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HEALTHCARE SERVICES GROUP INC

Form S-3

September 29, 2006

As filed with the Securities and Exchange Commission on September 29, 2006  
Registration No. 333-

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM S-3

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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HEALTHCARE SERVICES GROUP, INC.

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(Exact Name of Registrant as Specified in Its Charter)

Pennsylvania	23-201836
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(State or Other Jurisdiction of Incorporation or Organization)	I.R.S. Employer Identification Number)

3220 Tillman Drive  
Glenview Corporate Center, Suite 300  
Bensalem, Pennsylvania 19020  
(215) 639-4274

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(Address, Including Zip Code, and Telephone Number, Including Area Code,  
of Registrant's Principal Executive Offices)

Daniel P. McCartney  
Chairman and Chief Executive Officer  
Healthcare Services Group, Inc.  
3220 Tillman Drive  
Glenview Corporate Center, Suite 300  
Bensalem, Pennsylvania 19020  
(215) 639-4274

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(Name, Address, Including Zip Code, and Telephone Number, Including Area Code,  
of Agent For Service)

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Approximate date of commencement of proposed sale to the public: From

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time to time after this Registration Statement becomes effective.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. | |

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following box. |X|

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. | |

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. | |

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. | |