Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [X]

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
LIFEPOINT HEALTH, INC. RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 05/11/1999

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
LIFEPOINT HEALTH, INC.

330 SEVEN SPRINGS WAY
BRENTWOOD, TN 37027

2b Employer Identification Number (EIN) 20-1538254

2c Plan Sponsor's telephone number 615-920-7000

2d Business code (see instructions) 622000

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2017	JOHN BUMPUS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2017	JOHN BUMPUS
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address (include room or suite number)

Preparer's telephone number

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	

5 Total number of participants at the beginning of the plan year	**5**	38828
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	36976
a(2) Total number of active participants at the end of the plan year	**6a(2)**	42979
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	4392
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	47371
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	51
f Total. Add lines **6d** and **6e**.	**6f**	47422
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	38866
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	777
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2K 2O 2R 2S 2T 3I 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] ___ **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
LIFEPOINT HEALTH, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
LIFEPOINT HEALTH, INC.

D Employer Identification Number (EIN)
20-1538254

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions). . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

VANGUARD

23-1945930

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

AMERICAN FUNDS

95-1411037

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

ALLIANZ FUNDS

33-0457728

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FEDERATED

25-1111467

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

JOHN HANCOCK

04-3483032

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

BLACKROCK

94-3112180

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 21 37 50 62 64	SERVICE PROVIDER	1857794	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

BPS&M

62-0853448

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16 49 50	SERVICE PROVIDER	119295	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

AVONDALE

62-1854335

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	SERVICE PROVIDER	60000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

ARGENT TRUST COMPANY

62-1437218

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 25 52 59	SERVICE PROVIDER	37500	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

MORNINGSTAR ASSOCIATES, LLC

36-4317381

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 51	SERVICE PROVIDER	10097	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
LIFEPOINT HEALTH, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
LIFEPOINT HEALTH, INC.

D Employer Identification Number (EIN)
20-1538254

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX 2020 FUND F

b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
94-3199866-001	C	62515209

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX 2025 FUND F

b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
43-2080616-001	C	69950623

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX 2030 FUND F

b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
94-3199843-001	C	67189009

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX 2035 FUND F

b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
43-2080615-001	C	55149030

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX 2040 FUND F

b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
94-3199845-001	C	47082995

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX 2045 FUND F

b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
20-3781560-001	C	38440742

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX 2050 FUND F

b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
33-6370133-001	C	22417463

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX 2055 FUND F

b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.

c EIN-PN 27-1483373-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13234274

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX RETIREMENT FUND F

b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.

c EIN-PN 94-3199868-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 28844556

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK EQUITY INDEX FD M

b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.

c EIN-PN 45-4368878-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 166149480

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK U.S. DEBT INDEX NL FD W

b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.

c EIN-PN 45-3221265-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 64890254

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK MID CAP EQ IND NL FD M

b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.

c EIN-PN 45-4379242-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5451453

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
LIFEPOINT HEALTH, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
LIFEPOINT HEALTH, INC.

D Employer Identification Number (EIN)
20-1538254

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	72349	7772875
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	3331962	3579482
(2) Participant contributions	1b(2)		1852326
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	51470748	57660267
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	18353322	20680210
(9) Value of interest in common/collective trusts	1c(9)	518270421	641315088
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	108294530	125133854
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	19860501	14171731

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	**1d(1)**	90732607	64346575
	(2) Employer real property	**1d(2)**		
e	Buildings and other property used in plan operation	**1e**		
f	Total assets (add all amounts in lines 1a through 1e)	**1f**	810386440	936512408
	Liabilities			
g	Benefit claims payable	**1g**		
h	Operating payables	**1h**	412524	45772
i	Acquisition indebtedness	**1i**		
j	Other liabilities	**1j**	198116	966495
k	Total liabilities (add all amounts in lines 1g through1j)	**1k**	610640	1012267
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	**1l**	809775800	935500141

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	**2a(1)(A)**	24862451	
	(B) Participants	**2a(1)(B)**	94603286	
	(C) Others (including rollovers)	**2a(1)(C)**	52922746	
	(2) Noncash contributions	**2a(2)**		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	**2a(3)**		172388483
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	**2b(1)(A)**		
	(B) U.S. Government securities	**2b(1)(B)**		
	(C) Corporate debt instruments	**2b(1)(C)**		
	(D) Loans (other than to participants)	**2b(1)(D)**		
	(E) Participant loans	**2b(1)(E)**	817759	
	(F) Other	**2b(1)(F)**		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	**2b(1)(G)**		817759
	(2) Dividends: **(A)** Preferred stock	**2b(2)(A)**		
	(B) Common stock	**2b(2)(B)**		
	(C) Registered investment company shares (e.g. mutual funds)	**2b(2)(C)**	2125341	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	**2b(2)(D)**		2125341
	(3) Rents	**2b(3)**		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	**2b(4)(A)**	9929892	
	(B) Aggregate carrying amount (see instructions)	**2b(4)(B)**	11479897	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	**2b(4)(C)**		-1550005
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	**2b(5)(A)**		
	(B) Other	**2b(5)(B)**	-18240580	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	**2b(5)(C)**		-18240580

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		47527831
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		9744346
c Other income	2c		168620
d Total income. Add all **income** amounts in column (b) and enter total	2d		212981795
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	85262777	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		85262777
f Corrective distributions (see instructions)	2f		210415
g Certain deemed distributions of participant loans (see instructions)	2g		66288
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1717974	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1717974
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		87257454
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		125724341
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [X] Unqualified **(2)** [ ] Qualified **(3)** [ ] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [ ] Yes [X] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: HANCOCK ASKEW & CO., LLP **(2)** EIN: 58-0662558

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	4n	X		
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

Part V Trust Information

6a Name of trust	**6b** Trust's EIN

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
LIFEPOINT HEALTH, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
LIFEPOINT HEALTH, INC.

