aa) Liquidity Coverage Ratio. No Borrower ~~(x) has issued, does issue or will issue~~

~~any obligations that (A) constitute asset-backed commercial paper, or (B) are securities required to be registered under the Securities Act of 1933 (the "33 Act") or that may be offered for sale under Rule 144A or a similar exemption from registration under the 33 Act or the rules promulgated thereunder, or (y) has issued, does issue or will issue any other debt obligations or equity interests other than debt obligations substantially similar to the obligations of such Borrower under this Agreement that are (A) issued to other banks or asset-backed commercial paper conduits in privately negotiated transactions, and (B) subject to transfer restrictions substantially similar to the transfer restrictions set forth in this Agreement. Each Borrower further represents and warrants that its assets and liabilities are consolidated with the assets and liabilities of Parent for purposes of generally accepted accounting principles. has issued any LCR Securities, and each Borrower is a consolidated subsidiary of the Performance Guarantor under GAAP.~~

(bb) Sanctions. No Covered Entity is a Sanctioned Person. No Covered Entity, (i) has

any of its assets in a Sanctioned Country or, to its knowledge, in the possession, custody or control of a Sanctioned Person, in each case, in violation of any Anti-Terrorism Law; (ii) does business in or with, or derives any of its income from investments in or transactions with, any Sanctioned Country or Sanctioned Person in violation of any Anti-Terrorism Law; or (iii) engages in any dealings or transactions prohibited by any Anti-Terrorism Law.

Section 5.2

Lender Representations and Warranties

Each Liquidity Bank and LC Participant hereby represents and warrants (as to itself) to the Agents, the Lenders and the Loan Parties that:

(a) Existence and Power. Such Person is duly organized, validly existing and in good

standing under the laws of its jurisdiction of organization, and has all organizational power to perform its obligations hereunder.

(b) No Conflict. The execution and delivery by such Person of this Agreement and

the performance of its obligations hereunder and thereunder are within its corporate powers, have been duly authorized by all necessary corporate action, do not contravene or violate (i) its certificate or articles of incorporation or association or by-laws or similar governing documents, (ii) any law, rule or regulation applicable to it, (iii) any restrictions under any agreement, contract or instrument to which it is a party or any of its property is bound, or (iv) any order, writ, judgment, award, injunction or decree binding on or affecting it or its property, and do not result in the creation or imposition of any Lien on its assets. This Agreement has been duly authorized, executed and delivered by such Person.

(c) Governmental Authorization. No authorization or approval or other action by,

and no notice to or filing with, any governmental authority or regulatory body is required for the due execution and delivery by such Person of this Agreement and the performance of its obligations hereunder.

(d) Binding Effect.

This Agreement constitutes the legal, valid and binding obligation of such Person enforceable against such Person in accordance with its terms, except as

(f) Termination Date Determination. No Borrower will designate the Termination

Date, or send any written notice to any Originator in respect thereof, without the prior written consent of the Administrative Agent, except with respect to the occurrence of a Termination Date arising pursuant to Section 5.1(f) of the applicable Receivables Sale Agreement.

(g) Restricted Junior Payments. No Borrower will make any Restricted Junior

Payment if after giving effect thereto, such Borrower's Net Worth (as defined in the applicable Receivables Sale Agreement) would be less than the Required Capital Amount (as defined in the applicable Receivables Sale Agreement).

(h) Debt. The Collection Agent will not, nor will any Borrower, incur or permit to

exist any Debt or liability on account of deposits except: (i) the Obligations, (ii) the Subordinated Loans, and (iii) other current accounts payable arising in the ordinary course of business and not overdue.

