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AMERICAN RETIREMENT VILLAS PROPERTIES III LTD PARTNERSHIP

Form SC TO-T/A

June 28, 2004

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

**SCHEDULE TO
(Rule 14d 100)
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 8)**

AMERICAN RETIREMENT VILLAS PROPERTIES III, L.P.
(Name of Subject Company (Issuer))
ARVP III ACQUISITION, L.P.
ARV ASSISTED LIVING, INC.
ATRIA SENIOR LIVING GROUP, INC.
(Name of Filing Person (Offeror))

LIMITED PARTNERSHIP UNITS

(Title of Class of Securities)

029317203
(CUSIP Number of Class of Securities)

John A. Moore
Chief Executive Officer
ARVP III Acquisition, L.P.
ARV Assisted Living, Inc.
Atria Senior Living Group, Inc.
501 South Fourth Avenue, Suite 140
Louisville, KY 40202
(502) 719-1600
(Name, address and telephone numbers of person authorized to
receive notice and communications on behalf of filing person)

With a copy to:
Lee Parks, Esq.
Fried, Frank, Harris, Shriver & Jacobson LLP
One New York Plaza
New York, New York 10004
(212) 859-8000

CALCULATION OF FILING FEE

Transaction valuation*
\$3,543,522.80

Amount of filing fee**
\$449

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* For purposes of calculating amount of filing fee only. This calculation assumes the purchase of 8,858.807 of the outstanding limited partnership units of American Retirement Villas Properties III, L.P. at a purchase price of \$400 per unit.

** The amount of the filing fee calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals 0.012670% of the value of the transaction.

- b Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount previously Paid: \$253.70

Form or Registration No.: Schedule TO

Filing Party: Atria Senior Living Group, Inc., ARVP III Acquisition, L.P. and ARV Assisted Living, Inc.

Date Filed: January 21, 2004

- o Check the box if filing relates solely to preliminary communications made before the commencement of a tender offer.
- x third-party tender offer subject to Rule 14d-1.
 - o issuer tender offer subject to Rule 13e-4.
 - x going-private transaction subject to Rule 13e-3.
 - o amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: o

SCHEDULE TO

This Amendment No. 8 to Tender Offer Statement on Schedule TO (this Amended Statement) amends and supplements the Tender Offer Statement on Schedule TO (the Initial Statement) filed with the Securities and Exchange Commission (the SEC) on January 21, 2004, by ARVP III Acquisition, L.P., a California limited partnership (the Purchaser), Atria Senior Living Group, Inc. (Atria) and ARV Assisted Living, Inc., a Delaware corporation (ARV, and together with Atria and the Purchaser, the Filing Persons), as amended and supplemented by Amendment No. 1 to the Initial Statement on Schedule TO filed by the Filing Persons with the SEC on March 4, 2004, Amendment No. 2 to the Initial Statement on Schedule TO filed by the Filing Persons with the SEC on March 26, 2004, Amendment No. 3 to the Initial Statement on Schedule TO filed by the Filing Persons with the SEC on May 5, 2004, Amendment No. 4 to the Initial Statement on Schedule TO filed by the Filing Persons with the SEC on May 11, 2004, Amendment No. 5 to the Initial Statement on Schedule TO filed by the Filing Persons with the SEC on May 17, 2004, Amendment No. 6 to the Initial Statement on Schedule TO filed by the Filing Persons with the SEC on June 4, 2004 and Amendment No. 7 to the Initial Statement on Schedule TO filed by the Filing Persons with the SEC on June 21, 2004 (the Amendments, together with the Initial Statement, the Statement). ARV, which is wholly-owned by Atria, is the general partner of the Purchaser. This Amended Statement is being filed in connection with the Offer to Purchase and Consent Solicitation Statement filed with the SEC on March 26, 2004 by the Filing Persons (the Offer to Purchase). Because the Offer to Purchase is also serving as a consent solicitation statement by the Purchaser, it has also been filed as part of the proxy statement filed with the SEC on March 26, 2004 on Schedule 14A by the Filing Persons. This Amended Statement relates to the offer (the Offer) by the Purchaser for all of the outstanding limited partnership units (the Units) of American Retirement Villas Properties III, L.P., a California limited partnership. Because the transactions contemplated by the Offer to Purchase would be a Rule 13e-3 transaction, this Amended Statement is also being filed on the date hereof in compliance with that rule.

In accordance with the rules of the SEC, the Filing Persons are amending and supplementing the Statement as set forth below. The information set forth in the Offer to Purchase (including all schedules and annexes thereto) is hereby incorporated by reference herein in answer to the items of this Amended Statement. All capitalized terms used herein shall have the meanings assigned to them in the Offer to Purchase, unless otherwise defined herein.

ITEMS 1, 4 and 11

Items 1, 4 and 11 of the Statement are amended and supplemented by adding the following thereto:

The subsequent offering period expired at 11:59 p.m., Eastern time, on Thursday, June 24, 2004. Purchaser immediately accepted all Units properly tendered, as they were tendered, during the subsequent offering period and the tendering Unitholders will be promptly paid. As of 11:59 p.m., Eastern time, on Thursday, June 24, 2004, approximately 60.7 Units were validly tendered. Together with the 4353.714 Units previously acquired, in accordance with the Offer, the Purchaser, together with its affiliates, owns approximately 76.2% of the total outstanding Units.

A copy of the press release issued by the Filing Persons on June 28, 2004 is filed herewith as Exhibit (a)(1)(O) and is incorporated herein by reference.

ITEM 12. Exhibits

(a)(1)(O) Press Release, dated June 28, 2004

SIGNATURE

After due inquiry and to my best knowledge and belief, I certify that the information set forth in this Amended Statement is true, complete and correct.

ARV Assisted Living, Inc.

By: /s/ Mark
 Jessee

 Name: Mark Jessee
 Title: Chief
 Financial Officer

ARVP III Acquisition, L.P.
By: ARV Assisted
Living, Inc., its general
partner

By: /s/ Mark
 Jessee

 Name: Mark Jessee
 Title: Chief
 Financial Officer

Atria Senior Living Group,
Inc.

By: /s/ Mark
 Jessee

 Name: Mark Jessee
 Title: Chief
 Financial Officer

EXHIBIT INDEX

(a)(1)(O) Press Release, dated June 28, 2004

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