D Employer Identification Number (EIN)
20-1538254

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 41-6257133

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☒ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☒ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☒ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No

22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter _____/_____/_____ and the serial number _____.

22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter _____/_____/_____.

LIFEPOINT HEALTH, INC.
RETIREMENT PLAN

Financial Statements
And
Independent Auditor's Report
As of December 31, 2016 and 2015

Lifepoint Health, Inc. Retirement Plan

Contents

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Financial Statements

Statements of net assets available for plan benefits 4

Statements of changes in net assets available for plan benefits 5

Notes to financial statements 6 - 12

Supplemental Schedule

Schedule H, Line 4i – Schedule of Assets (held at end of year) 13

Independent Auditor's Report

The Administrative Committee
LifePoint Health, Inc. Retirement Plan:

We have audited the accompanying financial statements of the LifePoint Health, Inc. Retirement Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015 and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as Well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2016 and 2015 and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2016 is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Hancock Askew & Co., LLP

Norcross, Georgia
June 23, 2017

LIFEPOINT HEALTH, INC. RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2016 and 2015

	2016	2015
ASSETS		
Cash	$ 7,772,875	$ 72,349
Investments, at fair value	902,627,515	788,628,807
Notes receivable from participants	21,194,528	18,801,352
Participants' contributions receivable	1,852,326	-
Employer matching contribution receivable	3,579,482	3,331,962
Total assets	937,026,726	810,834,470
LIABILITIES AND NET ASSETS AVAILABLE FOR BENEFITS		
Due to broker and expenses payable	45,772	412,524
Excess contributions payable	966,495	198,116
Total liabilities	1,012,267	610,640
Net assets available for benefits	$ 936,014,459	$ 810,223,830

See accompanying notes.

LIFEPOINT HEALTH, INC. RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For The Years Ended December 31, 2016 and 2015

	2016	2015
Additions:		
Interest and dividend income	$ 2,125,341	$ 2,014,976
Interest income on notes receivable from participants	817,759	730,292
Employer contributions	24,862,451	21,104,096
Participants' contributions	147,526,032	144,477,097
Other income	168,620	244,584
Total additions	175,500,203	168,571,045
Deductions:		
Benefits paid	85,473,192	94,618,924
Administrative expenses	1,717,974	1,718,858
Total deductions	87,191,166	96,337,782
Net appreciation (depreciation) in fair value of investments	37,481,592	(5,594,068)
Net increase in net assets available for benefits before asset transfers	125,790,629	66,639,195
Assets transferred to other plans	-	(10,550,927)
Net increase in net assets available for benefits	125,790,629	56,088,268
Net assets available for benefits at beginning of year	810,223,830	754,135,562
Net assets available for benefits at end of year	$ 936,014,459	$ 810,223,830

See accompanying notes.

Note 1. Description of the Plan

General

The following description of the LifePoint Health, Inc. Retirement Plan (the "Plan") reflects the general conditions of participation as of December 31, 2016 and 2015. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan is a defined contribution plan covering the majority of the employees of the subsidiaries of LifePoint Health, Inc. (the "Company"), other than employees of certain subsidiaries that offer other retirement plans, who have completed 30 days of service, and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan includes an employee stock ownership plan ("ESOP") component within the meaning of Section 4975(e)(7) of the Internal Revenue Code of 1986, as amended (the "Code"). Prior to January 1, 2009, all shares available for allocation in accordance with the ESOP component had been allocated to participant accounts.

Contributions

Each participant may elect to contribute up to 50% of his or her eligible pre-tax compensation to the Plan ("Salary Deferral Contribution"). An automatic 2% Salary Deferral Contribution is applied to all participants who do not make a contrary election, except for participants who are classified as pro re nata or per diem. Participants who have attained age 50 before the close of the Plan year are eligible to make catch-up contributions. Participant contributions are further limited by certain provisions of the Code.

The Plan provides for discretionary contributions from the Company in an amount determined by the Company's management, in its sole discretion, as a percentage of the participants' Salary Deferral Contributions in the form of matching contributions ("Matching Contributions") or in an amount, if any, determined in the sole and absolute discretion of the Company's management in the form of profit sharing contributions ("Profit Sharing Contributions"). For the years ended December 31, 2016 and 2015, the Company made Matching Contributions of $24,862,451 and $21,104,096, respectively. The Company did not make any Profit Sharing Contributions during 2016 or 2015.

