

GENTIVA HEALTH SERVICES INC

Form SC 13D

June 21, 2013

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Gentiva Health Services, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

\_\_\_\_\_37247A102\_\_\_\_\_

(CUSIP Number)

David Goldman  
GAMCO Investors, Inc.  
One Corporate Center  
Rye, New York 10580-1435  
(914) 921-5000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

\_\_\_\_\_ June 13, 2013 \_\_\_\_\_  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

CUSIP No. 37247A102

- 1 Names of reporting persons  
 I.R.S. identification nos. of above persons (entities only)  
 Gabelli Funds, LLC I.D. No. 13-4044523
- 2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

(b)

- 3 Sec use only
- 4 Source of funds (SEE INSTRUCTIONS)  
 00-Funds of investment advisory clients
- 5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)  
 X
- 6 Citizenship or place of organization  
 New York

Number Of	: 7	Sole voting power
	:	
Shares	:	635,000 (Item 5)
	:	
Beneficially	: 8	Shared voting power
	:	
Owned	:	None
	:	
By Each	: 9	Sole dispositive power
	:	
Reporting	:	635,000 (Item 5)
	:	
Person	:10	Shared dispositive power
	:	
With	:	None
	:	

- 11 Aggregate amount beneficially owned by each reporting person  
 635,000 (Item 5)
- 12 Check box if the aggregate amount in row (11) excludes certain shares  
 (SEE INSTRUCTIONS)
- 13 Percent of class represented by amount in row (11)  
 2.03%
- 14 Type of reporting person (SEE INSTRUCTIONS)

IA, CO

2

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CUSIP No. 37247A102

- 1 Names of reporting persons  
I.R.S. identification nos. of above persons (entities only)  
GAMCO Asset Management Inc.I.D. No. 13-4044521
- 2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)  
  
(b)
- 3 Sec use only
- 4 Source of funds (SEE INSTRUCTIONS)  
00-Funds of investment advisory clients
- 5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization  
New York

Number Of	: 7	Sole voting power
	:	
Shares	:	892,300 (Item 5)
	:	
Beneficially	: 8	Shared voting power
	:	
Owned	:	None
	:	
By Each	: 9	Sole dispositive power
	:	
Reporting	:	892,300 (Item 5)
	:	
Person	:10	Shared dispositive power
	:	
With	:	None
	:	

- 11 Aggregate amount beneficially owned by each reporting person  
  
892,300 (Item 5)
- 12 Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS)
- 13 Percent of class represented by amount in row (11)  
  
2.85%
- 14 Type of reporting person (SEE INSTRUCTIONS)

IA, CO

3

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CUSIP No. 37247A102

- 1 Names of reporting persons  
 I.R.S. identification nos. of above persons (entities only)  
 Teton Advisors, Inc. I.D. No. 13-4008049
- 2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

(b)

- 3 Sec use only
- 4 Source of funds (SEE INSTRUCTIONS)  
 00 – Funds of investment advisory clients
- 5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

- 6 Citizenship or place of organization  
 Delaware

Number Of	: 7	Sole voting power
	:	
Shares	:	95,000 (Item 5)
	:	
Beneficially	: 8	Shared voting power
	:	
Owned	:	None
	:	
By Each	: 9	Sole dispositive power
	:	
Reporting	:	95,000 (Item 5)
	:	
Person	:10	Shared dispositive power
	:	
With	:	None
	:	

- 11 Aggregate amount beneficially owned by each reporting person  
 95,000 (Item 5)

- 12 Check box if the aggregate amount in row (11) excludes certain shares  
 (SEE INSTRUCTIONS)

- 13 Percent of class represented by amount in row (11)  
 0.30%

14 Type of reporting person (SEE  
INSTRUCTIONS)  
IA, CO

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CUSIP No. 37247A102

- 1 Names of reporting persons  
 I.R.S. identification nos. of above persons (entities only)  
 Gabelli Securities, Inc. I.D. No. 13-3379374
- 2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

(b)

- 3 Sec use only
- 4 Source of funds (SEE INSTRUCTIONS)  
 00 – Client funds
- 5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

- 6 Citizenship or place of organization  
 Delaware

Number Of	: 7	Sole voting power
	:	
Shares	:	4,000 (Item 5)
	:	
Beneficially	: 8	Shared voting power
	:	
Owned	:	None
	:	
By Each	: 9	Sole dispositive power
	:	
Reporting	:	4,000 (Item 5)
	:	
Person	:10	Shared dispositive power
	:	
With	:	None
	:	

