

Brookdale Senior Living Inc.
Form 8-K
June 17, 2011

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)

June 17, 2011 (June 14, 2011)

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))

Section 5 — Corporate Governance and Management

Item 5.07 Submission of Matters to a Vote of Security Holders.

(a) Brookdale Senior Living Inc. (the “Company”) held its annual meeting of stockholders on June 15, 2011.

(b) Wesley R. Edens, Frank M. Bumstead and W.E. Sheriff were reelected as Class I directors at the annual meeting, to hold office for a term of three years and until their respective successors are duly elected and qualified. The terms of office of the following directors continued after the annual meeting: Jackie M. Clegg, Jeffrey R. Leeds, Randal A. Nardone, Mark J. Schulte, James R. Seward and Dr. Samuel Waxman.

The following votes were taken in connection with the election of directors at the annual meeting:

| Director Nominees | Votes For | Withhold Authority | Broker Non-Votes |
|-------------------|-------------|--------------------|------------------|
| Wesley R. Edens | 42,176,766 | 64,189,220 | 4,495,473 |
| Frank M. Bumstead | 105,926,900 | 439,086 | 4,495,473 |
| W.E. Sheriff | 105,545,225 | 820,761 | 4,495,473 |

The proposal to ratify the Audit Committee’s appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the 2011 fiscal year was approved. The following votes were taken in connection with the proposal:

| Proposal | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---|-------------|---------------|-------------|------------------|
| Ratification of the Audit Committee’s appointment of Ernst & Young LLP as independent registered public accounting firm for fiscal 2011 | 106,817,517 | 3,936,798 | 107,144 | — |

At the annual meeting, the Company’s stockholders voted on an advisory basis to approve the compensation paid to the Company’s named executive officers, as disclosed in the Company’s proxy statement for the annual meeting pursuant to the SEC’s compensation disclosure rules (which disclosure includes the Compensation Discussion and Analysis, the compensation tables and the narrative discussion that accompanies the compensation tables). The following votes were taken in connection with the proposal:

| Proposal | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---|--------------|------------------|-------------|---------------------|
| Advisory vote on executive compensation | 106,186,132 | 143,932 | 35,922 | 4,495,473 |

At the annual meeting, the Company's stockholders also voted on an advisory basis to hold future stockholder advisory votes on executive compensation every year. The following votes were taken in connection with the proposal:

| Proposal | 1 Year | 2 Years | 3 Years | Abstentions | Broker Non-Votes |
|---|------------|---------|------------|-------------|---------------------|
| Advisory vote on the frequency of future advisory votes on executive compensation | 85,004,942 | 18,390 | 21,225,690 | 116,964 | 4,495,473 |

(d) Consistent with the Board of Directors' recommendation in the Company's proxy statement for the annual meeting and the voting results set forth above, the Company has decided that, until such time as the next advisory vote on the frequency of advisory votes on executive compensation is submitted to stockholders (or the Board of Directors otherwise determines that a different frequency for such advisory votes is in the best interests of the stockholders of the Company), the Company will include a non-binding advisory stockholder vote on executive compensation in its proxy materials on an annual basis.

Section 8 — Other Events

Item 8.01 Other Events.

On June 14, 2011, the Company issued a press release announcing that it had completed the issuance of \$275 million in aggregate principal amount of its 2.75% Convertible Senior Notes due 2018. The full text of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Section 9 — Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release dated June 14, 2011

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: June 17, 2011

By: /s/ T. Andrew Smith
Name: T. Andrew Smith
Title: Executive Vice President, General
Counsel and Secretary

EXHIBIT INDEX

| Exhibit No. | Exhibit |
|-------------|------------------------------------|
| 99.1 | Press Release dated June 14, 2011. |