An additional contribution by the Company in an amount determined by the Company's management to ensure that the Plan satisfies certain nondiscrimination requirements of the Code may be allocated solely to the accounts of participants who are considered non-highly compensated employees and have elected to make Salary Deferral Contributions for the Plan year ("Non-elective Employer Contributions"). Alternatively, certain highly compensated employees may be refunded a portion of their Salary Deferral Contributions in order to comply with the same nondiscrimination requirements of the Code.

Participant Accounts

Each participant's account is credited (charged) with his or her Salary Deferral Contribution, the Company's contributions, Plan fees and investment earnings (losses). Allocations are based on a number of factors, as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Contributions and allocations are subject to certain limitations under the Code. The Plan allows participants to diversify up to 100% of their allocated contributions of the Company's stock made in accordance with the ESOP component of the Plan by investing in other securities available under the Plan. The Plan generally limits the percentage of an individual's aggregate account that can be invested in the Company's stock at 25%.

Payment of Benefits

Upon retirement, disability, death, or termination of employment, the total vested value of a participant's account that exceeds $5,000 is distributed to the participant or his or her beneficiary, as applicable, in a lump sum of cash unless the participant or the beneficiary elects certain other forms of distribution available under the Plan. If the vested value of a participant's account is less than $1,000, the total vested balance is distributed as an automatic lump sum payment in cash. For participant accounts greater than $1,000 but not more than $5,000, the vested value of the participant's account may be rolled into an individual retirement account on behalf of the participant or distributed to the participant or his or her beneficiary, as applicable, in cash. Additionally, a participant may request certain in-service withdrawals, including hardship withdrawals, of all or a portion of his or her vested account balance at any time, subject to certain restrictions and limitations, as defined by the Plan document.

Notes Receivable from Participants

Each participant may borrow from his or her account a minimum of $1,000 up to a maximum amount equal to the lesser of $50,000 or one-half of the respective participant's vested account balance. Loan terms range from six months to five years or up to ten years if the loan is used for the purchase of a primary residence. The loans are secured by the vested balance in the respective participant's account and bear interest at a rate commensurate with local prevailing rates, ranging from 3.25% to 9.25% as of December 31, 2016, as determined by the Plan's administrator. Principal and interest are paid by the participant ratably through payroll deductions.

Vesting and Forfeitures

Participants are immediately and fully vested in their Salary Deferral Contributions, Non-elective Employer Contributions, rollover contributions and investment earnings (losses) arising from these contributions. Participants are fully vested in Matching Contributions and Profit Sharing Contributions after two years of service.

Participants' interests in their accounts become fully vested and nonforfeitable without regard to their credited years of service if they retire on or after age 65, incur a total and permanent disability or die while employed by the Company.

If a participant who is not fully vested terminates employment with the Company, the participant is entitled to the vested portion of his or her account. The non-vested portion is forfeited and is used to reduce future Company contributions, pay administrative expenses of the Plan or is reallocated to participants in the Plan, as defined in the Plan document. During the years ended December 31, 2016 and 2015, the Company utilized forfeitures of $454,354 and $1,290,107, respectively, to reduce the Company's Matching Contributions. Unused forfeitures available for use at December 31, 2016 and 2015 were $102,009 and $46,313, respectively.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan document to discontinue its contributions at any time and to terminate the Plan. In the event of Plan termination, participants will become 100% vested.

Note 2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with United States generally accepted accounting principles ("GAAP").

Use of Estimates

The preparation of financial statements in conformity with GAAP requires Plan management to make estimates and assumptions that affect the reported amount of net assets available for benefits, changes therein and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

Valuation of Investments

The Plan's investments are stated at fair value in accordance with Accounting Standards Codification ("ASC") 820-10, "*Fair Value Measurement*" ("ASC 820-10"). The Plan's investments are further discussed in Note 3.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Income Recognition

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Benefit Payments

Benefits are recorded when paid.

Administrative Expenses

The majority of administrative expenses, including legal and participant accounting expenses and all expenses directly relating to the investments, are charged to and paid by the Plan.

Recently Issued Accounting Standards

In May 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2015-7, "Fair Value Measurement: Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)" ("ASU 2015-7"). ASU 2015-7 exempts investments measured using the net asset value ("NAV") practical expedient in ASC 820-10 from categorization within the fair value hierarchy. The Company adopted the provisions of ASU 2015-7 effective January 1, 2016, which impacted its disclosures only and did not have an impact on the Plan's net assets available for benefits or changes therein.

In July 2015, the FASB issued ASU 2015-12, "Plan Accounting" ("ASU 2015-12"). ASU 2015-12 amends authoritative guidance associated with plan accounting comprised of three parts. Parts I and III are not applicable to the Plan. Part II eliminates the requirements to disclose individual investments that represent five percent or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value. Plans will continue to disaggregate investments that are measured using fair value by general type; however, plans are no longer required to also disaggregate investment by nature, characteristics and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. The Company adopted the provisions of ASU 2015-12 effective January 1, 2016, which impacted its disclosures only and did not have an impact on the Plan's net assets available for benefits or changes therein.