(i) Sanctions. No Loan Party will become a Sanctioned Person. No Covered Entity

will (i) have any of its assets in a Sanctioned Country or, to its knowledge, in the possession, custody or control of a Sanctioned Person, in each case, in violation of any Anti-Terrorism Law; (ii) do business in or with, or derive any of its income from investments in or transactions with, any Sanctioned Country or Sanctioned Person in violation of any Anti-Terrorism Law; (iii) engage in any dealings or transactions prohibited by any Anti-Terrorism Law or (iv) use the proceeds of any Advances to fund any operations in, finance any investments or activities in, or make any payments to, a Sanctioned Country or Sanctioned Person in violation of any Anti-Terrorism Law. Each Loan Party shall comply with all Anti-Terrorism Laws. Each Loan Party shall promptly notify the Administrative Agent and each Co-Agent in writing upon the occurrence of a Reportable Compliance Event. No Loan Party has used or will use the proceeds of any Advances to fund any operations in, finance any investments or activities in or make any payments to, a Sanctioned Person or a Sanctioned Country, in each case, in violation of any Anti-Terrorism Law.

(j) Liquidity Coverage Ratio. No Borrower shall issue any LCR Security.

ARTICLE VIII. ADMINISTRATION AND COLLECTION

Section 8.1 Designation of Servicer.

(a) The servicing, administration and collection of the Receivables shall be conducted

by such Person (the "**Servicer**") so designated from time to time in accordance with this Section

8.1. UHS of Delaware is hereby designated as, and hereby agrees to perform the duties and obligations of, the Servicer pursuant to the terms of this Agreement. After the occurrence of an Amortization Event, the Administrative Agent may at any time designate as Servicer any Person

to succeed UHS of Delaware or any successor Servicer.

(b) Without the prior written consent of the Agents and the Required Co-Agents,

UHS of Delaware shall not be permitted to delegate any of its duties or responsibilities as Servicer to any Person except with respect to certain Defaulted Receivables, with respect to which it may engage outside collection agencies in accordance with its customary practices.

omissions of such Business Associate, its employees, officers, directors, agents, or sub-contractors for uses or disclosures in violation of this Section.

(g) Amendment. Each of the Business Associates and UHS of Delaware agree to

amend this Section in such manner as is reasonably necessary to comply with any amendment of (i) HIPAA, HITECH or other applicable law, (ii) the HIPAA Regulations or other applicable regulations, or (iii) any applicable court decision or binding governmental policy. If the parties are unable to agree on an amendment within 30 days of notice from UHS of Delaware to each Business Associate of the requirement to amend this Section, UHS of Delaware and the other Loan Parties may, at the option of UHS of Delaware, terminate this Agreement or cease to provide PHI to any Business Associate with whom UHS of Delaware has been unable so to agree, upon written notice to the Business Associates.

(h) Survival. This Section and the confidentiality, privacy, security, and other

requirements established herein shall survive termination of this Agreement.

(i) Interpretation. Any ambiguity in this Section shall be resolved in favor of a

meaning that permits UHS of Delaware and the other Loan Parties to comply with the HIPAA Regulations and the EDI Rule.

(j) Several Liability of Business Associates. No Business Associate shall have any

liability to UHS of Delaware or any third party of any kind or nature, whether such liability is asserted on the basis of contract, tort (including negligence or strict liability), or otherwise, arising from the failure of any other Business Associate to fulfill its obligations under this Section.

Section 14.15 Ratification. After giving effect to this Agreement and each of the other

agreements, documents and instruments contemplated in connection herewith, the Performance Undertaking, along with each of the provisions thereof, remains in full force and effect and is hereby ratified and reaffirmed by the Performance Guarantor and each of the other parties hereto.

Section 14.16 Acknowledgement and Consent to Bail-In of EEA Financial Institutions.

Notwithstanding anything to the contrary in any Transaction Document or in any other agreement, arrangement or understanding among any such parties, each party hereto acknowledges that any liability of any EEA Financial Institution arising under any Transaction Document, to the extent such liability is unsecured, may be subject to the Write-Down and Conversion Powers of an EEA Resolution Authority and agrees and consents to, and acknowledges and agrees to be bound by:

(a) the application of any Write-Down and Conversion Powers by an EEA Resolution

Authority to any such liabilities arising hereunder which may be payable to it by any party hereto that is an EEA Financial Institution; and

(b) the effects of any Bail-In Action on any such liability, including, if applicable:

(i) a reduction in full or in part or cancellation of any such liability:

(ii) a conversion of all, or a portion of, such liability into shares or other

instruments of ownership in such EEA Financial Institution, its parent undertaking, or a bridge institution that may be issued to it or otherwise conferred on it, and that such shares or other instruments of ownership will be accepted by it in lieu of any rights with respect to any such liability under this Agreement or any other Transaction Document; or

(iii) the variation of the terms of such liability in connection with the exercise

of the Write-Down and Conversion Powers of any EEA Resolution Authority.

