

CAPITAL SENIOR LIVING CORP  
Form 8-K  
March 04, 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): March 1, 2011**

**Capital Senior Living Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**

**1-13445**

**75-2678809**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**14160 Dallas Parkway Suite 300  
Dallas, Texas**

**75254**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(972) 770-5600**

(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:

- 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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

The Capital Senior Living Corporation 2007 Omnibus Stock and Incentive Plan (the 2007 Plan ) authorizes the grant of equity-based compensation to the directors, officers and consultants of Capital Senior Living Corporation (the Company ) and its affiliates and subsidiaries in the form of, among others, performance awards. The 2007 Plan is administered by the Compensation Committee of the Board of Directors of the Company (the Committee ). On March 1, 2010, the Committee approved the form of award agreement for grants under the 2007 Plan of performance awards (the Form of Performance Award Agreement ). The Form of Performance Award Agreement is qualified in its entirety by reference to the full text of the Form of Performance Award Agreement, a copy of which is attached as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

10.1 Form of Performance Award Agreement under the Capital Senior Living Corporation 2007 Omnibus Stock and Incentive Plan.

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**SIGNATURES**

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.

Date: March 4, 2011

Capital Senior Living Corporation

By: /s/ Ralph A. Beattie

Name: Ralph A. Beattie

Title: Executive Vice President and  
Chief Financial Officer

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**EXHIBIT INDEX**

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