Note 3. Investments at Fair Value

Effective May 18, 2015, the Plan's trustee was changed from The Charles Schwab Trust Company to Wells Fargo Bank, N.A (the "Trustee"). The Plan's investments are held, and transactions are executed, by the Trustee. The Plan accounts for its investments in accordance with ASC 820-10. ASC 820-10 establishes a framework for measuring fair value and establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. In addition, the discretionary trustee for the Company's common stock in the Plan is Argent Trust Company.

The tiers are as follows:

Level 1 – defined as observable inputs such as quoted prices in active markets;

Level 2 – defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and

Level 3 – defined as observable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The following provides a description of the valuation methodologies used to value the Plan's assets measured at fair value in accordance with ASC 820-10 and certain additional information:

LifePoint Health, Inc. Common Stock Fund: Valued at the NAV of shares held in the Company's unitized common stock fund at year end.

Mutual Funds: Valued at the NAV of shares held by the Plan at year end in an active market.

Self-directed Brokerage Accounts: Valued at the last reported sales prices of the underlying investments on the last business day of the Plan year reported by the active markets in which the individual underlying investments are traded, excluding investments in money market funds which are described further below.

Money Market Fund: Valued at quoted prices in markets that are not active by a combination of inputs, including but not limited to dealer quotes who are market makers in the underlying funds and other directly and indirectly observable inputs.

Collective Trusts: Valued at the NAV as the practical expedient, inclusive of net investment gains or losses, based on information provided by the Trustee and using the audited financial statements of the collective trusts at year-end. The investment objectives of the funds included in this class of investments are to approximate as closely as practicable, before expenses, the performance of certain widely observed indices over the long term, while providing participants the ability to purchase and redeem units at will. Generally, neither of the individual investment funds that comprise this class of investment contain redemption restrictions that would prevent or considerably delay a participant from redeeming his or her investment at any point of participation in the fund. As of December 31, 2016 and 2015, there were no unfunded obligations with respect to any of the funds in this investment category.

The fair values, within the fair value hierarchy in accordance with ASC 820-10, of the Plan's investments at December 31, 2016 are as follows:

	Level 1	Level 2	Level 3	Total
LifePoint Health, Inc. Common Stock Fund	$ 64,346,575	$ -	$ -	$ 64,346,575
Mutual Funds	125,133,854	-	-	125,133,854
Money Market Fund	-	57,660,267	-	57,660,267
Self-directed Brokerage Accounts	14,171,731	-	-	14,171,731
Total investments in fair value hierarchy	$ 203,652,160	$ 57,660,267	$ -	261,312,427
Collective Trusts				641,315,088
Total investments at fair value				$ 902,627,515

The fair values, within the fair value hierarchy in accordance with ASC 820-10, of the Plan's investments at December 31, 2015 are as follows:

	Level 1	Level 2	Level 3	Total
LifePoint Health, Inc. Common Stock Fund	$ 90,732,607	$ -	$ -	$ 90,732,607
Mutual Funds	108,294,530	-	-	108,294,530
Money Market Fund	-	51,470,748	-	51,470,748
Self-directed Brokerage Accounts	12,590,176	7,270,325	-	19,860,501
Total investments in fair value hierarchy	$ 211,617,313	$ 58,741,073	$ -	270,358,386
Collective Trusts				518,270,421
Total investments at fair value				$ 788,628,807

Certain investments that are measured at fair value using the NAV as the practical expedient have not been categorized in the fair value hierarchy. The fair value amounts presented in the tables above are intended to permit a reconciliation of the fair value hierarchy amounts presented in the Statements of Net Assets Available for Benefits.

There have been no changes to the valuation methodologies used to value the Plan's assets during 2016. Additionally, although 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.

Note 4. Assets Transferred to Other Plan

In connection with the Company's sale of certain subsidiaries to an unrelated third party, effective January 1, 2015, the Plan transferred assets with a fair market value of $10,550,927 to another plan. This activity is presented separately under the caption "Assets transferred to other plans" in the accompanying statement of changes in net assets available for benefits for the year ended December 31, 2015.

Note 5. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 6. Income Taxes

The Plan has received a favorable determination letter from the Internal Revenue Service ("IRS"), dated June 17, 2015, stating that the Plan is qualified under Section 401(a) of the Code and that the related trust is exempt from taxation. The Plan is required to operate in conformity with the Code to maintain its qualification. The Plan has been amended since receiving the determination letter. The Plan administrator believes that the Plan, as amended, has been designed and is being operated in compliance with the applicable requirements of the Code.

GAAP requires the Plan's management to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the Plan has taken an uncertain position that more likely than not would not be sustained by the applicable taxing authorities upon examination. The Plan's administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or asset or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions.

Note 7. Party-In-Interest Transactions

The Plan holds investments in the form of notes receivable from participants and in shares of LifePoint Health, Inc. Common Stock and pays administrative expenses to the Plan's trustee and recordkeeper. All of these transactions qualify as party-in-interest transactions that are permissible under specific exemptions included in ERISA and the Code.