<Signature pages follow>

EXHIBIT I DEFINITIONS

As used in this Agreement, (a) capitalized terms used and not otherwise defined in this Agreement (whether or not included in the list below) shall have the meanings attributed thereto in the Receivables Sale Agreements, and (b) the following terms shall have the following meanings (such meanings to be equally applicable to both the singular and plural forms of the terms defined):

“Adjusted Dilution Ratio” means, at any time, the rolling average of the Dilution Ratio for the 12 Calculation Periods then most recently ended.

“Adjusted LC Participation Amount” means, at any time, the LC Participation Amount less the amount of cash collateral held in the LC Collateral Account at such time.

“Administrative Agent” has the meaning set forth in the preamble to this Agreement.

“Advance” means a borrowing hereunder consisting of the aggregate amount of the several Loans made on the same Borrowing Date.

“Affiliate” means, with respect to any Person, any other Person directly or indirectly controlling, controlled by, or under direct or indirect common control with, such Person or any Subsidiary of such Person. A Person shall be deemed to control another Person if (a) the controlling Person owns 10-50% of any class of voting securities of the controlled Person only if it also possesses, directly or indirectly, the power to direct or cause the direction of the management or policies of the controlled Person, whether through ownership of stock, by contract or otherwise, or (b) if the controlling Person owns more than 50% of any class of voting securities of the controlled Person.

“Agents” means the Administrative Agent and the Co-Agents.

“Aggregate Commitment” means, on any date of determination, the aggregate amount of the Lender Group Commitments of all Lender Groups (excluding the Lender Group Commitment of any Defaulting Lender’s Lender Group). As of the date hereof, the Aggregate Commitment is ~~\$400,000,000~~ \$440,000,000.

“Aggregate Principal” means, on any date of determination, the aggregate outstanding principal amount of all Loans outstanding on such date.

“Aggregate Reduction” has the meaning specified in Section 1.3.

“Agreement” means this Amended and Restated Credit and Security Agreement, as it may be amended or modified and in effect from time to time.

“Alternate Base Rate” means for any day, the rate *per annum* equal to the higher as of such day of (i) the Prime Rate, or (ii) one-half of one percent (0.50%) above the Federal Funds Rate. For purposes of determining the Alternate Base Rate for any day, changes in the Prime Rate or the Federal Funds Rate shall be effective on the date of each such change.

“Alternate Base Rate Loan” means a Loan which bears interest at the Alternate Base Rate or the Default Rate.

“Amortization Date” means the earliest to occur of (i) the day on which any of the conditions precedent set forth in Section 6.2 (other than Section 6.2(d)(ii) (B)) are not satisfied, (ii) the Business Day immediately prior to the occurrence of an Event of Bankruptcy with respect to any Loan Party, (iii) the Business Day specified in a written notice from the Administrative Agent following the occurrence of any other Amortization Event, and (iv) the date which is 10 Business Days after the Administrative Agent’s receipt of written notice from the Collection Agent, on behalf of Borrowers, that Borrowers wish to terminate the facility evidenced by this Agreement.

“Amortization Event” has the meaning specified in Article IX.

“Anti-Terrorism Laws” means any Applicable Law relating to terrorism, trade sanctions programs and embargoes, import/export licensing, money laundering, corruption or bribery, and any regulation, order, or directive promulgated, issued or enforced pursuant to such Applicable Laws, all as amended, supplemented or replaced from time to time.

“Applicable Law” means, with respect to any Person, all provisions of law, statute, treaty, constitution, ordinance, rule, regulation, requirement, restriction, permit, executive order, certificate, decision, directive or order of any Governmental Authority applicable to such Person or any of its property.

“Applicable Percentage” means, on any date of determination, the “Applicable Margin for Eurodollar Loans” as set forth in the “Applicable Pricing Grid” (as each of the foregoing terms is defined in the Parent Credit Agreement).

