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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant ☒ Filed by a party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

☒ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material Under Rule 240.14a-12

COMMUNITY HEALTH SYSTEMS, INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

☐ Fee paid previously with preliminary materials.

☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

Table of Contents

Table of Contents

COMMUNITY HEALTH SYSTEMS, INC.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Tuesday, May 10, 2022
8:00 a.m. (Central Time)
Hilton Franklin Cool Springs, 601 Corporate Centre Drive, Franklin, TN 37067

The Annual Meeting of Stockholders of Community Health Systems, Inc. (the "Annual Meeting") will be held on Tuesday, May 10, 2022 at 8:00 a.m. (Central Time) at the Hilton Franklin Cool Springs, 601 Corporate Centre Drive, Franklin, TN 37067.*

The Annual Meeting will be held for the purpose of considering and acting upon the following matters:

1. To elect twelve (12) directors, each to serve for a term of one year to expire at the 2023 Annual Meeting of Stockholders;
2. To hold an advisory vote on executive compensation;
3. To ratify the appointment of Deloitte & Touche LLP as our independent registered public accountmAnIner!c accounco

Our consolidated results during 2021 and 2020 are reflected in the chart below.

Performance Results
For the Years Ended December 31, 2021 and 2020
(dollars in millions, except per share and stock price amounts)

Key Metrics	2021 Results	2020 Results	% Increase/ (Decrease)
Net Operating Revenues	$12,368	$11,789	4.9%
Net income attributable to Community Health Systems, Inc. stockholders	$230	$511	(55.0)%
Net income attributable to Community Health Systems, Inc. stockholders as a % of net operating revenues	1.9%	4.3%	
Adjusted EBITDA (1)	$1,969	$1,809	8.8%
Adjusted EBITDA as a % of net operating revenues (1)	15.9%	15.3%	
Cash Flows from Operations	$(131)	$2,178	(106.0)%
Earnings per Diluted Share, as reported	$1.79	$4.39	(59.2)%
Earnings per Diluted Share, excluding Adjustments (1)	$2.45	$0.45	444.4%
Stock Price as of December 31	$13.31	$7.43	79.1%

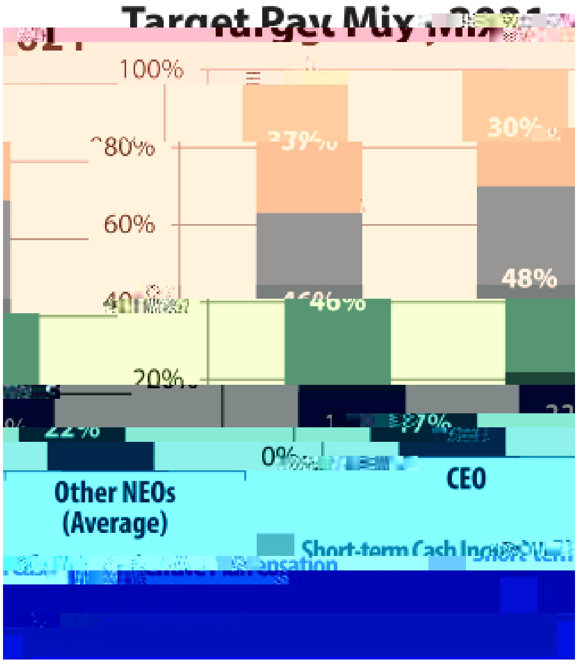
(1) Adjusted EBITDA and Earnings per Diluted Share, excluding Adjustments, are non-GAAP financial measures. For a definition of these non-GAAP financial measures and why we believe these q these

(1) Earnings (loss) per diluted share, as adjusted, reflects our reported earnings (loss) attributable to Community Health Systems, Inc. stockholders per diluted share for the periods presented adjusted for certain items as reflected on Annex A. Adjusted EBITDA is EBITDA (which is a non-GAAP financial measure that consists of net (loss) income attributable to Community Health Systems, Inc. before interest, income taxes and depreciation and amortization) adjusted for certain items as reflected on Annex A. For a definition and reconciliation of Adjusted EBITDA and Earnings (loss) per Diluted Share excluding adjustments, to the most comparable GAAP measures, and why we believe these non-GAAP financial measures present useful information to investors, see Annex A.

Table of Contents

Our Compensation Target Pay Mix

We believe that at risk compensation focuses our management on achieving our key financial, strategic and business goals. For fiscal 2021, approximately 83% of the Chief Executive Officer's target direct compensation value and approximately 78% of our other named executive officers' average target direct compensation value was at risk in the form of short-term cash incentive awards and long-term incentives. Actual amounts realized for these programs are dependent upon our annual or longer-term performance and in the case of such stock awards subject to fluctuations in our stock price. The following graph depicts the "target pay mix" for our named executive officers in 2021, reflecting the base salary, target short-term cash incentive opportunity and grant date fair value of our annual equity grants made in 2021.



ROADMAP OF VOTING ITEMS

VOTING ITEM	BOARD RECOMMENDATION	PAGE REFERENCE
PROPOSAL 1. ELECTION OF DIRECTORS We are asking stockholders to vote on each director nominee to our Board. The Board and the Governance and Nominating Committee believe that the director nominees haq[illegible]		

How would my shares be voted if I do not specify how they should be voted?

If you are a stockholder of record and you sign and return your proxy card without indicating how you want your shares to be voted, your shares will be voted in accordance with the Board's recommendations for the proposals listed above and in the discretion of the named proxies regarding any other matters properly presented for a vote at the Meeting.

If you are a beneficial owner of shares held in "street name" and do not provide each broker, bank, trustee or other nominee that holds your shares with specific voting instructions, under the rules of the New York Stock Exchange ("NYSE"), the broker, bank, trustee or other nominee that holds your shares may generally vote on "routine" matters without instructions from you. We expect the ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022 (Proposal 3) to be the only proposal that is considered a "routine" matter. Accordingly, if your shares are held through a broker, bank, trust or other nominee, that person will have discretion to vote your shares on only that matter if you fail to provide instructions.

On the other hand, under NYSE rules, your broker, bank, trustee or other nominee is not entitled to vote your shares on any "non-routine" matters if it does not receive instructions from you on how to vote. The election of directors (Proposal 1), and the approval, on an advisory basis, of named executive officer ("NEO") compensation (Proposal 2) will be considered "non-routine" matters. Thus, if you do not give your broker, bank, trustee or other nominee specific instructions on how to vote your shares with respect to those proposals, your broker, bank, trustee or other nominee will inform the Inspectors of Election that it does not have the authority to vote on those matters with respect to your shares. This is generally referred to as a "broker non-vote." A broker non-vote may also occur if your broker, bank, trustee or other nominee fails to vote your shares for any reason. ***Therefore, if you hold your shares through a broker, bank, trustee or other nominee, please instruct that person regarding how to vote your shares on at least Proposals 1 and 2.***

How many votes must be present to hold the Meeting?