The Plan paid $1,717,974 and $1,718,858 in administrative expenses to the Plan's trustee and recordkeeper during the years ended December 31, 2016 and 2015, respectively. Additionally, the Company provided the Plan with certain management and administrative services for which no fees were charged.

Note 8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2016 and 2015:

	2016	2015
Net assets available for benefits per the financial statements	$ 936,014,459	$ 810,223,830
Less: Deemed distributions of notes receivable from participants	(514,318)	(448,030)
Net assets available for benefits per the Form 5500	$ 935,500,141	$ 809,775,800

The following is a reconciliation of the change in net assets available for benefits per the financial statements to the Form 5500 for the years ended December 31, 2016 and 2015:

	2016	2015
Net increase in net assets available for benefits per the financial statements	$ 125,790,629	$ 66,639,195
Add: Deemed distributions of notes receivable from participants at beginning of year	448,030	517,253
Less: Deemed distributions of notes receivable from participants at end of year	(514,318)	(448,030)
Net increase in net assets available for benefits per the Form 5500	$ 125,724,341	$ 66,708,418

Note 9. Subsequent Event

Effective December 31, 2016, the retirement plans of two of the Company's subsidiaries merged with the Plan, and subsequently, on January 2, 2017, total assets of approximately $100 million transferred into the Plan.

LIFEPOINT HEALTH, INC. RETIREMENT PLAN

EIN: 20-1538254 Plan No.: 001
Schedule H, Line 4i

Schedule of Assets (Held at End of Year)

December 31, 2016

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	BlackRock Equity Index Fund	Collective Trust	$ **	$ 166,149,480
*	LifePoint Health, Inc. Common Stock Fund	Common Stock	**	64,346,575
	BlackRock U.S. Debt Index Fund	Collective Trust	**	64,890,254
	American Funds EuroPacific Growth Fund	Mutual Fund	**	52,556,451
	Vanguard Small Cap Index Fund	Mutual Fund	**	64,705,387
	BlackRock LifePath Retirement Fund	Collective Trust	**	28,844,556
	BlackRock LifePath Target Date 2020 Fund	Collective Trust	**	62,515,209
	BlackRock LifePath Target Date 2025 Fund	Collective Trust	**	69,950,623
	BlackRock LifePath Target Date 2030 Fund	Collective Trust	**	67,189,009
	BlackRock LifePath Target Date 2035 Fund	Collective Trust	**	55,149,030
	BlackRock LifePath Target Date 2040 Fund	Collective Trust	**	47,082,995
	BlackRock LifePath Target Date 2045 Fund	Collective Trust	**	38,440,742
	BlackRock LifePath Target Date 2050 Fund	Collective Trust	**	22,417,463
	BlackRock LifePath Target Date 2055 Fund	Collective Trust	**	13,234,274
	BlackRock Mid Cap Equity Index Fund	Collective Trust	**	5,451,453
	LifePoint Health Stable Value Fund	Money Market Fund	**	57,660,267
	John Hancock Strategic Income Fund	Mutual Fund	**	3,491,767
	Vanguard REIT Index Fund	Mutual Fund	**	3,544,702
	Allianz Emerging Markets Fund	Mutual Fund	**	835,547
	Self-directed Brokerage Accounts	Common Stock	**	6,799,696
	Self-directed Brokerage Accounts	Mutual Funds	**	5,785,891
	Self-directed Brokerage Accounts	Other Investments	**	1,586,144
*	Notes Receivable from Participants	Various maturities; Interest rates 3.25% to 9.25%	-	21,194,528
				$ 923,822,043

* Indicates a party-in-interest to the Plan.
** Not required for participant-directed investments.

LIFEPOINT HEALTH, INC.
RETIREMENT PLAN

Financial Statements
And
Independent Auditor's Report
As of December 31, 2016 and 2015

Lifepoint Health, Inc. Retirement Plan

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Independent Auditor's Report

The Administrative Committee
LifePoint Health, Inc. Retirement Plan:

We have audited the accompanying financial statements of the LifePoint Health, Inc. Retirement Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015 and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as Well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2016 and 2015 and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2016 is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Hancock Askew & Co., LLP

Norcross, Georgia
June 23, 2017

LIFEPOINT HEALTH, INC. RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2016 and 2015

	2016	2015
ASSETS		
Cash	$ 7,772,875	$ 72,349
Investments, at fair value	902,627,515	788,628,807
Notes receivable from participants	21,194,528	18,801,352
Participants' contributions receivable	1,852,326	-
Employer matching contribution receivable	3,579,482	3,331,962
Total assets	937,026,726	810,834,470
LIABILITIES AND NET ASSETS AVAILABLE FOR BENEFITS		
Due to broker and expenses payable	45,772	412,524
Excess contributions payable	966,495	198,116
Total liabilities	1,012,267	610,640
Net assets available for benefits	$ 936,014,459	$ 810,223,830

See accompanying notes.