“Assignment Agreement” has the meaning set forth in Section 12.1(b). **“Atlantic”** means Atlantic Asset Securitization LLC, a Delaware limited liability company.

“Authorized Officer” means, with respect to any Person, its president, company controller, treasurer or chief financial officer.

“Bail-In Action” means the exercise of any Write-Down and Conversion Powers by the applicable EEA Resolution Authority in respect of any liability of an EEA Financial Institution.

“Bail-In Legislation” means, with respect to any EEA Member Country implementing Article 55 of Directive 2014/59/EU of the European Parliament and of the Council

of the European Union, the implementing law for such EEA Member Country from time to time [which is described in the EU Bail-In Legislation Schedule](#).

“Bankruptcy Code” means the Bankruptcy Code of 1978, as amended and in effect from time to time (11 U.S.C. § 101 *et seq.*) and any successor statute thereto.

“Basel III” means the agreements reached by the Basel Committee on Banking Supervision in “Basel III: A Global Regulatory Framework for More Resilient Banks and Banking Systems” (as amended, supplemented or otherwise modified or replaced from time to time).

“Blocked Sweep Account” means account no. 81884-16729 in the Collection Agent’s name at Bank of America, N.A., in Chicago, Illinois.

“Borrower(s)” has the meaning set forth in the preamble to this Agreement.

“Borrowing Base” means, on any date of determination, the Net Pool Balance as of the last day of the period covered by the most recent Monthly Report, **minus** the Required Reserve as of the last day of the period covered by the most recent Monthly Report, **minus** Deemed Collections that have occurred since the most recent Cut-Off Date to the extent that such Deemed Collections exceed the Dilution Reserve, **plus** the Self-Pay Borrowing Base as of the last day of the period covered by the most recent Monthly Report.

“Borrowing Date” means a Business Day on which an Advance is made

hereunder.

“Borrowing Notice” has the meaning set forth in Section 1.2.

“Broken Funding Costs” means for any CP Rate Loan or LIBO Rate Loan which: (a) in the case of a CP Rate Loan, has its principal reduced without compliance by Borrowers (or the Collection Agent on their behalf) with the notice requirements hereunder, (b) in the case of a CP Rate Loan or a LIBO Rate Loan, does not become subject to an Aggregate Reduction following the delivery of any Reduction Notice, (c) in the case of a CP Rate Loan, is assigned under the Liquidity Agreement, or (d) in the case of a LIBO Rate Loan, is terminated or reduced prior to the last day of its Interest Period, an amount equal to the excess, if any, of (i) the CP Costs or Interest (as applicable) that would have accrued during the remainder of the Interest Periods or the tranche periods for Commercial Paper determined by the Administrative Agent to relate to such Loan (as applicable) subsequent to the date of such reduction, assignment or termination (or in respect of clause (b) above, the date such Aggregate Reduction was designated to occur pursuant to the Reduction Notice) of the principal of such Loan if such reduction, assignment or termination had not occurred or such Reduction Notice had not been delivered, over (ii) the sum of (x) to the extent all or a portion of such principal is allocated to another Loan, the amount of CP Costs or Interest actually accrued during the remainder of such period on such principal for the new Loan, and (y) to the extent such principal is not allocated to another Loan, the income, if any, actually received during the remainder of such period by the holder of such Loan from investing the portion of such principal not so allocated. In the event that the amount referred to in clause (B) exceeds the amount referred to in clause (A), the relevant Lender

Period ending on such Cut-Off Date, by (ii) the aggregate Net Eligible Billings generated by the Originators during the Calculation Period immediately prior to the Calculation Period ending on such Cut-Off Date.

“Dilution Reserve” means, for any Calculation Period, the product (expressed as a percentage) of:

- (a) the sum of (i) two (2) times the Adjusted Dilution Ratio as of the immediately preceding Cut-Off Date, *plus* (ii) the Dilution Volatility Component as of the immediately preceding Cut-Off Date, **times**
- (b) the Dilution Horizon Ratio as of the immediately preceding Cut-Off Date.

