

NATIONAL HEALTHCARE CORP  
Form SC 13G/A  
January 21, 2014

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

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2)\***

**NATIONAL HEALTHCARE CORPORATION**

**(Name of Issuer)**

**Common Stock**

**(Title of Class of Securities)**

**6359 06 100**

**(CUSIP Number)**

**December 31, 2013**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No. 6359 06 100

(1) Names of reporting persons

Ira Sochet

(2) Check the appropriate box if a member of a group (see instructions)

(a)  (b)

(3) SEC use only

(4) Citizenship or place of organization

United States

(5) Sole voting power

Number of

shares 714,854 (1)  
(6) Shared voting power

beneficially

owned by 0  
each (7) Sole dispositive power

reporting

person 714,854 (1)  
(8) Shared dispositive power

with:

0

(9) Aggregate amount beneficially owned by each reporting person

714,854 (1)

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

(11) Percent of class represented by amount in Row (9)

5.1%

(12) Type of reporting person (see instructions)

(1) Consists of shares of common stock held by Ira Sochet Trust, over which the Reporting Person has sole voting and dispositive control, and shares of common stock held by Sochet & Company, Inc., an entity owned and controlled by the Reporting Person. Also consists of shares of common stock issuable upon conversion of 153,748 shares of preferred stock held by Ira Sochet Trust, over which the Reporting Person has sole voting and dispositive control, and upon conversion 11,228 shares of preferred stock held by Sochet & Company, Inc., an entity owned and controlled by the Reporting Person.

**Item 1(a). Name of Issuer**

National Healthcare Corporation.

**Item 1(b). Address of Issuer's Principal Executive Offices**

100 E. Vine Street

Murfreesboro, Tennessee 37130

**Item 2. Name of Person Filing**

Ira Sochet

**Item 2(b). Address of Principal Business Office or, if None, Residence**

The address of the Reporting Person's principal business office is P.O. Box 398537, Miami Beach, Florida 33239

**Item 2(c). Citizenship**

United States.

**Item 2(d). Title of Class of Securities**

Common Stock.

**Item 2(e). CUSIP No.**

6359 06 100.

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable.

**Item 4. Ownership**

**Item 4(a). Amount Beneficially Owned:**

As of the date hereof, the Reporting Person may be deemed to be the beneficial owner of 714,854 shares of common stock. The shares of common stock beneficially owned by the Reporting Person includes shares of common stock held by Ira Sochet Trust, over which the Reporting Person has sole voting and dispositive control, and shares of common stock held by Sochet & Company, Inc., an entity owned and controlled by the Reporting Person. Also consists of shares of common stock issuable upon conversion of 153,748 shares of preferred stock held by Ira Sochet Trust, over which the Reporting Person has sole voting and dispositive control, and upon conversion 11,228 shares of preferred stock held by Sochet & Company, Inc., an entity owned and controlled by the Reporting Person.

**Item 4(b). Percent of Class:** 5.1%.

**Item 4(c). Number of Shares as to Which the Reporting Person has:**

|  |         |
|--|---------|
| (i) Sole power to vote or to direct the vote                 | 714,854 |
| (ii) Shared power to vote or to direct the vote              | 0       |
| (iii) Sole power to dispose or to direct the disposition of  | 714,854 |
| (iv) Shared power to dispose or to direct the disposition of | 0       |

**Item 5. Ownership of 5 Percent or Less of a Class.** If this statement is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following “.”

**Item 6. Ownership of More than 5 Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certifications**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 17, 2014

/s/ Ira Sochet  
Ira Sochet