

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

**FORM S-1
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

PACS GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

8051
(Primary Standard Industrial
Classification Code Number)

92-3144268
(I.R.S. Employer
Identification No.)

262 N. University Ave.
Farmington, Utah 84025
(801) 447-9829
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Jason Murray
Chief Executive Officer
PACS Group, Inc.
262 N. University Ave.
Farmington, Utah 84025
(801) 447-9829
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**B. Shayne Kennedy
J. Ross McAloon
Latham & Watkins LLP
650 Town Center Drive, 20th Floor
Costa Mesa, CA 92626
(714) 540-1235**

**Benjamin K. Marsh
Adam V. Johnson
Goodwin Procter LLP
The New York Times Building
620 Eighth Avenue
New York, NY 10018
(212) 813-8800**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement is declared effective.

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 check the following box.

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.
(File No. 333-277893)

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 post-effective amendment filed pursuant to Rule 462(d) 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.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See the definition of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
Emerging growth company

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 7(a)(2)(B) of the Securities Act.

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement on Form S-1 (this "Registration Statement") is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the sole purpose of increasing the aggregate number of shares of common stock offered by PACS Group, Inc. (the "Registrant") by 2,735,357 shares, 356,785 of which are subject to purchase upon exercise of the underwriters' option to purchase additional shares of the Registrant's common stock from the selling stockholders. The additional securities that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Filing Fee Table (Exhibit 107) filed as an exhibit to the Registration Statement on Form S-1, as amended (File No. 333-277893) (the "Prior Registration Statement"). The information set forth in the Prior Registration Statement and all exhibits thereto are hereby incorporated by reference in this filing.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

Exhibit Index

Exhibit Number	Description of Exhibit
5.1	Opinion of Latham & Watkins LLP (incorporated by reference to Exhibit 5.1 filed with the Prior Registration Statement on April 1, 2024)
23.1	Consent of Ernst & Young LLP, independent registered public accounting firm
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on the signature page of the Prior Registration Statement filed on March 13, 2024)
107	Filing Fee Table

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Farmington, State of Utah, on this 10th day of April, 2024.

PACS GROUP, INC.

By: /s/ Jason Murray
Jason Murray
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities held on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jason Murray</u> Jason Murray	Director, Co-Founder, Chairman and Chief Executive Officer <i>(Principal Executive Officer)</i>	April 10, 2024
<u>/s/ Derick Apt</u> Derick Apt	Chief Financial Officer <i>(Principal Financial Officer)</i>	April 10, 2024
<u>/s/ Michelle Lewis</u> Michelle Lewis	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	April 10, 2024
<u>*</u> Mark Hancock	Director, Co-Founder and Executive Vice Chairman	April 10, 2024
<u>*</u> Jacqueline Millard	Director	April 10, 2024
<u>*</u> Taylor Leavitt	Director	April 10, 2024

*By: /s/ Derick Apt
Derick Apt
Attorney-in-fact

Calculation of Filing Fee Table

Form S-1
(Form Type)

PACS Group, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1 - Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1) (2)	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price(3)	Fee Rate	Amount of Registration Fee(2)
Equity	Common Stock, \$0.001 par value per share	Rule 457(a)	2,735,357	\$21.00	\$57,442,497	0.00014760	\$8,478.52
Total Offering Amounts				—	\$57,442,497	—	\$8,478.52
Total Fee Offsets				—	—	—	—
Net Fee Due				—	—	—	\$8,478.52

(1) The registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$481,965,000 on a Registration Statement on Form S-1 (File No. 333-277893), which was declared effective by the Securities and Exchange Commission on April 10, 2024. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of \$57,442,497 is hereby registered, which includes the shares of common stock that the underwriters have the option to purchase.

(2) Includes 356,785 shares of common stock that the underwriters have the option to purchase from the selling stockholders.

(3) Estimated solely for purposes of computing the amount of the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption "Experts" and to the incorporation by reference of our report dated March 13, 2024 (except for the retroactive effect of the 1-for-6,436.1693 stock split as described in the fourth paragraph of Note 17, as to which the date is April 1, 2024), with respect to the combined/consolidated financial statements of PACS Group, Inc. included in Amendment No. 3 to the Registration Statement (Form S-1 No. 333-277893) and related Prospectus of PACS Group, Inc. for the registration of its common stock.

/s/ Ernst & Young LLP

Salt Lake City, Utah
April 10, 2024