“Dilution Volatility Component” means the product (expressed as a percentage) of (i) the difference between (a) the highest three (3)-month rolling average Dilution Ratio over the past 12 Calculation Periods and (b) the Adjusted Dilution Ratio, and (ii) a fraction, the numerator of which is equal to the amount calculated in (i)(a) of this definition and the denominator of which is equal to the amount calculated in (i)(b) of this definition.

“Drawing Date” has the meaning set forth in Section 1.10(b).

“EEA Financial Institution” means (a) any credit institution or investment firm established in any EEA Member Country which is subject to the supervision of an EEA Resolution Authority, (b) any entity established in an EEA Member Country which is a parent of an institution described in clause (a) of this definition, or (c) any financial institution established in an EEA Member Country which is a subsidiary of an institution described in clauses (a) or (b) of this definition and is subject to consolidated supervision with its parent.

“EEA Member Country” means any of the member states of the European Union, Iceland, Liechtenstein, and Norway.

“EEA Resolution Authority” means any public administrative authority or any person entrusted with public administrative authority of any EEA Member Country (including any delegee) having responsibility for the resolution of any EEA Financial Institution.

“Eligible Assignee” means a commercial bank having a combined capital and surplus of at least \$250,000,000 with a rating of its (or its parent holding company’s) short-term securities equal to or higher than (i) A-1 by S&P and (ii) P-1 by Moody’s.

“Eligible Investments” means book-entry securities entered on the books of the registrar of such securities and held in the name or on behalf of the Administrative Agent, negotiable instruments or securities represented by instruments in bearer or registered form registered in the name of the Administrative Agent or its nominee which evidence:

- (a) readily marketable direct obligations of the Government of the United States or any agency or instrumentality thereof or obligations unconditionally guaranteed by the full faith and credit of the United States;

“EU Bail-In Legislation Schedule” means the EU Bail-In Legislation Schedule published by the Loan Market Association (or any successor person), as in effect from time to time.

“Event of Bankruptcy” shall be deemed to have occurred with respect to a Person

if either:

(a) a case or other proceeding shall be commenced, without the application or consent of such Person, in any court, seeking the liquidation, reorganization, debt arrangement, dissolution, winding up, or composition or readjustment of debts of such Person, the appointment of a trustee, receiver, custodian, liquidator, assignee, sequestrator or the like for such Person or all or substantially all of its assets, or any similar action with respect to such Person under any law relating to bankruptcy, insolvency, reorganization, winding up or composition or adjustment of debts, and such case or proceeding shall continue undismissed, or unstayed and in effect, for a period of 60 consecutive days; or an order for relief in respect of such Person shall be entered in an involuntary case under the federal bankruptcy laws or other similar laws now or hereafter in effect; or

(b) such Person shall commence a voluntary case or other proceeding under any applicable bankruptcy, insolvency, reorganization, debt arrangement, dissolution or other similar law now or hereafter in effect, or shall consent to the appointment of or taking possession by a receiver, liquidator, assignee, trustee (other than a trustee under a deed of trust, indenture or similar instrument), custodian, sequestrator (or other similar official) for, such Person or for any substantial part of its property, or shall make any general assignment for the benefit of creditors, or shall be adjudicated insolvent, or admit in writing its inability to pay its debts generally as they become due, or, if a corporation or similar entity, its board of directors shall vote to implement any of the foregoing.

“Executive Officer” has the meaning provided in the Receivables Sale

Agreements.

N.A., in Chicago, Illinois.

“Facility Account” means the Collection Agent’s account no. 81889-03045 (ABA no. 026-009-593, ref: Commercial Paper Proceeds) at Bank of America,

the Amortization Date.

“Facility Termination Date” means the earlier of (i) December 21, 2018 and (ii)

“Federal Funds Effective Rate” means, for any day, the per annum rate set forth in the weekly statistical release designated as H.15(519), or any successor publication, published by the Federal Reserve Board (including any such successor, “H.15(519)”) for such day opposite the caption “Federal Funds (Effective).” If on any relevant day such rate is not yet published in H.15(519), the rate for such day will be the rate set forth in the daily statistical release designated as the Composite 3:30 p.m. Quotations for U.S. Government Securities, or any successor publication, published by the Federal Reserve Bank of New York (including any such successor,

the "Composite 3:30 p.m. Quotations") for such day under the caption "Federal Funds Effective

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Co-Agent; *provided that* no such period shall exceed one month and, in the absence of such selection by the applicable Co-Agent, such Interest Periods for such Loan shall be the Calculation Periods.