- 11 Aggregate amount beneficially owned by each reporting person  
 4,000 (Item 5)

- 12 Check box if the aggregate amount in row (11) excludes certain shares  
 (SEE INSTRUCTIONS)

- 13 Percent of class represented by amount in row (11)  
 0.01%

14 Type of reporting person (SEE INSTRUCTIONS)  
HC, CO, IA

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CUSIP No. 37247A102

- 1 Names of reporting persons  
 I.R.S. identification nos. of above persons (entities only)  
 GGCP, Inc. I.D. No. 13-3056041
- 2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

(b)

- 3 Sec use only
- 4 Source of funds (SEE INSTRUCTIONS)  
 None
- 5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

- 6 Citizenship or place of organization  
 Wyoming

Number Of	: 7	Sole voting power
	:	
Shares	:	None (Item 5)
	:	
Beneficially	: 8	Shared voting power
	:	
Owned	:	None
	:	
By Each	: 9	Sole dispositive power
	:	
Reporting	:	None (Item 5)
	:	
Person	:10	Shared dispositive power
	:	
With	:	None
	:	

- 11 Aggregate amount beneficially owned by each reporting person

None (Item 5)

- 12 Check box if the aggregate amount in row (11) excludes certain shares  
 (SEE INSTRUCTIONS)  
 X

- 13 Percent of class represented by amount in row (11)

0.00%

14 Type of reporting person (SEE INSTRUCTIONS)  
HC, CO

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CUSIP No. 37247A102

1 Names of reporting persons

I.R.S. identification nos. of above persons (entities only)

GAMCO Investors,

Inc.

I.D.

No. 13-4007862

Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)

WC

5 Check box if disclosure of legal proceedings is required pursuant to items 2

(d) or 2 (e)

6 Citizenship or place of organization

New York

Number Of	: 7	Sole voting power
	:	
Shares	:	None (Item 5)
	:	
Beneficially	: 8	Shared voting power
	:	
Owned	:	None
	:	
By Each	: 9	Sole dispositive power
	:	
Reporting	:	None (Item 5)
	:	
Person	:10	

Mutual Funds

With		613,997	966,275
Collective Trust Fund	35,676		29,948
Short-Term Investment Funds	72,743		14,278
Corning Common Stock	247,287		675,013
Non Interest Bearing Cash	155		
Receivable for Securities Sold	266		
Accrued Investment Manager Fees	(23)		(333)
	\$ 1,465,177	\$	2,198,272



**Corning Incorporated Investment Plan****Notes to Financial Statements****December 31, 2008 and 2007**

The only investment that represents 5% or more of net assets available for benefits as of December 31, 2008 and 2007 was the Plan's interest in the Master Trust.

During 2008, the Master Trust's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value, as follows:

Mutual Funds	\$ (353,562)
Corning Common Stock	(378,300)
	\$ (731,862)

During 2008, the Master Trust's investments earned interest and dividends in the amount of \$49,188. For 2008, investment expenses totaled \$789.

At December 31, 2008, forfeited nonvested accounts totaled \$731, which are included in the Master Trust.

**5. Fair Value Measurements**

On January 1, 2008, the Plan adopted Financial Accounting Standards Board Statement No. 157, Fair Value Measurements (SFAS 157). SFAS 157 defines the fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required to be recorded at fair value, the Plan considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance.

SFAS 157 also establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under SFAS 157 are described below:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
Level 2	Inputs to the valuation methodology include:

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Quoted prices for similar assets or liabilities in active markets;

Quoted prices for identical or similar assets or liabilities in inactive markets;

Inputs other than quoted prices that are observable for the asset or liability;

Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.



**Corning Incorporated Investment Plan****Notes to Financial Statements****December 31, 2008 and 2007**

Level 3            Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2008 and 2007.

*Common stock and mutual funds:* Valued at the closing price reported on the active market on which the individual securities are traded.

*Collective trust funds and short-term investment funds:* Valued at the net asset value ( NAV ) of shares held by the plan at year end.

*Fixed income funds:* These funds include both money market funds and guaranteed investment contracts. Money market funds are valued at the NAV of shares held by the plan at year end. Guaranteed investment contracts are valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer (See Note 3).

*Participant loans:* Valued at amortized cost, which approximates fair value.

