

Brookdale Senior Living Inc.
Form 4
June 02, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
EDENS WESLEY R

(Last) (First) (Middle)

C/O FORTRESS INVESTMENT GROUP LLC, 1345 AVENUE OF THE AMERICAS, 46TH FLOOR

(Street)

NEW YORK, NY 10105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Brookdale Senior Living Inc. [BKD]

3. Date of Earliest Transaction (Month/Day/Year)

06/02/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 06/02/2014 | | S | | 831,069 | D | |
| Common Stock | 06/02/2014 | | S | | 3,026,435 | D | |
| Common Stock | 06/02/2014 | | S | | 1,222,077 | D | |
| | | | | | | | Fortress Investment Fund IV (Fund A) L.P. <u>(1)</u> <u>(2)</u> |
| | | | | | | | Fortress Investment Fund IV (Fund B) L.P. <u>(1)</u> <u>(2)</u> |

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| | | | | | | | |
|--------------|------------|---|-----------|---|---------|---|--|
| Common Stock | 06/02/2014 | S | 289,968 | D | \$ 32 0 | I | Fortress Investment Fund IV (Fund C) L.P. <u>(1)</u> <u>(2)</u> |
| Common Stock | 06/02/2014 | S | 1,810,004 | D | \$ 32 0 | I | Fortress Investment Fund IV (Fund D) L.P. <u>(1)</u> <u>(2)</u> |
| Common Stock | 06/02/2014 | S | 211,916 | D | \$ 32 0 | I | Fortress Investment Fund IV (Fund E) L.P. <u>(1)</u> <u>(2)</u> |
| Common Stock | 06/02/2014 | S | 95,084 | D | \$ 32 0 | I | Fortress Investment Fund IV (Fund F) L.P. <u>(1)</u> <u>(2)</u> |
| Common Stock | 06/02/2014 | S | 114,081 | D | \$ 32 0 | I | Fortress Investment Fund IV (Fund G) L.P. <u>(1)</u> <u>(2)</u> |
| Common Stock | 06/02/2014 | S | 790,673 | D | \$ 32 0 | I | Fortress Investment Fund IV (Coinvestment Fund A) L.P. <u>(1)</u> <u>(2)</u> |
| Common Stock | 06/02/2014 | S | 492,823 | D | \$ 32 0 | I | Fortress Investment Fund IV (Coinvestment Fund B) L.P. <u>(1)</u> <u>(2)</u> |
| Common Stock | 06/02/2014 | S | 98,164 | D | \$ 32 0 | I | Fortress Investment Fund IV (Coinvestment Fund C) L.P. <u>(1)</u> <u>(2)</u> |
| Common Stock | 06/02/2014 | S | 473,183 | D | \$ 32 0 | I | Fortress Investment Fund IV (Coinvestment Fund D) L.P. <u>(1)</u> <u>(2)</u> |
| Common Stock | 06/02/2014 | S | 40,635 | D | \$ 32 0 | I | Fortress Investment |

| 1. Title of Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|---------------------------------|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| Common Stock | | 06/02/2014 | | S | 135,391 | D \$ 32 0 | I | | Fund IV (Coinvestment Fund F) L.P. <u>(1)</u> <u>(2)</u> |
| Common Stock | | 06/02/2014 | | S | 8,793,392 | D \$ 32 0 | I | | Fortress Investment Fund IV (Coinvestment Fund G) L.P. <u>(1)</u> <u>(2)</u> |
| Common Stock | | 06/02/2014 | | S | 8,793,392 | D \$ 32 0 | I | | Fortress RIC Coinvestment Fund LP <u>(1)</u> <u>(3)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EDENS WESLEY R C/O FORTRESS INVESTMENT GROUP LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105 | X | X | | |

Signatures

/s/ Wesley R.
Edens

06/02/2014

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Wesley R. Edens may be deemed to beneficially own the shares listed in this report as beneficially owned by Fortress Investment Group LLC ("FIG") or its affiliates. Mr. Edens disclaims beneficial ownership of all reported shares except to the extent of his pecuniary interest therein and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of all of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise.

(2) FIG LLC is the investment manager of Fortress Investment Fund IV (Fund A) L.P., Fortress Investment Fund IV (Fund B) L.P., Fortress Investment Fund IV (Fund C) L.P., Fortress Investment Fund IV (Fund D) L.P., Fortress Investment Fund IV (Fund E) L.P., Fortress Investment Fund IV (Fund F) L.P., Fortress Investment Fund IV (Fund G) L.P., Fortress Investment Fund IV (Coinvestment Fund A) L.P., Fortress Investment Fund IV (Coinvestment Fund B) L.P., Fortress Investment Fund IV (Coinvestment Fund C) L.P., Fortress Investment Fund IV (Coinvestment Fund D) L.P., Fortress Investment Fund IV (Coinvestment Fund F) L.P., and Fortress Investment Fund IV (Coinvestment Fund G) L.P. Fortress Operating Entity I LP (FOE I) is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by Fortress Investment Group LLC ("FIG").

(3) FIG LLC is the investment manager of Fortress RIC Coinvestment Fund LP. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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