The presence, in person or represented by proxy, of the holders of a majority of the shares of Common Stock issued and outstanding on the record date for the Meeting will constitute a quorum for the transaction of business at the Meeting.

How are abstentions and broker non-votes treated?

Abstentions are deemed to be "present" at the Meeting, are counted for quorum purposes and, other than for the election of directors (Proposal 1), will have the same effect as a vote against the matter. In the case of Proposal 1, an abstention will not be deemed to be a vote cast either for or against any nominee. Broker non-votes, if any, while counted for general quorum purposes, will have no effect on the voting results for any non-routine matter in respect of which there may be broker non-votes.

Can I change my vote?

If you are a stockholder of record, you may revoke your proxy by doing one of the following:

* By sending a written notice of revocation to the Corporate Secretary of the Company that must be received prior to the Meeting, stating that you revoke your proxy;
* By signing a later-dated proxy card and submitting it so that it is received prior to the Meeting in accordance with the instructions included in the proxy card;
* By submitting another vote by telephone or via the internet prior to the Meeting; or

* By attending the Meeting and voting your shares in person at the Meeting before your proxy is exercised at the Meeting.

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[Table of Contents](#)

GENERAL INFORMATION

How may I contact the Lead Director of the Board of Directors or other non-management members of the Board of Directors?

The Lead Director of the Company's Board of Directors is John C. Clerico, who presides at regularly scheduled executive sessions of our Board. He and any of the other non-management directors (including the chair of any of the standing committees of our Board) may be contacted by any stockholder or other interested party in the following manner:

c/o Community Health Systems
4000 Meridian Boulevard
Franklin, TN 37067
Attention: Corporate Secretary
(615) 465-7000
Investor_Communications@chs.net

In the alternative, stockholders or other interested parties may communicate with our directors or our corporate compliance officer by accessing the Confidential Disclosure Program established under our Code of Conduct:

Corporate Compliance and Privacy Officer
Community Health Systems
4000 Meridian Boulevard
Franklin, TN 37067
(800) 495-9510
https://www.mycompliancereport.com/

of them on an annual basis, which solicits information about their relationships and other facts and circumstances that may be relevant to such independence determination. The Board also [redacted] any relationships [redacted] the Company and other organiz[redacted]hich our directors or director nominees serve as directors or with respect to which such directors or director nominees are otherwise affiliated. The Board determined that each of our existing non-management directors and the new director nominee satisfied all of the independence standards set forth in the Corporate Governance Guidelines and the applicable rules of the NYSE and SEC (including the specific standards applicable to members of our Audit and Compliance Committee and Compensation Committee) and did not otherwise have a material relationship with the Company (either directly or as an officer, employee, shareholder or partmYe directly tee) am on which the role of our independent Lead Director) assure that the independent members of the Board (who comprise a super-majority of the Board) provide appropriate oversight, consultation, and involvement. The Governance and Nominating Committee regularly reviews the Board's leadership structure to assess whether to separate or combine the roles of Executive Chairman (or Chairman, as applicable) and Chief Executive Officer based on the Company's particular facts and circumstances at the time, and the Board retains flexibility to determine the appropriate leadership structure for the Company based on such facts and circumstances.

The Board is responsible for broad corporate policy and overseeing the overall performance of the Company. Members of the Board are kept informed of the Company's business by various documents sent to them before each meeting and oral reports made to them during these meetings by the Company's Executive Chairman, Chief Executive Officer and other corporate executives. All directors are advised of actions taken by the various committees of the Board and are invited to, and frequently do, attend meetings of Board committees on which they do not serve. Directors have access to the Company's books, records and reports, and members of management are available at all times to answer their questions.

The Governance and Nominating Committee, which consists entirely of independent directors, periodically examines the Board leadership structure, as well as other governance practices, and also conducts an annual assessment of the Board's and each committee's effectiveness. The Governance and Nominating Committee has determined that the present leadership structure is effective and appropriate.

As indicated above, the independent members of the Board meet in executive sessions that are presided over by the independent Lead Director, currently John C. Clerico. As previously announced in a Current Report on Form 8-K filed on February 18, 2022, Mr. Clerico succeeded Julia B. North, who passed away in December 2021, in this role. Mr. Clerico has been a member of our Board since 2003 with former service as chair of both our Audit and Compliance Committee and our Compensation Committee. The Lead Director serves as the principal liaison between the independent directors and the Chair and other members of management. The Lead Director also has the authority to call meetings of the independent directors and prepare agendas for such meetings. The Lead Director also takes an active role in approving and setting agendas and presentation topics, and approving the materials to be sent to the Board prior to its meetings. Upon request, the Lead Director is also available for consultation and direct communication with major stockholders.

Board independence is further achieved through the completely independent composition of the three standing committees of the Board: Audit and Compliance, Compensation, and Governance and Nominating, each of which is supported by an appropriate charter and holds executive sessions without management present. Each of the Board's independent directors serves on one or more of these committees and, as noted above, is invited to, and frequently does, attend meetings and executive sessions of Board committees on which he or she does not serve. Thus, there is ample opportunity to meet and confer without any member of management present.

The Board has concluded that the structure and practices of the independent members of the Board assure effective independent oversight, as well as effective independent leadership while maintaining practical efficiency.

What are the Company's environmental, social and governance initiatives and where can I find additional information

- reducing water consumption through measures such as effective wat

- Community LEADS, our Leadership Excellence and Development Series, a proprietary training program for directors, managers and supervisors at our hospitals; and
- residency training programs, in connection with which affiliated hospitals partner with graduate medical education residency programs, thereby providing residents with practical patient experience and growing the pool of practicing physicians.

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[Table of Contents](#)

How many times did the Bos

representative of Mercer attends meetings of the Compensation Committee and communicates with the Compensation Committee chair between meetings on matters related to executive compensation. Mercer’s fees for serving as the Compensation Committee’s independent executive compensation consultant in 2021 were approximately $252,000. During 2021, the Company, at the direction of management, also retained MMC or its affiliates to provide limited consulting services to management, which services were limited primarily to conducting actuarial analyses of the Company’s Supplemental Executive Retirement Plans. In 2021, the total amount paid to MMC or its affiliates for such services was approximately $80,000. Although the Compensation Committee is aware that the Company uses MMC or its affiliates for such services, it does not specifically approve those services. The Compensation Committee has assessed Mercer’s independence pursuant to the independence factors set forth for compensation consultants in the NYSE listing standards and in the Compensation Committee’s charter and has determined that no conflicts of interest exist.

