

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. 1)

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 Pursuant to §240.14a-12.

**National HealthCare Corporation**  
(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 computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed Maximum aggregate value of transaction:
  - (5) Total fee paid:
- ☐ Fee paid previously with preliminary materials.
- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

**NHC**  
100 E. Vine Street  
Murfreesboro, TN 37130

**NATIONAL HEALTHCARE CORPORATION**

**ADDITIONAL INFORMATION REGARDING THE ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD THURSDAY, MAY 7, 2020 AT 4:00 PM CDT**

The following Notice is a Supplement to the Notice of Annual Meeting of Shareholders and the Proxy Statement of National HealthCare Corporation (“NHC”) dated April 6, 2020, previously furnished to shareholders of NHC in connection with the solicitation of proxies by NHC's Board of Directors for use at the Annual Meeting of Shareholders to be held on Thursday, May 7, 2020. The purpose of this Notice is to announce a change in the location of the 2020 Annual Meeting to a virtual meeting format only. This Supplement is being filed with the Securities and Exchange Commission and is being made available to shareholders on or about April 24, 2020.

**THE NOTICE SHOULD BE READ IN CONJUNCTION WITH THE PROXY STATEMENT.**

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**NOTICE OF CHANGE OF LOCATION OF  
ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD ON MAY 7, 2020**

To Our Shareholders:

Following the recommendations to limit large group gatherings from each of the World Health Organization and the U.S. Centers for Disease Control and Prevention and to support the health and well-being of our shareholders, partners (employees) and community due to the impact of the coronavirus (COVID-19) pandemic, NOTICE IS HEREBY GIVEN that our Board of Directors has determined to change the location of the 2020 annual meeting of shareholders (the “Annual Meeting”) of National HealthCare Corporation (the “Company”) from in-person to virtual-only.

As previously announced, the Annual Meeting will be held on May 7, 2020 at 4:00 p.m. CDT. Due to public health concerns, the Annual Meeting will be held in a virtual meeting format only. You will not be able to attend the Annual Meeting in person. The items of business are the same as set forth in the meeting notice previously mailed or made available to you.

As described in the proxy materials for the Annual Meeting previously distributed, you are entitled to participate in the Annual Meeting if you were a shareholder as of the close of business on March 13, 2020, the record date, or hold a legal proxy for the Annual Meeting provided by your bank, broker, or other holder of record.

The Annual Meeting will be held at [www.virtualshareholdermeeting.com/NHC2020](http://www.virtualshareholdermeeting.com/NHC2020). Shareholders desiring to login to the Annual Meeting will have two options: You can join as a “Shareholder” or you can join as a “Guest.” If you join as a “Shareholder,” you must enter the 16-digit control number found on your proxy card or notice you previously received. Once properly admitted to the meeting, all shareholders of record as of the record date will be able to submit questions and vote their shares by following the instructions that will be available on the virtual meeting website. Individuals interested in attending the virtual meeting who do not have a control number or who are not a shareholder may attend the Annual Meeting as a guest but will not have the option to ask questions or participate in the vote. Technical support will be available on the virtual Annual Meeting platform at [www.virtualshareholdermeeting.com/NHC2020](http://www.virtualshareholdermeeting.com/NHC2020) beginning at 3:30 pm CDT on May 7, 2020 by calling 800-586-1548 (US) or 303-562-9288 (International). The technical support offered through this service is designed to address difficulty related to the virtual meeting website and it is recommended to contact your broker should you be unable to locate your control number.

A list of shareholders of record as of the record date is available for inspection by shareholders at the principal executive offices of the Company located at 100 East Vine Street, Murfreesboro, TN 37130, and will be available for inspection by shareholders at the Annual Meeting. All requests to access the list prior to the Annual Meeting should be directed to Josh McCreary, Senior Vice President and General Counsel, at [josh.mccreary@nhccare.com](mailto:josh.mccreary@nhccare.com).

Whether or not you plan to attend the Annual Meeting, we urge you to vote and submit your proxy in advance of the meeting by one of the methods described in the proxy materials for the Annual Meeting. The proxy card included with the proxy materials will not be updated to reflect the change in location and may continue to be used to vote your shares in connection with the Annual Meeting. If you have already submitted your proxy, no additional action is required.

By order of the Board of Directors,

/s/ Josh A. McCreary  
Senior VP, General Counsel, and Secretary

Murfreesboro, Tennessee  
April 24, 2020



## NHC Announces Virtual 2020 Annual Meeting of Shareholders

For release: April 24, 2020

Contact: Josh A. McCreary, SVP/General Counsel

Phone: (615) 890-2020

MURFREESBORO, Tenn. – National HealthCare Corporation (NYSE American: NHC), announced today that due to public health concerns caused by the COVID-19 pandemic, the Company has decided that it will be hosting its 2020 annual shareholder meeting in a virtual only format. No shareholders or guests will be able to attend the annual meeting in person.

The meeting will be held on Thursday, May 7, 2020, at 4:00 pm CDT. Shareholders of record on Friday, March 13, 2020, will be able to attend the virtual shareholder meeting by going to [www.virtualshareholdermeeting.com/NHC2020](http://www.virtualshareholdermeeting.com/NHC2020) and entering the 16-digit control number found on your proxy card.

Guests may join the virtual shareholder meeting in a listen-only mode. No control number is required.

Additional details on participating in the annual shareholder meeting include the following:

- Access the meeting platform beginning at 3:55 pm CDT on May 7, 2020;
- To submit a question during the meeting, visit [www.virtualshareholdermeeting.com/NHC2020](http://www.virtualshareholdermeeting.com/NHC2020), enter your 16-digit control number and type your question into the "Ask a Question" field and click "Submit"; and
- If you encounter any difficulties accessing the virtual meeting during the check-in or meeting time, please call the technical support number that will be posted on the Virtual Shareholder Meeting login page. Technical support will be available beginning at 3:30 pm CDT on May 7, 2020 by calling 800-586-1548 (US) or 303-562-9288 (International).

Whether or not you plan to attend the annual meeting, we urge you to vote and submit your proxy in advance by one of the methods described in the proxy materials for the annual meeting. Voting will also be available for shareholders during the virtual shareholder meeting by clicking on "Vote Here".

### Forward-Looking Statements

Statements in this press release that are not historical facts are forward-looking statements. NHC cautions investors that any forward-looking statements made involve risks and uncertainties and are not guarantees of future performance. The risks and uncertainties are detailed from time to time in reports filed by NHC with the S.E.C., including Forms 8-K, 10-Q and 10-K, and include, among others, the following: liabilities and other claims asserted against us and patient care liabilities, as well as the resolution of current litigation; availability of insurance and assets for indemnification; national and local economic conditions; including their effect on the availability and cost of labor, utilities and materials; the effect of government regulations and changes in regulations governing the healthcare industry, including our compliance with such regulations; changes in Medicare and Medicaid payment levels and methodologies and the application of such methodologies by the government and its fiscal intermediaries; and other factors referenced or incorporated by reference in the S.E.C. filings. The risks included here are not exhaustive. All forward-looking statements represent NHC's best judgment as of the date of this release.

### About NHC

NHC affiliates operate for themselves and third parties 75 skilled nursing facilities with 9,513 beds. NHC affiliates also operate 25 assisted living communities, five independent living communities, one behavioral health hospital, and 35 homecare programs. NHC's other services include Alzheimer's and memory care units, hospice services, pharmacy services, a rehabilitation services company, and providing management and accounting services to third party post-acute operators. Other information about the company can be found on our web site at [www.nhccare.com](http://www.nhccare.com).