

Brogdon Christopher F
Form SC 13D/A
July 19, 2010

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

SCHEDULE 13D/A
(Amendment No. 13)

Under the Securities Exchange Act of 1934

AdCare Health Systems, Inc.

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

00650W300

(CUSIP Number)

Christopher F. Brogdon
Connie B. Brogdon
345 Heard's Ferry Road NW
Atlanta, GA 30328-4716
(404) 386-9607

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 15, 2010

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box " ".

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of the that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 2 of 6 Pages

CUSIP No. 00650W300

1. NAMES OF REPORTING PERSONS

Christopher F. Brogdon

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

PF, OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)
OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7. SOLE VOTING POWER

NUMBER OF 0

SHARES 8. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,412,729

EACH 9. SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10. SHARED DISPOSITIVE POWER

1,412,729

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,412,729

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

22.0%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

Page 3 of 6 Pages

CUSIP No. 00650W300

1. NAMES OF REPORTING PERSONS

Connie B. Brogdon

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

PF, OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)
OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7. SOLE VOTING POWER

- | | |
|--------------|------------------------------|
| NUMBER OF | 0 |
| SHARES | 8. SHARED VOTING POWER |
| BENEFICIALLY | |
| OWNED BY | 1,412,729 |
| EACH | 9. SOLE DISPOSITIVE POWER |
| REPORTING | |
| PERSON | 0 |
| WITH | 10. SHARED DISPOSITIVE POWER |

1,412,729

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22.0%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

Explanatory Note:

This Amendment No. 13 to Schedule 13D (this "Amendment") amends and restates, where indicated, the statement on Schedule 13D relating to the Common Stock of the Issuer filed by the Reporting Persons with the Securities and Exchange Commission on April 16, 2008 (the "Initial Statement"), as amended by Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7, Amendment No. 8, Amendment No. 9, Amendment No. 10, Amendment No. 11, and Amendment No. 12 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on May 8, 2008, June 4, 2008, July 15, 2008, August 21, 2008, March 24, 2009, June 18, 2009, July 10, 2009, August 4, 2009, September 15, 2009, November 19, 2009, December 31, 2009, and February 18, 2010, respectively (together, the "Previously Filed Amendments"). This Amendment is being made to disclose acquisitions by the Reporting Persons of additional warrants to purchase Common Stock that were not previously reported on the Initial Statement or the Previously Filed Amendments. Capitalized terms used in this Amendment but not otherwise defined herein have the meanings ascribed to such terms in the Initial Statement. Except as otherwise set forth herein, this Amendment does not modify any of the information previously reported by the Reporting Persons in the Initial Statement or the Previously Filed Amendments.

Item 3. Source and Amount of Funds or Other Consideration.

The Reporting Persons reported the acquisition of beneficial ownership of 33,035 shares of Common Stock and warrants to purchase 15,000 shares of Common Stock for cash in an aggregate amount of \$190,581.19 using personal funds available on hand.

Item 5. Interest in Securities of the Issuer.

(a)-(b).

As of the date of this Amendment, the Reporting Persons held 437,937 shares of Common Stock and warrants to purchase 974,792 shares of Common Stock, which represents approximately 22.0% of the outstanding Common Stock as of May 10, 2010. The calculation of this percentage is based on 5,433,008 shares of Common Stock outstanding as of May 10, 2010, as disclosed by the Issuer in its Quarterly Report on Form 10-Q for the quarter ended March 31, 2010.

Each of the Reporting Persons may be deemed to beneficially own an aggregate of 1,412,729 shares of Common Stock, comprised of (i) 78,561 shares of Common Stock held of record by Mr. Brogdon; (ii) 85,392 shares of Common Stock that may be acquired by Mr. Brogdon upon the exercise of presently exercisable warrants held by Mr. Brogdon at an exercise price of \$2.50 per share; (iii) 100,000 shares of Common Stock that may be acquired by Mr. Brogdon upon the exercise of presently exercisable warrants held by Mr. Brogdon at an exercise price of \$3.00 per share; (iv) 100,000 shares of Common Stock that may be acquired by Mr. Brogdon upon the exercise of warrants vesting on September 24, 2010 held by Mr. Brogdon at an exercise price of \$4.00 per share; (v) 100,000 shares of Common Stock that may be acquired by Mr. Brogdon upon the exercise of warrants

vesting on September 24, 2011 held by Mr. Brogdon at an exercise price of \$5.00 per share; (vi) 342,876 shares of Common Stock held of record by Ms. Brogdon; (vii) 475,500 shares of Common Stock that may be acquired by Ms. Brogdon upon the exercise of presently exercisable warrants held by Ms. Brogdon at an exercise price of \$2.50 per share; (viii) 16,500 shares of Common Stock held of record by Ms. Brogdon as custodian for the benefit of the Reporting Persons' minor child under the Uniform Gift to Minors Act; and (ix) 113,900 shares of Common Stock that may be acquired by Ms. Brogdon upon the exercise of presently exercisable warrants held by Mr. Brogdon as custodian for the benefit of the Reporting Persons' minor child under the Uniform Gift to Minors Act at an exercise price of \$2.50 per share. The warrants referred to in subsections (iii), (iv) and (v) of this paragraph were issued to Mr. Brogdon in connection with his being appointed a director of the Issuer in September 2009. The warrants referred to in subsections (ii), (vii) and (ix) of this paragraph were amended on December 21, 2009, reducing the exercise price of such warrants from \$5.40 per share to \$2.50 per share as disclosed in the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 23, 2009.

The Cover Pages of this Amendment are incorporated herein by reference.

- (c). The following table sets forth all transactions by the Reporting Persons with respect to the Common Stock that were not previously reported in the Initial Statement or the Previously Filed Amendments.

Trade Date	Number of Shares or Warrants Purchased	Purchase Price Per Share or Warrant	How Purchase Effected	Reporting Person
03/11/2010*	15,000	\$3.007	Open market	Ms. Brogdon
03/23/2010	3,935	\$5.405	Open market	Ms. Brogdon
05/05/2010	500	\$5.480	Open market	Ms. Brogdon
05/05/2010	5,000	\$5.250	Open market	Ms. Brogdon
05/18/2010	300	\$4.999	Open market	Ms. Brogdon
05/19/2010	400	\$5.000	Open market	Ms. Brogdon
05/19/2010	2,000	\$5.050	Open market	Ms. Brogdon
05/21/2010	800	\$4.840	Open market	Ms. Brogdon
05/24/2010	3,000	\$4.850	Open market	Ms. Brogdon
05/25/2010	1,000	\$4.700	Open market	Ms. Brogdon
06/04/2010	5,000	\$4.800	Open market	Ms. Brogdon
07/01/2010	9,100	\$3.038	Open market	Ms. Brogdon
07/15/2010	2,000	\$3.428	Open market	Ms. Brogdon

* Represents purchase of warrants to purchase shares of Common Stock.

(d). Not applicable.

(e). Not applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

July 19, 2010
(Date)

/s/ Christopher F.
Brogdon
(Signature)

Christopher F.
Brogdon

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

July 19, 2010
(Date)

/s/ Connie B. Brogdon
(Signature)

Connie B. Brogdon