

Brookdale Senior Living Inc.  
Form 8-K  
September 12, 2014

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) September 12, 2014 (September 8, 2014)**

**BROOKDALE SENIOR LIVING INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-32641**  
**(Commission**  
  
**File Number)**

**20-3068069**  
**(IRS Employer**  
  
**Identification No.)**

**111 Westwood Place, Suite 400, Brentwood, Tennessee**  
**(Address of principal executive offices)**

**37027**  
**(Zip Code)**

**Registrant's telephone number, including area code (615) 221-2250**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

On September 8, 2014, Brookdale Senior Living Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Merrill Lynch, Pierce, Fenner & Smith Incorporated and Goldman, Sachs & Co., as representatives of the several Underwriters named therein (the Underwriters ). The following summary of certain provisions of the Underwriting Agreement is qualified in its entirety by reference to the complete Underwriting Agreement filed as Exhibit 1.1 hereto and incorporated herein by reference.

Pursuant to the Underwriting Agreement, subject to the terms and conditions expressed therein, the Company agreed to sell to the Underwriters an aggregate of 8,955,223 shares of the Company s common stock at a public offering price of \$33.50 per share. The Company also granted a 30-day option to the Underwriters to purchase up to an additional 1,343,283 shares of its common stock, which was exercised in full by the Underwriters. The shares of common stock are being sold pursuant to a prospectus supplement, dated September 8, 2014, and related prospectus, dated June 6, 2014, each filed with the Securities and Exchange Commission, relating to the Company s shelf registration statement on Form S-3 (File No. 333-196586).

The Company agreed to indemnify the Underwriters against various liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments the Underwriters may be required to make in respect of those liabilities. In addition, the Underwriting Agreement contains customary representations, warranties and agreements of the Company, and customary conditions to closing. The offering, including the shares to be sold pursuant to the Underwriters option, is expected to close on September 12, 2014, subject to the conditions stated in the Underwriting Agreement.

The Underwriters and certain of their affiliates have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with the Company and its affiliates. They have received or will continue to receive customary fees and commissions for these transactions.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are being filed herewith:

**Exhibit**

| <b>No.</b> | <b>Description</b>                                                                                                                                                                                                                |
|------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1        | Underwriting Agreement, dated September 8, 2014, among Brookdale Senior Living Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Goldman, Sachs & Co., as representatives of the several Underwriters named therein |
| 5.1        | Opinion of Skadden, Arps, Slate, Meagher & Flom LLP                                                                                                                                                                               |
| 23.1       | Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included as part of Exhibit 5.1)                                                                                                                                             |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**BROOKDALE SENIOR LIVING INC.**

Date: September 12, 2014

By: /s/ Chad C. White

Name: Chad C. White

Title: Senior Vice President, Co-General Counsel and Secretary

**BROOKDALE SENIOR LIVING INC.**

**EXHIBIT INDEX**

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