In the case of any Interest Period for any Loan which commences before the Amortization Date and would otherwise end on a date occurring after the Amortization Date, such Interest Period shall end on the Amortization Date. The duration of each Interest Period which commences after the Amortization Date shall be of such duration as selected by the applicable Co-Agent.

“Interest Rate” means, with respect to each Loan of the Liquidity Banks or any other Loan being funded or maintained by a Lender other than through the issuance of Commercial Paper, the LIBO Rate, the Alternate Base Rate or the Default Rate, as applicable.

“Laws” means, collectively, all common law and all international, foreign, federal, state and local statutes, treaties, rules, guidelines, regulations, ordinances, codes and administrative or judicial precedents, including without limitation the interpretation thereof by any governmental authority charged with the enforcement thereof.

“LC Bank” has the meaning set forth in the preamble to this Agreement.

“LC Collateral Account” means the account designated as the LC Collateral Account established and maintained by the Administrative Agent (for the benefit of the LC Bank and the LC Participants), or such other account as may be so designated as such by the Administrative Agent.

“LC Participant” means each Person listed as such (and its respective Commitment) for each Lender Group as set forth on the signature pages of this Agreement or in any Assignment Agreement pursuant to which it became a party hereto.

“LC Participation Amount” means, at any time, the excess, if any, of (a) aggregate face amount of the outstanding Letters of Credit at such time over (b) the amount of any drawings made under such Letters of Credit.

“LCR Security” means any commercial paper or security (other than equity securities issued to the Performance Guarantor or any Originator that is a consolidated subsidiary

of the Performance Guarantor under GAAP) within the meaning of Paragraph

.32(e)(viii) of

the final rules titled Liquidity Coverage Ratio: Liquidity Risk Measurement Standards, 79 Fed. Reg. 61440 et seq. (October 10, 2014).

“Lender” means each Conduit, each Liquidity Bank, each LC Participant and the LC Bank.

“Lender Group” means, (A) with respect to any Conduit, (i) such Conduit, (ii) its Liquidity Bank(s), (iii) its Co-Agent and (iv) its LC Participant(s), (B) with respect to PNC, PNC as (i) a Liquidity Bank, (ii) a Co-Agent, (iii) an LC Participant, (iv) the LC Bank and (v) the Administrative Agent and (C) with respect to SunTrust, (i) SunTrust as a Liquidity Bank, (ii) STRH as its Co-Agent and (iii) SunTrust as an LC Participant.

limit shall be determined according to public debt rating of such Obligor based the following table:

S&P Rating	Moody's Rating	Allowable % of the Eligible Receivables and Eligible Participation Interests, in the aggregate
A-1+ or at least AA-	P-1 or at least A2	10.00%
A-1 or at least A	P-1 or at least A2	8.00%
A-2 or at least A-	P-2 or at least Baa1	6.00%
A-3 or at least BBB-	P-3 or at least Baa3	5.00%
Below A-3 or Not Rated by either S&P or Moody's	Below P-3 or Not Rated by either S&P or Moody's	3.85%

; **provided, however**, that (i) if any Obligor has a split rating, the applicable rating will be the lower of the two, (ii) if any Obligor is not rated by either S&P or Moody's, the applicable Obligor Concentration Limit shall be the one set forth in the last line of the table above, (iii) if an Obligor has an A.M. Best Financial Strength Rating of "A" or better, the applicable concentration limit for such Obligor shall be 10%, notwithstanding the S&P Rating or the Moody's Rating, (iv) if any Obligor has no short-term unsecured rating from either S&P or Moody's, but has a long-term rating from S&P or Moody's, then such long-term ratings shall be used as set forth in the above chart in lieu of short-term ratings, subject to the foregoing and (v) subject to rating agency approval and/or an increase in the Required Reserve Factor Floor, upon request of the Collection Agent, on behalf of Borrowers, from time to time, the Administrative Agent and the Lenders may agree to a higher percentage of Eligible Receivables for a particular Obligor and its Affiliates, in the aggregate, as set forth on Schedule D hereto, or as the Administrative Agent may otherwise designate from time to time (each such higher percentage, a "**Special Obligor Concentration Limit**"), it being understood that any Special Obligor Concentration Limit may be cancelled upon not less than five (5) Business Days' written notice by the Administrative Agent to the Collection Agent, on behalf of Borrowers.