The Governance and Nominating Committee met two (2) times during 2021. The primary responsibilities of the Governance and Nominating Committee are to: (i) identify individuals qualified to become Board members and to select, or recommend that the Board select, the director nominees for the next annual meeting of stockholders, and make recommendations for directors’ assignments to the Committees of the Board; (ii) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and regularly review such corporate governance guidelines and recommend to the Board any changes thereto; (iii) review and make recommendations to the Board regarding compensation programs for ‘non-employee directors’; and (iv) review and approve the Company’s policies on and responses to important stockholder issues and proposals, including recommending to the Board the placement of stockholder proposals, and the Board’s response thereto, in the Proxy Statement.

Who are the Company’s audit committee financial experts?

Our Board has determined that all four of the members of our Audit pite meour Apensation

When making a deferral election, a non-management director may elect to receive payment for the deferred amounts in a lump sum

Table of Contents

Non-Management Director Compensation

The following table summarizes the aggregate fees earned and the value of equity-based awards earned by our then-serving non-management directors for 2021.

Name	Fees Earned or Paid in Cash ($) (1)	Restricted Stock Unit Awards ($) (2)	Total Compensation ($)

participation, interest and initiative, (v) business knowledge and experience relevant to the Company, and (vi) a willingness to devote sufficient time to carrying out his or her duties and responsibilities effectively.

The qualities and skills necessary in a director nominee are governed by the specific needs of the Board at the time the Governance and Nominating Committee determines to nominate a candidate for director. The specific requirements of the Board will be determined by the Governance and Nominating Committee and will be based on, among other things, the Company's then-existing strategies and

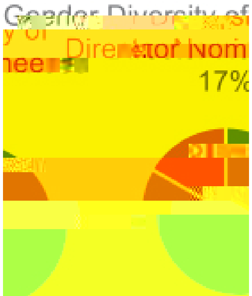
[Table of Contents](#)

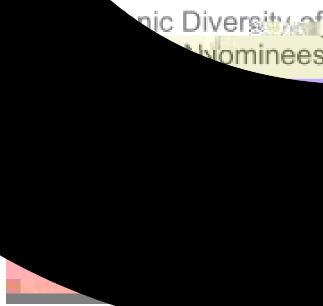
* Gender, racial, ethnic and cultura[redacted]
* The results of the Board's annua[redacted]nd
* As to incumbent directors, meetin[redacted]nd contribution, and the director's current independence status.

The Governance and Nominating Comr[redacted]broad backgrounds and experience that will enable them to serve on and contribute to any of the Board's [redacted]n addition, every director nominee should demonstrate a strong record of integrity and ethical conduct, an abs[redacted]terfere with the exercise of his or her independent judgment, and a willingness and ability to represent all st[redacted]

The experience and skills of each of the n[redacted]ribed below under "Members of the Board of Directors." The Governance and Nominating Committee conside[redacted]ibutions and the effectiveness of its nominating criteria in connection with nominating individuals to serve o[redacted]

Three of our 11 incumbent directors are racia[redacted]n addition, one of our 11 incumbent directors as well as our new director nominee are female. Moreover, ou[redacted]members prior to the death of Julia B. North in December 2021. As noted above, the Governance and Nomina[redacted]ount gender, racial, ethnic and cultural diversity considerations when selecting and nominating individ[redacted]e following charts show the percentage of our director nominees (including both the incumbent directors and [redacted] are diverse based on gender and race/ethnicity, respectively.





How can stockholders nominate or recommend individuals to serve on the Company's Board?

There are two ways in which stockholders can participate in the nomination process.

* First, the proxy access provisions in our By-laws provide a means for stockholders to nominate directors and have their nominee's names included in the Company's proxy statement. These proxy access provisions in the By-laws permit a stockholder, or a group of up to 20 stockholders, owning in the aggregate 3% or more of the [illegible]

nomination no earlier than November 1, 2022 and no later than December 1, 2022 (or, if the annual meeting is called for a date that is not within 30 days of May 10, 2023, the notice must be received by the later of the date that is 180 days prior to such annual meeting or the 10th day following the date such annual meeting is first publicly announced or disclosed). Any nominations made pursuant to the proxy access provisions of the By-laws must be in proper written form and must meet the detailed disclosure and other requirements applicable to proxy access nominations set forth in the By-laws.

* Second, stockholders may nominate candidates for election to our Board of Directors in accordance with the advance notice provisions set forth in our or

for a date that is not within 30 days of May 10, 2023, the notice must be re

Table of Contents

MEMBERS OF THE BOARD OF DIRECTORS

Each of the Company's director nominees are nominated for election to a term of one (1) year**.** Upon the recommendation of the Governance and Nominating Committee, the twelve (12) persons listed in the table below are nominated for election at the Meeting, each to serve as a director for a term of one (1) year and until his or her successor is elected and qualified.

Name	Age	Position
John A. Clerico	80	Director
Michael Dinkins	68	Director
James S. Ely III	64	Director
John A. Fry	61	Director
Joseph A. Hastings, D.M.D.	6[illegible]	

addition, his prior service as chair of both our Board's Audit and Compliance Committee and Compensation Committee lend important continuity to the Board's financial, audit, compliance and compensation oversight functions. Finally, having formed and operated his own investment company, Mr. Clerico also brings the investor perspective to the ²to the also br c

Mr. Ely's educational background (MBA in finance and accounting from the University of Chicago) and extensive (over twenty years) experience in the financing industry, and in the healthcare sector in particular, provide a needed area of expertise among the independent Board members. In addition, his years of prior service as the chair of our Board's Audit and Compliance Committee provides valuable continuity to the Board's financial, audit, and compliance oversight functions. Finally, he is able to assist the Board members and management in evaluating financing opportunities, as he has specific experience in financing the types of indebtedness reflected on the Company's balance sheet.