LIFEPOINT HEALTH, INC. RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For The Years Ended December 31, 2016 and 2015

	2016	2015
Additions:		
Interest and dividend income	$ 2,125,341	$ 2,014,976
Interest income on notes receivable from participants	817,759	730,292
Employer contributions	24,862,451	21,104,096
Participants' contributions	147,526,032	144,477,097
Other income	168,620	244,584
Total additions	175,500,203	168,571,045
Deductions:		
Benefits paid	85,473,192	94,618,924
Administrative expenses	1,717,974	1,718,858
Total deductions	87,191,166	96,337,782
Net appreciation (depreciation) in fair value of investments	37,481,592	(5,594,068)
Net increase in net assets available for benefits before asset transfers	125,790,629	66,639,195
Assets transferred to other plans	-	(10,550,927)
Net increase in net assets available for benefits	125,790,629	56,088,268
Net assets available for benefits at beginning of year	810,223,830	754,135,562
Net assets available for benefits at end of year	$ 936,014,459	$ 810,223,830

See accompanying notes.

Note 1. Description of the Plan

General

The following description of the LifePoint Health, Inc. Retirement Plan (the "Plan") reflects the general conditions of participation as of December 31, 2016 and 2015. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan is a defined contribution plan covering the majority of the employees of the subsidiaries of LifePoint Health, Inc. (the "Company"), other than employees of certain subsidiaries that offer other retirement plans, who have completed 30 days of service, and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan includes an employee stock ownership plan ("ESOP") component within the meaning of Section 4975(e)(7) of the Internal Revenue Code of 1986, as amended (the "Code"). Prior to January 1, 2009, all shares available for allocation in accordance with the ESOP component had been allocated to participant accounts.

Contributions

Each participant may elect to contribute up to 50% of his or her eligible pre-tax compensation to the Plan ("Salary Deferral Contribution"). An automatic 2% Salary Deferral Contribution is applied to all participants who do not make a contrary election, except for participants who are classified as pro re nata or per diem. Participants who have attained age 50 before the close of the Plan year are eligible to make catch-up contributions. Participant contributions are further limited by certain provisions of the Code.

The Plan provides for discretionary contributions from the Company in an amount determined by the Company's management, in its sole discretion, as a percentage of the participants' Salary Deferral Contributions in the form of matching contributions ("Matching Contributions") or in an amount, if any, determined in the sole and absolute discretion of the Company's management in the form of profit sharing contributions ("Profit Sharing Contributions"). For the years ended December 31, 2016 and 2015, the Company made Matching Contributions of $24,862,451 and $21,104,096, respectively. The Company did not make any Profit Sharing Contributions during 2016 or 2015.

An additional contribution by the Company in an amount determined by the Company's management to ensure that the Plan satisfies certain nondiscrimination requirements of the Code may be allocated solely to the accounts of participants who are considered non-highly compensated employees and have elected to make Salary Deferral Contributions for the Plan year ("Non-elective Employer Contributions"). Alternatively, certain highly compensated employees may be refunded a portion of their Salary Deferral Contributions in order to comply with the same nondiscrimination requirements of the Code.

Participant Accounts

Each participant's account is credited (charged) with his or her Salary Deferral Contribution, the Company's contributions, Plan fees and investment earnings (losses). Allocations are based on a number of factors, as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Contributions and allocations are subject to certain limitations under the Code. The Plan allows participants to diversify up to 100% of their allocated contributions of the Company's stock made in accordance with the ESOP component of the Plan by investing in other securities available under the Plan. The Plan generally limits the percentage of an individual's aggregate account that can be invested in the Company's stock at 25%.

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Upon retirement, disability, death, or termination of employment, the total vested value of a participant's account that exceeds $5,000 is distributed to the participant or his or her beneficiary, as applicable, in a lump sum of cash unless the participant or the beneficiary elects certain other forms of distribution available under the Plan. If the vested value of a participant's account is less than $1,000, the total vested balance is distributed as an automatic lump sum payment in cash. For participant accounts greater than $1,000 but not more than $5,000, the vested value of the participant's account may be rolled into an individual retirement account on behalf of the participant or distributed to the participant or his or her beneficiary, as applicable, in cash. Additionally, a participant may request certain in-service withdrawals, including hardship withdrawals, of all or a portion of his or her vested account balance at any time, subject to certain restrictions and limitations, as defined by the Plan document.

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Vesting and Forfeitures

Participants are immediately and fully vested in their Salary Deferral Contributions, Non-elective Employer Contributions, rollover contributions and investment earnings (losses) arising from these contributions. Participants are fully vested in Matching Contributions and Profit Sharing Contributions after two years of service.

Participants' interests in their accounts become fully vested and nonforfeitable without regard to their credited years of service if they retire on or after age 65, incur a total and permanent disability or die while employed by the Company.

If a participant who is not fully vested terminates employment with the Company, the participant is entitled to the vested portion of his or her account. The non-vested portion is forfeited and is used to reduce future Company contributions, pay administrative expenses of the Plan or is reallocated to participants in the Plan, as defined in the Plan document. During the years ended December 31, 2016 and 2015, the Company utilized forfeitures of $454,354 and $1,290,107, respectively, to reduce the Company's Matching Contributions. Unused forfeitures available for use at December 31, 2016 and 2015 were $102,009 and $46,313, respectively.

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Although it has not expressed any intent to do so, the Company has the right under the Plan document to discontinue its contributions at any time and to terminate the Plan. In the event of Plan termination, participants will become 100% vested.