"Order" has the meaning set forth in Section 1.16.

"Original Agreement" has the meaning set forth in the recitals to this Agreement. **"Originator"** means each of Aiken Regional Medical Centers, Inc., District

Hospital Partners, L.P., Fort Duncan Medical Center, L.P., Lancaster Hospital Corporation, Laredo Regional Medical Center, L.P., Manatee Memorial Hospital, L.P., McAllen Hospitals, L.P., Northwest Texas Healthcare System, Inc., Sparks Family Hospital, Inc., Summerlin Hospital Medical Center LLC, Temecula Valley Hospital, Inc., UHS of Texoma, Inc., UHS of Oklahoma, ~~Inc.~~LLC, UHS-Corona, Inc., Universal Health Services of Rancho Springs, Inc., Valley Health System LLC and Wellington Regional Medical Center, ~~Incorporated~~LLC.

"Outstanding Balance" means at any time (i) with respect to any Private Receivable, the then outstanding principal balance thereof after giving effect to the Initial

company, joint venture or similar business organization more than 50% of the ownership interests having ordinary voting power of which shall at the time be so owned or controlled.

“**SunTrust**” has the meaning set forth in the preamble to this Agreement.

“**Tax Code**” means the Internal Revenue Code of 1986, as the same may be amended from time to time.

“**Termination Date**” has the meaning set forth in the Receivables Sale

Agreements.

“**TPF**” has the meaning set forth in the preamble to this Agreement.

“**Transaction Documents**” means, collectively, this Agreement, each Borrowing Notice, each Receivables Sale Agreement, each Collection Account Agreement, each Performance Undertaking, the Fee Letter, each Subordinated Note (as defined in the Receivables Sale Agreements) and all other instruments, documents and agreements executed and delivered in connection herewith.

“**Transferred Assets**” has the meaning set forth in the Receivables Sale

Agreements.

“**TRICARE**” has the meaning provided in the Receivables Sale Agreements.

“**UCC**” means the Uniform Commercial Code as from time to time in effect in the specified jurisdiction.

“**UHS of Delaware**” has the meaning set forth in the preamble to this Agreement.

“**Unmatured Amortization Event**” means an event which, with the passage of time or the giving of notice, or both, would constitute an Amortization Event.

“**VFCC**” has the meaning set forth in the preamble to this Agreement. “**Victory**” has the meaning set forth in the preamble to this Agreement. “**Wells**” has the meaning set forth in the preamble to this Agreement.

“**Wells Assignment**” has the meaning set forth in the recitals to this Agreement.

“**Write-Down and Conversion Powers**” means, with respect to any EEA Resolution Authority, the write-down and conversion powers of such EEA Resolution Authority from time to time under the Bail-In Legislation for the applicable EEA Member Country, which [writedown and conversion powers are described in the EU Bail-in Legislation Schedule](#).

“**Yield Reserve**” means, for any Calculation Period, the product (expressed as a percentage) of (i) 1.5 times (ii) the Alternate Base Rate as of the immediately preceding Cut-Off Date times (iii) a fraction the numerator of which is the highest Days Sales Outstanding for the

most recent 12 Calculation Periods and the denominator of which is 360.