John A. Fry — **Director Since 2004**
Governance and Nominating Committee Chair
Compensation Committee Member

Mr. Fry has served as president of Drexel University in Philadelphia, Pennsylvania since 2010. Prior to becoming president of Drexel University, Mr. Fry served as president of Franklin & Marshall College in Lancaster, Pennsylvania from 2002 until 2010. From 1995 to 2002, he was executive vice president of the University of Pennsylvania and served as the chief operating officer of the university and as a member of the executive committee of the University of Pennsylvania Health System. Mr. Fry also serves on the board of directors of vTV Therapeutics Inc., a clinical-stage pharmaceutical company focused on the discovery and development of human therapeutics, and serves on its compensation committee (chair) and audit committee. He is a member of the board of trustees of Macquarie Investment Management (formerly Delaware Investments), an asset management firm, with oversight responsibility for all of the portfolios in that mutual fund family; he also serves on its audit committee and its nominating and corporate governance committee. Mr. Fry also serves on the board of directors of FS Investment Credit Real Estate Income Trust Inc., an alternative asset manager, where he serves on its audit committee.

Mr. Fry's experience as the president of an academic institution, together with his prior experience with the University of Pennsylvania Health System and service on the boards of a number of non-profit institutions, brings two important perspectives to the Board. His familiarity with the governance issues faced by non-profit organizations assists the Board in understanding the competitive environment in which many of the Company's competitors and acquisition targets operate. His educational background (MBA in accounting from New York University) and his experience in financial management, financial reporting, audit and compliance, and risk management are all skill sets available to and needed by the Board.

Joseph A. Hastings, D.M.D. — **Director Since 2021**
Governance and Nominating Committee Member

[illegible] orthodontist in Mobile, Alabama with over 37 years of health care experience. Dr. Hasting previously served on the board of directors of Q

Tim L. Hingtgen **Director Since 2017**

Mr. Hingtgen has served as our Chief Executive Officer since January 2021. Prior to that, he served as President and Chief Operating Officer from September 2016 throug

William Norris Jennings, M.D. **Director Since 2008**
Governance and Nominating Committee Member

Dr. Jennings is currently retired. For more than 43 years, he was a practicing family medicine physician, most recently with KentuckyOne Health, in Louisville, Kentucky, which was formed by the merger of Jewish Hospital & St. Mco

December 2020, he served as our Chief E

Susan W. Brooks **Nominee**

Ms. Brooks is a former Congresswoman and former U.S. Attorney. From 2013 to 2021, she served as the U.S. Representati

Table of Contents

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAG

Table of Contents

(2) Shares beneficially owned are based on Schedule 13G/A filed with the SEC on January 28, 2022, by BlackRock, Inc. (“BlackRock”). BlackRock has sole voting power with respect to 19,137,708 shares of Common Stock and sole dispositive power with respect to 19,321,321 shares of Common Stock. The address of BlackRock, Inc. is 55 East 52nd Street, New York, NY 10055.

(3) Shares beneficially owned are based on Schedule 13G filed with the SEC on February 1, 2021, by Franklin Resources, Inc., Charles B. Johnson, Rupert H Johnson, Jr., Franklin Advisers, Inc., Franklin Advisory Services, LLC, and Fiduciary Trust International, LLC (collectively, “Franklin Resources” or the “Franklin Entities”). Franklin Advisers, Inc. has sole voting and dispositive power with respect to 10,500,000 shares of Corns of Corns,500,000 s oackRock ha

[Table of Contents](#)

The Company applies the following policy and procedure with respect to related person transactions. Any potential related party transactions are first referred to our General Counsel to determine if they are within the scope of the Company's written related party transactions policy. Under the Company's policy, "related person transaction" means those transactions, arrangements or relationships involving the Company and any of its subsidiaries, on the one hand, and any "related person," on the other hand, excluding any exempted transactions [illegible] person who is, or at any time since the beginning of the Company's last fiscal year was, a director or an executive officer of the Company, any director nominee, any immediate family member of any of the foregoing persons, any person who, at the time of the occurrence or existence of the transaction at issue, is known to the Company to be a beneficial owner of 5% or more of the Company's Common Stock (our only class of voting securities) or any immedi[illegible]

Table a

both corporate and hospital executive roles, including as a division chief financial

Each of the nominees, other than Ms. Brooks, is an incumbent. Each of the nominjd̓h

Our Compensation Committee monitors changes in our industry and our business to ensure that the compensation elements [illegible] program and the expectations of our stockholders and makes adjustments as necessary.

As described in detail under the heading "***Compensation Discussion and Analysis***," [illegible] financial targets in 2021 and made progress on other key objectives intended to position the Company for future growth, while continuing to assist our affiliated hospitals and outpatient facilities in managing through the COVID-19 pandemic. Consistent with our pay-for-performance philosophy, this performance is reflected in the compensation paid to our named executive officers for 2021.

The vote on this resolution is advisory, which means that the vote is not binding on the Company, our Board, or the Compensation Committee of our Board. To the extent there is any significant vote against our named executive officer compensation, the Compensation Committee will consider the results of this advisory vote [illegible]

Table of Contents

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Introduction

This Compensation Discussion and Analysis describes our executive compensation program, explains how our Compensation Committee oversees and implements this program, and reviews the 2021 compensation for the executive officers identified below, who are our "named executive officers" for purposes of this Proxy Statement in accordance with SEC rules. Throughout this Compensation Discussion and Analysis and elsewhere in this Proxy Statement, we refer to this group of individuals as the "Named Executive Officers."

Named Executive Officer	Position
Tim L. Hingtgen	Chief Executive Officer
Kevin J. Hammons	President & Chief Financial Officer
Wayne T. Smith	Executive Chairman of the Board of Directors
Lynn T. Simon, M.D.	President of Clinical Operations & Chief Medical Officer
Benjamin C. Fordham	Former Executive Vice President, General Counsel & Assistant Secretary [1]

1 Mr. Fordham served as Executive Vice President, General Counsel & Assistant Secretary of the Company throughout 2021 and until his retirement effective February 28, 2022.

As part of the Board's ongoing leadership succession planning process, Mr. Hingtgen was appointed Chief Executive Officer effective January 1, 2021. Prior to that, Mr. Hingtgen served as the Company's President and Chief Operating Officer since September 2016 and has served on the Company's Board of Directors since 2017. Unless otherwise noted, all references to our "Chief Executive Officer" or "CEO" in this Compensation Discussion and Analysis refer to Mr. Hingtgen.

[illegible] Executive Chairman of the Board of Directors. Mr. Smith served as the [illegible] Company's [illegible] Chief Executive Officer from 1997 and Chairman and Chief Execu[illegible] center initiative, further building out our Ac

Table of Contents

Executive Summary

Compensation Program Objectives and Best Practices

The primary objectives of the Companpǟǟ ctive

Table of Contents

A more detailed discussion of these policies and actions can be found on the following pages.

Over the years, we have continued to enhance and modify aspects of our executive compensation program, as appropriate, taking into account stockholder expectations and feedback in order to ensure that our executive compensation program continues to be structured in an optimal manner.