Note 2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with United States generally accepted accounting principles ("GAAP").

Use of Estimates

The preparation of financial statements in conformity with GAAP requires Plan management to make estimates and assumptions that affect the reported amount of net assets available for benefits, changes therein and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

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Benefit Payments

Benefits are recorded when paid.

Administrative Expenses

The majority of administrative expenses, including legal and participant accounting expenses and all expenses directly relating to the investments, are charged to and paid by the Plan.

Recently Issued Accounting Standards

In May 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2015-7, "Fair Value Measurement: Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)" ("ASU 2015-7"). ASU 2015-7 exempts investments measured using the net asset value ("NAV") practical expedient in ASC 820-10 from categorization within the fair value hierarchy. The Company adopted the provisions of ASU 2015-7 effective January 1, 2016, which impacted its disclosures only and did not have an impact on the Plan's net assets available for benefits or changes therein.

In July 2015, the FASB issued ASU 2015-12, "Plan Accounting" ("ASU 2015-12"). ASU 2015-12 amends authoritative guidance associated with plan accounting comprised of three parts. Parts I and III are not applicable to the Plan. Part II eliminates the requirements to disclose individual investments that represent five percent or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value. Plans will continue to disaggregate investments that are measured using fair value by general type; however, plans are no longer required to also disaggregate investment by nature, characteristics and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. The Company adopted the provisions of ASU 2015-12 effective January 1, 2016, which impacted its disclosures only and did not have an impact on the Plan's net assets available for benefits or changes therein.

Note 3. Investments at Fair Value

Effective May 18, 2015, the Plan's trustee was changed from The Charles Schwab Trust Company to Wells Fargo Bank, N.A (the "Trustee"). The Plan's investments are held, and transactions are executed, by the Trustee. The Plan accounts for its investments in accordance with ASC 820-10. ASC 820-10 establishes a framework for measuring fair value and establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. In addition, the discretionary trustee for the Company's common stock in the Plan is Argent Trust Company.

The tiers are as follows:

Level 1 – defined as observable inputs such as quoted prices in active markets;

Level 2 – defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and

Level 3 – defined as observable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The following provides a description of the valuation methodologies used to value the Plan's assets measured at fair value in accordance with ASC 820-10 and certain additional information:

LifePoint Health, Inc. Common Stock Fund: Valued at the NAV of shares held in the Company's unitized common stock fund at year end.

Mutual Funds: Valued at the NAV of shares held by the Plan at year end in an active market.

Self-directed Brokerage Accounts: Valued at the last reported sales prices of the underlying investments on the last business day of the Plan year reported by the active markets in which the individual underlying investments are traded, excluding investments in money market funds which are described further below.

Money Market Fund: Valued at quoted prices in markets that are not active by a combination of inputs, including but not limited to dealer quotes who are market makers in the underlying funds and other directly and indirectly observable inputs.

Collective Trusts: Valued at the NAV as the practical expedient, inclusive of net investment gains or losses, based on information provided by the Trustee and using the audited financial statements of the collective trusts at year-end. The investment objectives of the funds included in this class of investments are to approximate as closely as practicable, before expenses, the performance of certain widely observed indices over the long term, while providing participants the ability to purchase and redeem units at will. Generally, neither of the individual investment funds that comprise this class of investment contain redemption restrictions that would prevent or considerably delay a participant from redeeming his or her investment at any point of participation in the fund. As of December 31, 2016 and 2015, there were no unfunded obligations with respect to any of the funds in this investment category.

The fair values, within the fair value hierarchy in accordance with ASC 820-10, of the Plan's investments at December 31, 2016 are as follows:

	Level 1	Level 2	Level 3	Total
LifePoint Health, Inc. Common Stock Fund	$ 64,346,575	$ -	$ -	$ 64,346,575
Mutual Funds	125,133,854	-	-	125,133,854
Money Market Fund	-	57,660,267	-	57,660,267
Self-directed Brokerage Accounts	14,171,731	-	-	14,171,731
Total investments in fair value hierarchy	$ 203,652,160	$ 57,660,267	$ -	261,312,427
Collective Trusts				641,315,088
Total investments at fair value				$ 902,627,515

The fair values, within the fair value hierarchy in accordance with ASC 820-10, of the Plan's investments at December 31, 2015 are as follows:

	Level 1	Level 2	Level 3	Total
LifePoint Health, Inc. Common Stock Fund	$ 90,732,607	$ -	$ -	$ 90,732,607
Mutual Funds	108,294,530	-	-	108,294,530
Money Market Fund	-	51,470,748	-	51,470,748
Self-directed Brokerage Accounts	12,590,176	7,270,325	-	19,860,501
Total investments in fair value hierarchy	$ 211,617,313	$ 58,741,073	$ -	270,358,386
Collective Trusts				518,270,421
Total investments at fair value				$ 788,628,807

Certain investments that are measured at fair value using the NAV as the practical expedient have not been categorized in the fair value hierarchy. The fair value amounts presented in the tables above are intended to permit a reconciliation of the fair value hierarchy amounts presented in the Statements of Net Assets Available for Benefits.