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SCHEDULE A COMMITMENTS

<u>VICTORY'S LENDER GROUP</u>	<u>COMMITMENT</u>
Lender Group Commitment	\$95,000,000 <u>104,500,000</u>
BTMU's Commitment as a Liquidity Bank	\$95,000,000 <u>104,500,000</u>
BTMU's Commitment as an LC Participant	\$95,000,000 <u>104,500,000</u>

<u>SUNTRUST'S LENDER GROUP</u>	<u>COMMITMENT</u>
Lender Group Commitment	\$100,000,000 <u>110,000,000</u>
SunTrust's Commitment as a Liquidity Bank	\$100,000,000 <u>110,000,000</u>
SunTrust's Commitment as an LC Participant	\$100,000,000 <u>110,000,000</u>

<u>PNC'S LENDER GROUP</u>	<u>COMMITMENT</u>
Lender Group Commitment	\$115,000,000 <u>126,500,000</u>
PNC's Commitment as a Liquidity Bank	\$115,000,000 <u>126,500,000</u>
PNC's Commitment as an LC Participant	\$115,000,000 <u>126,500,000</u>

<u>ATLANTIC'S LENDER GROUP</u>	<u>COMMITMENT</u>
Lender Group Commitment	\$90,000,000 <u>99,000,000</u>
CACIB's Commitment as a Liquidity Bank	\$90,000,000 <u>99,000,000</u>
CACIB's Commitment as an LC Participant	\$90,000,000 <u>99,000,000</u>

SCHEDULE D
SPECIAL OBLIGOR CONCENTRATION LIMIT

In addition to the other Obligor Concentration Limits specified in the Agreement:

(a) All Private Receivables owed by members of the BlueCross BlueShield Association shall be subject to a Special Concentration Limit of 15% of the Eligible Receivables and Eligible Participation Interests, in the aggregate; **provided, however**, that (i) the aggregate outstanding balance of such Private Receivables originated by facilities located in the State of Nevada shall be subject to a state sub-limit of 10% of the Eligible Receivables and Eligible Participation Interests, in the aggregate, and (ii) the aggregate outstanding balance of such receivables originated by facilities located within any other state (or District of Columbia), shall be subject to a state sub-limit of 5% of the Eligible Receivables and Eligible Participation Interests, in the aggregate; and

(b) The combined company that was formed by the merger of Sierra Health Services, Inc. with United HealthCare Services, Inc. (the "**Combined Company**") and its Affiliates will have a Special Concentration Limit of ~~15.0~~18.0% of the Eligible Receivables and Eligible Participation Interests, in the aggregate, unless and until cancelled upon not less than five (5) Business Days' written notice by the Administrative Agent to Borrowers after the occurrence of a United HealthCare Credit Event, **provided** the Required Reserve Factor Floor is adjusted (if applicable) based on the Combined Company's actual debt ratings at that time.

As used in this Schedule D, the following terms have the following meanings:

"United HealthCare Credit Event" means the occurrence of either (i) any material adverse effect on the business, operations, financial condition or assets of the Combined Company and its Affiliates, taken as a whole or (ii) any of the public debt ratings of the Combined Company or any of its Affiliates are downgraded or withdrawn.

EXHIBIT B
CLOSING MEMORANDUM

Exhibit B

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CERTIFICATION—Chief Executive Officer

I, Alan B. Miller, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Universal Health Services, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report, based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2017

/s/ Alan B. Miller
Chief Executive Officer

CERTIFICATION—Chief Financial Officer

I, Steve Filton, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Universal Health Services, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report, based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2017

/s/ Steve Filton

Executive Vice President and Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Universal Health Services, Inc. (the "Company") on Form 10-Q for the quarter ended June 30, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Alan B. Miller, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, and to the best of my knowledge, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the end of, and for the period covered by, the Report.

/s/ Alan B. Miller
Chief Executive Officer
August 7, 2017

A signed original of this written statement required by Section 906 has been provided to Universal Health Services, Inc. and will be retained and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Universal Health Services, Inc. (the "Company") on Form 10-Q for the quarter ended June 30, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Steve Filton, Senior Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, and to the best of my knowledge, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the end of, and for the period covered by, the Report.

/s/ Steve Filton

Executive Vice President and Chief Financial Officer
August 7, 2017

A signed original of this written statement required by Section 906 has been provided to Universal Health Services, Inc. and will be retained and furnished to the Securities and Exchange Commission or its staff upon request.