Key 2021 Compensation Designs/Outcomes

Taking into account our commitment to link pay and performance, the following compensation-related decisions were made for 2021:

* ***Mr. Hingtgen compensation terms:*** Approved new compensation terms for Mr. Hingtgen in conjunction with his appointment as Chief Executive Officer, effective January 1, 2021, including an annual base salary of $1,200,000 and target annual cash incentive compensation of $2,700,000 (or 225% of his base salary). Mr. Hingtgen received an annual LTI grant with the number of shares subject to these awards representing 11% fewer shares than the shares subject to the LTI awards made to our then-serving Chief Executive Officer in 2020 (his last year of service as Chief Executive Officer). Moreover, the grant date value of the target LTI award to Mr. Hingtgen in 2021 was below the 25th percentile of our peer group.

* ***Mr. Smith compensation terms:*** Approved new compensation terms for Mr. Smith in conjunction with his appointment to a new role as Executive Chairman, effective January 1, 2021, including an annual base salary of $1,000,000 and target annual cash incentive compensation of $2,250,000 (or 225% of his base salary). Mr. Smith's base salary and the target dollar amount of his annual cash incentive compensation represent decreases of approximately 38% for both of these compensation [illegible] Chief Executive Officer. Moreover, the number of shares subject to LTI awards made to Mr. Smith for 2021 was reduced by 20% relative to the number of shares subject to awards made as part of the LTI awards granted to him in 2020. Mr. Smith's new compensation terms were approved by [illegible]

[Table of Contents](#)

approach results in directly aligning our executives' long-term incentive compensation with the interests of our stockholders. Between the LTI grant date in March 2020 and the LTI grant date in March 2021, our stock price improved from $4.93 to $8.81. Our stock price improved further to $13.31 at December 31, 2021. Despite the improvement in the Company's stock price, the grant date fair value of the Company's aggregate target LTI awards to its named executive officers remained at or below the median of our peer group in 2021.

* **_Overall Target Total Compensation:_** The resulting target total compensation payable to our CEO during 2021 was below the 25th percentt [illegible]

earnings calls and investor conferences. In addition, during 2021, we met or consulted with stockholders that held over 50% of our shares outstanding at that time to discuss topics that are important to our stockholders, including soliciting feedback on corporate governance mat

2021 Guiding Principles and Compensation Framework

The core goals applied by the Company in implementing its executive compensation program for 2021 were to provide a mix of compensation vehicles that generated a compensation package that is competitive with an appropriate peer group, provides for the attainment of performance and growth objectives from both a short-term and long-term perspective, aligns the interests of executive management with stockholders, and retains and attracts valuable executive talent.

The guiding principles used by the Company during 2021 included:

* An overall targeted mix of compensation elements that is competitive with our selected peer group companies (see below for a discussion of our peer group);

* Annual target incentive cash compensation that is at risk, performance-based, and tied to the attainment of the Company's growth objectives, pge 25% ngs, æg uring

* LTI awards of stock-based compensation, 50% of the target amount of which were performance-based restricted stock with three-year targets and 25% of which were in the form of non-qualified stock options, such that 75% of the target LTI awards were at risk in order to further align the interests of executive management with our stockholders; and

* Provision of longer range savings; retirement

The 2021 peer group included the other three publicly-traded major hospital management companies. In addition, given the limited number of large, publicly-traded hospital management companies, the 2021 peer group also included 12 other companies in the healthcare facilities, healthcare services, healthcare distribution, insurance or managed care areas. The 15 companies included in the 2021 peer group analysis were:

Peer Group Companies (for 2021 Compensation Cycle)

- Aflac Incorporated
- Brookdale Senior Living, Inc.
- DaVita Inc.
- Encompass Health Corporation
- Genesis Healthcare, Inc.
- HCA Healthcare, Inc.
- Henry Schein, Inc.
- Humana Inc.
- Molina Healthcare, Inc.
- Owens & Minor, Inc.
- Quest Diagnostics Incorporated
- Select Medical Holdings Corporation
- Tenet Healthcare Corporation
- Universal Health Services, Inc.
- Unum Group

In selecting the peer group companies, conside}t j.

approves financial performance targets under our EPIP annually. The process begins with our rigorous internal budgeting process, which is undertaken each year and approved by our Board. Significant effort is invested to ensure that the metrics and targets in our annual cash incentive program reflect both a focus on continuous improvement and a realistic assessment of any changes in the market environment or within the Company. At the time the target levels were set in early 2021, the Compensation Committee believed that such target levels were appropriately challenging taking into account the uncertain economic and public health environment at such time and that achieving such target levels was possible only with significant effort from the named executive officers. The likelihood of the named executive officers achieving their respective target levels under our EPIP was

The annual cash incentive compensation awards also continued to include non-financial strategic and operational performance improvement goals, which are intended to re

Table of Contents

	Adjusted EBITDA	Consolidated Adjusted EBITDA Margin Improve-ment	Net Revenues	(1)	Target	Performance Improvement	Over-achievement	Max
EVP sÑ								

As previously discussed, the Compensation Committee generally utilizes a share-denominated approach to LTI grants. For 2021, Mr. Hingtgen received an annual LTI grant w]Am

[Table of Contents](#)

The 2021 LTI awards to our named executive officers are further illustrated in the following table:

	Time-based Restricted Stock	**Performance-based Restricted Stock**	**Non-Qualified Stock Options**
Weighting	25%	50%	25%
Objectives	• Drive behaviors to create value for stockholders by linking executive compensation to stock price performance • Encourage retention • Result in actual share ownership (thereby supporting the Company's stock ownership guidelines)	• Align executives' interests with the interests of stockholders • Reinforce the critical objective of building stockholder value over the long term • Focus management attention upon the execution of our long-term business strategy	• Provide a direct link between executive officer compensation and the potential future increases in stock value delivered to stockholders • Inherently performance-based, as option holders only realize benefits if the value of our stock increases following the grant date
Performance Conditions	N/A	For the CEO, CFO and Executive Chairman only: • 40%: Cumulative Consolidated Adjusted EBITDA Growth (as defined below) • 40%: Cumulative Same-Store Net Revenue Growth (as defined below) • 20% TSR Percentile Rank For all other named executive officers: • 50%: Cumulative Consolidated Adjusted EBITDA Growth (as defined below) • 50%: Cumulative Same-Store Net Revenue Growth (as defined below)	N/A
Vesting	Vest in three equal installments on the first, second, and third anniversaries of the grant date	Three-year performance period (January 1, 2021 through December 31, 2023). Cliff vest on third anniversary of grant date following certification of results.	Vest in three equal installments on the first, second, and third anniversaries of the grant date. Expire 10 years after the date of grant
Payout	Participant acquires unrestricted shares of common stock upon vesting	Payment made in unrestricted shares of common stock based on actual performance	Upon exercise, participant may m o[illegible]