While the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2008 (in thousands):

<b>Assets within the Master Trust:</b>	<b>Assets at Fair Value as of December 31, 2008</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Fixed Income Funds	\$	\$ 461,558	\$ 33,518	\$ 495,076
Mutual Funds	613,997			613,997
Collective Trust Fund		35,676		35,676
Short-Term Investment Funds		72,743		72,743
Common Stocks	247,287			247,287
Participant Loans			10,030	10,030
<b>Total Assets at Fair Value</b>	<b>\$ 861,284</b>	<b>\$ 569,977</b>	<b>\$ 43,548</b>	<b>\$ 1,474,809</b>



**Corning Incorporated Investment Plan****Notes to Financial Statements****December 31, 2008 and 2007****Level 3 Gains and Losses**

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2008 (in thousands):

	<b>Level 3 Assets</b>	
	<b>Year Ended December 31, 2008</b>	
	<b>Guaranteed</b>	<b>Participant</b>
	<b>Investment</b>	<b>Loans</b>
	<b>Contract</b>	
Balance, Beginning of Year	\$ 57,364	\$ 8,987
Realized Gains/(Losses), net	2,433	
Unrealized Gains/(Losses) Relating to Instruments Still Held at the Reporting Date, net	668	
Purchases, Sales, Issuances and Settlements, net	(26,947)	1,043
Balance, End of Year	\$ <b>33,518</b>	\$ <b>10,030</b>

**6. Plan Termination**

Although the Company has not expressed any intent to do so, it has the right to terminate the Plan subject to the provisions of ERISA and the IRC. In the event of Plan termination, all amounts credited to participants' accounts will become 100% vested and will be distributed to participants in accordance with Plan provisions.

**7. Tax Status**

The Plan received a favorable determination letter dated November 5, 2003 from the Internal Revenue Service indicating that it meets the requirements of Section 401(a) and 501(a) of the IRC and has qualified status as an employee retirement plan. The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's benefits counsel believe that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC.

**8. Related Parties (in thousands)**

Certain Plan investments are shares of a money market account managed by the Trustee. Transactions with this investment qualify as party-in-interest transactions. Participant loans also qualify as party-in-interest transactions.

The Master Trust held common stock issued by the Company amounting to \$247,287 and \$675,013 as of December 31, 2008 and 2007, respectively.



**Corning Incorporated Investment Plan****Notes to Financial Statements****December 31, 2008 and 2007****9. Subsequent Event**

Effective January 1, 2009, the Plan was amended to implement the addition of the Barclays Global Investors, N.A. (BGI) MSCI ACWI ex-US Index Fund to the Plan's existing investment fund options.

**10. Reconciliation of Financial Statements to Form 5500 (in thousands)**

The following is a reconciliation of the financial statements at December 31, 2008 and 2007 and for the year ended December 31, 2008 to the Form 5500:

	<b>2008</b>	<b>2007</b>
Net assets available for benefits per the financial statements	\$ 1,289,382	\$ 1,853,666
Amounts allocated to withdrawing participants	(506)	(1,480)
Adjustment from contract value to fair value for interest in Corning Incorporated Master Investment Trust relating to fully benefit-responsive investment contracts	(33,952)	1,869
Net assets available for benefits per the Form 5500	\$ 1,254,924	\$ 1,854,055
Benefits paid directly to participants per the financial statements	\$ 85,532	
Add: Amounts allocated to withdrawing participants at December 31, 2008	506	
Less: Amounts allocated to withdrawing participants at December 31, 2007	(1,480)	
Benefits paid to participants per the Form 5500	\$ 84,558	
Net decrease in net assets available for benefits per the financial statements	\$ (564,284)	
Change in amounts allocated to withdrawing participants	974	
Change in adjustment from contract value to fair value for interest in Corning Incorporated Master Investment Trust relating to fully benefit-responsive investment contracts	(35,821)	
Net loss per the Form 5500	\$ (599,131)	



**Corning Incorporated Investment Plan**

**Schedule of Assets (Held at End of Year)**

**December 31, 2008**

*(in thousands of dollars)*

<b>Identity of Issuer, Borrower, Lessor or Similar Party</b>	<b>Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value</b>	<b>Current Value</b>
* Participant loans	Maturity dates ranging from 2009 through 2018 and interest rates ranging from 4.75% - 10.50%	\$10,030

\* Denotes Party-in-interest

**Exhibit 23**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement (No. 333-82926 and No. 333-26049) on Form S-8 of Corning Incorporated of our report dated June 12, 2009, relating to the financial statements and supplemental schedule of the Corning Incorporated Investment Plan, which appears in this Annual Report on Form 11-K of the Corning Incorporated Investment Plan for the year ended December 31, 2008.

Respectfully Submitted,

Insero & Company CPAs, P.C.

Certified Public Accountants

Rochester, New York

June 12, 2009