There have been no changes to the valuation methodologies used to value the Plan's assets during 2016. Additionally, although 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.

Note 4. Assets Transferred to Other Plan

In connection with the Company's sale of certain subsidiaries to an unrelated third party, effective January 1, 2015, the Plan transferred assets with a fair market value of $10,550,927 to another plan. This activity is presented separately under the caption "Assets transferred to other plans" in the accompanying statement of changes in net assets available for benefits for the year ended December 31, 2015.

Note 5. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 6. Income Taxes

The Plan has received a favorable determination letter from the Internal Revenue Service ("IRS"), dated June 17, 2015, stating that the Plan is qualified under Section 401(a) of the Code and that the related trust is exempt from taxation. The Plan is required to operate in conformity with the Code to maintain its qualification. The Plan has been amended since receiving the determination letter. The Plan administrator believes that the Plan, as amended, has been designed and is being operated in compliance with the applicable requirements of the Code.

GAAP requires the Plan's management to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the Plan has taken an uncertain position that more likely than not would not be sustained by the applicable taxing authorities upon examination. The Plan's administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or asset or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions.

Note 7. Party-In-Interest Transactions

The Plan holds investments in the form of notes receivable from participants and in shares of LifePoint Health, Inc. Common Stock and pays administrative expenses to the Plan's trustee and recordkeeper. All of these transactions qualify as party-in-interest transactions that are permissible under specific exemptions included in ERISA and the Code.

The Plan paid $1,717,974 and $1,718,858 in administrative expenses to the Plan's trustee and recordkeeper during the years ended December 31, 2016 and 2015, respectively. Additionally, the Company provided the Plan with certain management and administrative services for which no fees were charged.

Note 8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2016 and 2015:

	2016	2015
Net assets available for benefits per the financial statements	$ 936,014,459	$ 810,223,830
Less: Deemed distributions of notes receivable from participants	(514,318)	(448,030)
Net assets available for benefits per the Form 5500	$ 935,500,141	$ 809,775,800

The following is a reconciliation of the change in net assets available for benefits per the financial statements to the Form 5500 for the years ended December 31, 2016 and 2015:

	2016	2015
Net increase in net assets available for benefits per the financial statements	$ 125,790,629	$ 66,639,195
Add: Deemed distributions of notes receivable from participants at beginning of year	448,030	517,253
Less: Deemed distributions of notes receivable from participants at end of year	(514,318)	(448,030)
Net increase in net assets available for benefits per the Form 5500	$ 125,724,341	$ 66,708,418

Note 9. Subsequent Event

Effective December 31, 2016, the retirement plans of two of the Company's subsidiaries merged with the Plan, and subsequently, on January 2, 2017, total assets of approximately $100 million transferred into the Plan.

LIFEPOINT HEALTH, INC. RETIREMENT PLAN

EIN: 20-1538254 Plan No.: 001
Schedule H, Line 4i

Schedule of Assets (Held at End of Year)

December 31, 2016

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	BlackRock Equity Index Fund	Collective Trust	$ **	$ 166,149,480
*	LifePoint Health, Inc. Common Stock Fund	Common Stock	**	64,346,575
	BlackRock U.S. Debt Index Fund	Collective Trust	**	64,890,254
	American Funds EuroPacific Growth Fund	Mutual Fund	**	52,556,451
	Vanguard Small Cap Index Fund	Mutual Fund	**	64,705,387
	BlackRock LifePath Retirement Fund	Collective Trust	**	28,844,556
	BlackRock LifePath Target Date 2020 Fund	Collective Trust	**	62,515,209
	BlackRock LifePath Target Date 2025 Fund	Collective Trust	**	69,950,623
	BlackRock LifePath Target Date 2030 Fund	Collective Trust	**	67,189,009
	BlackRock LifePath Target Date 2035 Fund	Collective Trust	**	55,149,030
	BlackRock LifePath Target Date 2040 Fund	Collective Trust	**	47,082,995
	BlackRock LifePath Target Date 2045 Fund	Collective Trust	**	38,440,742
	BlackRock LifePath Target Date 2050 Fund	Collective Trust	**	22,417,463
	BlackRock LifePath Target Date 2055 Fund	Collective Trust	**	13,234,274
	BlackRock Mid Cap Equity Index Fund	Collective Trust	**	5,451,453
	LifePoint Health Stable Value Fund	Money Market Fund	**	57,660,267
	John Hancock Strategic Income Fund	Mutual Fund	**	3,491,767
	Vanguard REIT Index Fund	Mutual Fund	**	3,544,702
	Allianz Emerging Markets Fund	Mutual Fund	**	835,547
	Self-directed Brokerage Accounts	Common Stock	**	6,799,696
	Self-directed Brokerage Accounts	Mutual Funds	**	5,785,891
	Self-directed Brokerage Accounts	Other Investments	**	1,586,144
*	Notes Receivable from Participants	Various maturities; Interest rates 3.25% to 9.25%	-	21,194,528
				$ 923,822,043

* Indicates a party-in-interest to the Plan.
** Not required for participant-directed investments.