The following table illustrates the potential vesting on the third anniversary of the grant date of the portion of the 2021 performance-based restricted stock awards allocated to each performance objective based on various levels of achievement of that performance objective:

Cumulative Consolidated Adjusted EBITDA Growth and Cumulative Same-Store Net Revenue Growth	
% of Target Achieved	**% of Granted Shares Earned**
120%	200%
100%	100%
80%	25%
< 80%	0%

TSR Percentile Rank (CEO, CFO and Executive Chairman only)	
Percentile Rank	**% of Granted Shares Earned**
75th Percentile	200%
50th Percentile	100%
25th Percentile	25%
< 25th Percentile	0%

Linear interpolation is used for performance between the points shown in the tables.

For purposes of determining the level of achievement for each portion of the performance-based awards, the determination of the level of achievement for Cumulative Consolidated Adjusted EBITDA Growth, Cumulative Same-Store Net Revenue Growth and TSR Percentile Rank (for Chief Executive Officer, Chief Financial Officer and Executive Chairman only), as applicable, during the Performance Period, [illegible] will not impact the determination of the level of achievement for the other portions of the award.

To the extent that the [illegible] objectives are attained, the restrictions will lapse on the portion of the award subject to that performance objective [illegible] grant date, provided that the grantee continuep

change occurred at a time when the Company was controlled by affiliates of Forstmann Little & Co. (through the ownership of greater than 46,000,000 shares of the Company's Common Stock) and all members of the Board and the Compensation Committee were nominated by Forstmann Little & Co. None of the Forstmann Little & Co. affiliates continued to serve on the Board of Directors or its committees following the sale of their position in the Company during 2004. In 2008, the Compensation Committee and the Board voted to amend the Original SERP to terminate this practice after 25 years of service had been credited. After reaching 25 years of credited service, Mr. Smith received one year of credited service for each year of actual service. Mr. Smith, having reached his maximum number of 30 years of credited service, elected in accordance with the plan provisions to have his benefit frozen, effective in July 2014, with future increases for interest earned based on the 24-quarter average yield on 10-Year Treasury Bonds. Mr. Smith will earn no additional service credit.

In the event of a change in control of the Company, all participants who have been credited with five or more years of service will be credited with an additional three years of service (not to exceed the maximum of 30 years of service) for purposes of determining the benefit. In addition, the benefit accrued by any such participant will become fully vested and be paid out as soon as administratively feasible in a single lump sum payment following such change in control. Upon such payment to all participants, the SERPs will terminate.

The Company's named executive officers are also eligible to participate in and contribute to the Company's non-qualified Deferred Compensation Plan. Employees' voluntary contributions to this plan are tax deferred, but are subject to the claims of the general creditors of the Company. A separate supplemental 401(k) plan also exists, but employees are no longer elĎpplemental osĎ egedith hal cremet tto

Change in Control Severance Agreements

None of the Company's executive officers have a written employment agreement with the Company or any of its subsidiaries. Since 2007, each officer of the Company, including each of the named executive officers (collectively, the "Covered Executives"), has been a party to a change in control severance agreement (a "CIC Agreement") with the Company. The CIC Agreements are considered "double trigger" agreements and require both the occurrence of a change in control of the Company ***and*** a termination of employment for any cash severance benefits to become payable. The CIC Agreements provide for certain compensation and benefits in the event of termination of a Covered Executive's employment during the period following a change in control of the Company (as defined in the CIC Agreements), (A) by the Company, other than as a result of the Covered Executive's death or disability within thirty-six (36) months of the change in control or (B) by the Covered Executive, upon the happening of certain "good reason" events within twenty-four (24) months of the change sor (B) b

Termination of Service and Severance Arrangements

executive officers.

The Company's severance policy provides that the named executive officers are entitled to receive twenty-four (24) months of their base salary upon a qualifying termination under the severance policy. In addition, upon a termination without cause, each of the named executive officers would be entitled to receive a pro-rated portion of their cash incentive compensation for the year of termination (based on actual results, when determined). Upon a qualifying termination, the named executive officers are entitled to continuation health insurance coverage under the Consolidated Omnibus Budget Reconciliation Act by so electing and paying the then active employee premium amount. The period of this benefit is equal to the number of months of severance payment, i.e., twenty-four (24) months for the named executive officers.

As described in the ... each of the named executive officers is party to a CIC Agreement, which provides for cash severance benefits only upon ____ but not limited to restricted stock awards and restricted stock units, in each case net of those shares required to pay the exercise price and any taxes due upon exercise or vesting. As of December 31, 2021, all of our named executive officers and directors met their respective ownership level requirements or were within the five (5) year period for achieving their respective ownership level.

Stock that counts towards satisfaction of the Company's Stock Ownership Guidelines includes: (i) Common Stock held outright by the participant or his or her immediate family members living in the same household; (ii) restricted stock and restricted stock units issued and held as part of an executive officer's or director's long-term compensation, whether or not vested; (iii) Common Stock underlying vested Community Health Systems, Inc. stock options; and (iv) Common Stock acquired on stock option exercises that the participant continues to hold. The Governance and Nominating Committee of the Board of Directors reviews each participant's progress and compliance with the applicable guidelines and may grant any hardship waivers or exceptions (e.g., in the event of a divorce) as it deems necessary and appropriate.

Compensation "Clawback" Policy

In February 2009, the Board adopted a policy (the "Clawback Policy") requiring that, in certain circumstances, the elected officers of the Company reimburse the Company for the amount and/or value of performance-based cash, stock or equity-based awards received by such elected officers, and/or gains realized by such elected officers in connection with these awards. The circumstances triggering this recoupment require a determination by the Board, or an appropriate committee of the Board, that fraud by an elected officer materially contributed to the Company having to restate all or a portion of its financial statements. The Board or the appropriate committee is granted the right to determine, in its discretion, the action necessary to remedy the misconduct. In determining what remedies to pursue, the Board or committee would take into account all relevant factors, including consideration of fairness and equity, and may require reimbursement to the extent the value transferred to the elected officer can be reasonably attributed to the reduction in the restated financial statements and the amount of the award would have been lower than the amount actually paid, granted or realized.

In February 2017, the Board revised the Clawback Policy to require that, in the event of a restatement of the Company's financial statements required under the applicable statutes, rules and regulations of the SEC, the Company will, to the extent permitted by applicable law, require the Company's Chief Executive Officer and Chief Financial Officer to reimburse the Company for any performance-based cash, stock or equity-based award paid or granted to, or gains realized (such as through the exercise of stock options or sale of equity securities) by the Chief Executive Officer and Chief Financial Officer, to the extent that the amount of such cash, stock or equity-based award or realized gain during the two (2) year period preceding the date of the restatement exceeded the amounts that would have been paid, granted or realized under the Company's financial statement(s), as restated. This requirement applies to all awards paid or granted to these individuals from the date of its adoption by the Board.

The Company intends to impose such additional recoupment obligations as are necessary to ensure continuing compliance with other applicable laws, including compliance with final SEC clawback rules to be adopted under the Dodd-Frank Act once such final rules have been adopted.

Prohibition on Pledging and Hedging

The Company considers it inappropriate for any director or officer, as well as certain other employees designated under the Company's insider trading policy, to engage in speculative transactions involving the Company's securities. Therefore, the Company's insider trading policy prohibits directors, officers, and such other designated employees from engaging in transactions in puts, calls or other derivative securities or engaging in any short sale or hedging transaction with respect to the Company's securities, including through use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds.

The Company's insider trading policy also prohibits directors, officers, and other designated employees from holding the Company's securities in a margin account or pledging the Company's securities as collateral for a loan. On a case-by-case basis, the Trading Compliance Committee, consisting of the Chief Financial Officer and the General Counsel, may approve an exception to the prohibition on pledging the Company's securities as collateral for a loan (not including margin debt) where such individual clearly demonstrates the financial capacity to repay the loan without resorting to the pledged securities.

Oversight of the Executive Compensation Program

The Compensation Committee of the Board of Directors oversees the Company's executive compensation program. Each of the Compensation Committee members is fully independent of management and has never served as an employee or officer of the Company or its subsidiaries. In addition to meeting the independence requirements of the NYSE, each member of the Compensation Committee is a "non-employee director" for purposes of Section 16(b) of the Exchange Act.

Risk Assessment of Executive Compensation

The Compensation Committee, with management and the Compensation Committee's independent executive compensation consultant, Mercer, regularly assesses the risk levels of the Company's executive compensation program. As part of this assessment, the Compensation Committee reviews the Company's compensation programs for certain design features identified by the Compensation Committee and its advisors as having the potential to encourage excessive risk-taking, and considers the Company's compensation programs in light of the Company's key enterprise and business strategy risks. The Compensation Committee believes that the Company's compensation programs are designed so that they do not include a compensation mix which is overly weighted toward incentive programs that encourage excessive risk-taking, uncapped or "all or nothing" incentive programs or unreasonable performance goals. The Compensation Committee also noted several design features of the Company's cash and equity incentive programs that the Compensation Committee believes reduce the likelihood of excessive risk-taking, including the use of multiple balanced performance metrics, maximum payouts at levels deemed appropriate, a carefully considered peer group to assure the Company's compensation practices are measured and appropriately competitive, multi-year vesting schedules for equity awards, and significant long-term incentives that promote long-term goals and reward sustainable stock, financial [illegible] most highly-compensated officers, including its chief executive officer and chief financial officer. In designing our executive compensation program and determining the compensation of our executive officers, including our named executive officers, the Compensation Committee considers a variety of factors, includi

The grant date fair value of performance-based restricted shares included in the table above was computed in accordance with ASC 718 and assumes performance conditions are achieved at the target (100%) performance level. Assuming the highest level of performance conditions are achieved with respect to the 2021 performance-based restricted stock awards (which would result in vesting at a 200% performance level), the stock award values for 2021 would be as follows: Mr. Hingtgen, $4,405,000; Mr. Smith, $3,964,500; Mr. Hammons, $3,303,750; Dr. Simon $1,762,000 and Mr. Fordham $1,156,313. The 2019 performance-based restricted awards, which vested on March 1, 2022, are discussed under “2019-2021 Performance-Based Restricted Stock Awards” in the Compensation Discussion and Analysis on page 55 of this Proxy Statement. The market value for time-based restricted stock awards on their respective first vesting dates was as follows: $8.81 per share on March 1, 2021 for awards granted on March 1, 2020; $4.93 per share on March 1, 2020 for awards granted on March 1, 2019; and $4.99 per share on March 1, 2019 for awards granted on March 1, 2018.

(3) [illegible]

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Table of Contents

Grants of Plan-Based Awards

The following table sets forth information regarding restricted stock awards granted under the 2009 Plan, including the grant date fair value of these awards, and the range of potential cash incentive payments under the 2019 Employee Performance Incentive Plan, for the named executive officers for the year ended December 31, 2021. There can be no assurance that the grant date fair value of stock awards will ever be realized.

		Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards						
Name	Grant Date	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)(1)	Maximum (#)	All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards Per Share ($)	Grant Date Fair Value of Stock and Option Awards ($)(4)
Tim L. Hingtgen		-	2,700,000	3,600,000	[redacted]						
	3/1/2021(1)		-	-		200,000	400,000	-	-	-	1,762,000
	3/1/2021(2)		-	-		-	-	100,000	-	-	881,000
	3/1/2021(3)		-	-		-	-	-	100,000	8.81	622,000
Wayne T. Smith	-	-	2,250,000	3,000,000	-	-	-	-	-	-	-
	3/1/2021(1)	~~3/1/2021~~	-	-		180,000	360,000	-	-		

(3) The time-based restrictions with respect to this March 1, 2021 option award will lapse in equal one-third increments on each of the first three anniversaries of the grant date.

(4) Represents the grant date fair value calculated under ASC 718, and as presented in our audited consolidated financial statements included in our Annual Report on Form 10-K for the 2021 fiscal year filed with the SEC on February 17, 2022. The grant date fair value of each restricted share granted on March 1, 2021 is $8.81. The closing market price of the shares of our Common Stock on December 31, 2021, the last trading day of the Company's fiscal year, was $13.31. Each stock option was valued on the grant date using the Black-Scholes option pricing model. For options granted on March 1, 2021, the Black-Scholes price per option for Mr. Smith and Mr. Fordham was $4.94 per share and for all other officers it was calculated to be $6.22 per share.

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Pension Benef

Table of Contents

Non-Qualified Deferred Compensation

The following table shows the contributions, earnings and account balances for the named executive officers in the Deferred Compensation Plan. Participation in this plan is limited to a selected group of management or highly compensated employees of the Company. The participants may select their investment funds in the plan in which their accounts are deemed to be invested. Since 2009, the Company has not contributed to this plan. Company contributions made prior to that time are now fully vested.

Distributions from the plan are in a lump sum payment as soon as administratively feasible, but no earlier than 10 days and no later than 45 days following the date on which the participant is entitled to receive the distribution. The participant also has the option to make an election to delay the time of payments in five (5) annual installments or in ten (10) annual installments. The election for the deferral may not be made less than 12 months prior to the date of the first scheduled payment. An election relating to the form of payment may be made as permitted under Section 409A of the IRC.

Name	Executive Contributions in Last FY ($) (1)	Aggregate Earnings in Last FY ($) (2)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at Last FYE ($) (3)
Tim L. Hingtgen	60,000	37,535	-	321,783
Wayne T. Smith	-	1,302,711	-	11,650,411
Kevin J. Hammons	70,003	120,713	-	[illegible] 789,120
Lynn T. Simon, M.D.([illegible]				

Table of Contents

Potential Payments upon Termination or Change in Control

The table below sets forth potential payments and/or benefits that would be provided to our current named executive officers upon termination of employment or a change in control. These amounts are the incremental or enhanced amounts that a named executive officer would receive that is in excess of those benefits that the Company would generally provide to other employees under de ultuuuuuuuuu such as violation of certain Company policies or for performance related issues, but does not include retirement.

2. Retirement, as defined in the various plans and agreements. The benefits to the named executive officers for Retirement are equal to those available in the case of a Voluntary Termination as described in the table above.

3. Involuntary Termination, which includes a termination other than for cause, (including any termination by the Company without cause and any termination due to death or disability) but does not include a termination related to a change in control of the Company.

4. Change in Control of the Company, as defined in the CIC Agreements previously described in the "Change in Control Severance Arrangements" section of the Compensation Discussion and Analysis.

Severance Benefits

The hypothetical benefit to be received by any executive for a particular event should not be combined with any other event, as a named executive officer could be compensated, if at all, for only one event.

Voluntary Termination. No severance amounts are payable in the event of voluntary termination or an involuntary termination for cause.

Retirement. No severance amounts are payable upon retirement.

Involuntary Termination. The named executive officers would receive two (2) times the sum of the base salary and a prorated portion of their cash incentive compensation for the fiscal year in which the named executive officers' termination occurs.

Change in Control of the Company. In the event of both a change in control of the Company and certain qualifying terminations of employment, the named executive officers would receive three (3) times the sum of the base sal later of (1) the first anniversary of the grant date or (2) the date of termination. If a named executive officer is terminated by the Company for any reason other than disability, death or for cause, his or her performance-based restricted stock award will continue until such time as the Board or an appropriate committee determines the extent to which the performance objective has been obtained. If attained, then the restrictions on the entire award will lapse on the third anniversary of the date of grant (or if the termination occurs after the performance objective has been attained, the restrictions on the entire award will lapse immediately). If the performance objective is not attained, the award will be forfeited in its entirety. If a named executive is terminated by the Company as a result of such officer's death or disability, all shares of restricted stock (with respect to time-based restricted stock) and the target number of shares of restricted stock (with respect to performance-based restricted stock) which have not become vested will vest, and the restrictions thereon will lapse as of the date of such termination. The value of unvested restricted stock that would become fully vested for each of the named executive officers (with respect to performance-based restricted stock, assuming 100% attainment of the related performance objective) is presented in the above table.

With respect to stock options, if a named executive officer's employment is terminated for any reason other than disability, death or for cause, the vested portion of such stock option would be exercisable for a period of three months following termination after which time the option would automatically terminate. If a named executive officer's employment is terminated for disability, all options would immediately vest and become exercisable and would be exercisable for a period of 12 months following termination, after which time the option would automatically terminate. If a named executive officer's employment is terminated due to death (or death occurs within three months after termination), the option would immediately vest and would be exercisable by the beneficiary thereof (by will or laws of descent) for a period of 12 months following death, after which time the option would automatically terminate.

Change in Control of the Company. The value of unvested restricted stock and stock options that would become fully vested for each of the named executive officers is presented in the above table (although this chart reflects such full vesting, the 2009 Plan provides that these equity awards held by named executive officers will only fully and immediately vest if (1) the equity awards are not assumed or replaced by the successor company or (2) the equity awards are assumed or replaced by the successor company, and the executive's employment is terminated without cause (or the executive terminates his or her employment for good reason) within the two-year period following the change in control).

Retirement Benefits

The amounts indicated below represent amounts payable if any, under the SERP for each described scenario.

Voluntary Termination. In the case of voluntary termination, the lump-sum value of payments to each of the named executive officers is presented in the above table.

Retirement. In the case of retirement, the lump-sum value of payments to each of the named executive officers is presented in the above table.

Involuntary Termination. In the case of involuntary termination, the lump-sum value of payments to each of the named executive officers is presented in the above table.

Change in Control of the Company. In the case of a change in control of the Company, the lump sum value of payments to each of the named executive officers is presented in the above table; provided, that all participants who have been credited with five or more years of service will be credited with an additional three years of service (not to exceed the maximum of 30 years of service) for purposes of determining the benefit.

Other Benefits

In the event of both a change in control of the Company and the occurrence of certain qualifying terminations of employment, the Company provides the continuation of certain health and welfare benefits with values based on the current employer contributions each named executive would have been entitled to receive as of December 31, 2021 for a term of 36

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Required Vote

The Audit and Compliance Committee and the Board believe that the continued retention of Deloitte & Touche LLP as our independent registered public accounting firm is in the best interests of the Company and its stockholders. Approval by the stockholders of the appointment of our independent registered public accounting firm is not required, but the Board believes that it is desirable to submit this matter to be ratified by the stockholders. If holders of a majority of the shares of Common Stock entitled to vote and present in person or represented by proxy at the Meeting do not ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022, the selection of our independent registered public accounting firm will be reconsidered by the Audit and Compliance Committee. Abstentions will have the same effect as a vote against this proposal.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2022.

MISCELLANEOUS

As of the date of this Proxy Statement, the Board has not received notice of, and does not intend to propose, any other matters for stockholder action. However, if any other matters are properly brought before the Meeting, it is intended that the persons voting the accompanying proxy will vote the shares represented by the proxy in accordance with their best judgment.

By Order of the Board of Directors,

Christopher G. Cobb
Vice President-Legal and Corporate Secretary

Franklin, Tennessee
March 31, 2022

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Net income (loss) attributable to Community Health Systems, Inc. stockholders per share (diluted), excluding adjustments, is "xlc