

Edgar Filing: LTC PROPERTIES INC - Form SC 13D/A

LTC PROPERTIES INC  
Form SC 13D/A  
January 15, 2002

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

ASSISTED LIVING CONCEPTS, INC.  
(Name of Issuer)

COMMON STOCK  
(Title of Class of Securities)

04543M-10-7  
(CUSIP Number)

Wendy L. Simpson  
Chief Financial Officer  
LTC Properties, Inc.  
300 Esplanade Drive, Suite 1860  
Oxnard, California 93030  
(805) 981-8646

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

JANUARY 1, 2002  
(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 which is subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

\*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 disclosures provided in a prior cover page.

The information required on 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 that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
LTC Properties, Inc.

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)   
(b)

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS (See Instructions)  
WC

---

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Maryland

---

|  |    |  |
|--|----|--|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH A | 7  | SOLE VOTING POWER<br>-0- shares        |
|  | 8  | SHARED VOTING POWER<br>-0- shares      |
|  | 9  | SOLE DISPOSITIVE POWER                 |
|  | 10 | SHARED DISPOSITIVE POWER<br>-0- shares |

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-0- shares

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (See Instructions)

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.0%

---

14 TYPE OF REPORTING PERSONS (See Instructions)  
CO

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
LTC Healthcare, Inc.

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)   
(b)

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-----  
3 SEC USE ONLY  
-----  
4 SOURCE OF FUNDS (See Instructions)  
WC  
-----  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) [ ]  
-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Nevada  
-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSONA WITH

|    |  |
|----|--|
| 7  | SOLE VOTING POWER<br>1,452,793 shares      |
| 8  | SHARED VOTING POWER<br>-0- shares          |
| 9  | SOLE DISPOSITIVE POWER<br>1,452,793 shares |
| 10 | SHARED DISPOSITIVE POWER<br>-0- shares     |

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,452,793 shares  
-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (See Instructions) [ ]  
-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
22.4%  
-----  
14 TYPE OF REPORTING PERSONS (See Instructions)  
CO  
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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
Andre C. Dimitriadis  
-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) [ ]  
(b) [X]  
-----  
3 SEC USE ONLY  
-----  
4 SOURCE OF FUNDS (See Instructions)  
PF  
-----  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) [ ]  
-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----

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|   |   |   |
|---|---|---|
|   | 7   | SOLE VOTING POWER<br>20,628 shares      |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSONA<br>WITH | 8   | SHARED VOTING POWER<br>-0- shares       |
|   | 9   | SOLE DISPOSITIVE POWER<br>20,628 shares |
|   | 10  | SHARED DISPOSITIVE POWER<br>-0- shares  |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>20,628 shares                   |   |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN<br>SHARES (See Instructions) [ ] |   |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>0.3%                                      |   |
| 14  | TYPE OF REPORTING PERSONS (See Instructions)<br>IN  |   |

Item 1. Security and Issuer

This Amendment No. 2 amends and supplements the Statement on Schedule 13D, as amended by Amendment No. 1 thereto (collectively, the "Schedule 13D), relating to the common stock of Assisted Living Concepts, Inc., previously filed by the following (each a "Reporting Person" and, collectively, the "Reporting Persons"): LTC Properties, Inc., a Maryland corporation, LTC Healthcare, Inc., a Nevada corporation, and Andre C. Dimitriadis, an individual.

Terms used herein and not defined in this Amendment have the meaning set forth in the Schedule 13D, including Amendment No. 1 thereto. Except as specifically provided herein, this Amendment does not modify any of the information previously reported on the Schedule 13D, as amended by Amendment No. 1 thereto.

Items 3, 4, 5, 6 and 7 of the Schedule 13D are hereby amended to add, delete or modify the following information:

Item 3. Source and Amount of Funds or Other Consideration

The shares of the Issuer's common stock reported herein (the "Shares") were acquired in connection with the Issuer's emergence from bankruptcy on or about January 1, 2002. On that date, pursuant to the consummation of the Plan of Reorganization of the Issuer under Chapter 11 of the United States Bankruptcy Code (the "Plan"), holders of the Issuer's Allowed Class 4 Claims (as defined in the Plan of Reorganization) received, in addition to the New Notes (as defined in the Plan of Reorganization), the Shares, in each case in such amounts as prescribed by the Plan of Reorganization. In exchange for the issuance of the New Notes and the Shares as prescribed by the Plan of Reorganization, all such Allowed Class 4 Claims were extinguished.

The Reporting Persons were either holders of common stock of the Issuer and/or Allowed Class 4 Claims which, in addition to the New Notes issued to them, resulted in their right to receive the following number of shares, respectively, pursuant to the Plan of Reorganization: LTC Properties--1,238,076; LTC Healthcare (through its wholly owned subsidiary Healthcare Holdings, Inc., a

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Nevada corporation ("Holdings"))--214,717; Mr. Dimitriadis--20,628. None of the Reporting Persons paid any additional consideration for the Shares (or the New Notes) received pursuant to the Plan.

On December 17, 2001, LTC Healthcare (through Holdings) entered into an Assignment and Assumption Agreement with LTC Properties pursuant to which, among other things, Holdings agreed to purchase the right to receive the Shares to be distributed to LTC Properties pursuant to the Plan (the "Assignment"). On December 31, 2001, Holdings issued a Promissory Note ("Note") in accordance with the Agreement in the principal amount of \$7,000,000 in payment for the right to receive LTC Properties' 1,238,076 shares of the Issuer's common stock distributed pursuant to the Plan. The Note is for a term of five years, and bears interest at 5%, compounded annually and accruing to the

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principal balance plus interest at 2% on the original principal of \$7,000,000 payable in cash annually. The Note is a full recourse obligation of Holdings and is secured by all of the assets owned now or in the future by Holdings.

#### Item 4. Purpose of Transaction

The acquisition of the securities of the Issuer described herein is for investment purposes on behalf of the Reporting Persons, none of whom have any present plans or intentions which relate to or would result in any of the transactions required to be described in Item 4 of Schedule 13D.

#### Item 5. Interest in Securities of the Issuer

Based upon information set forth in the public filings made by the Issuer, as a result of the transactions effected pursuant to the Plan, as of January 1, 2002, there were issued and outstanding 6,500,000 Shares. As of such date, as a result of the Assignment, (i) LTC Healthcare was the holder and possessed the sole power to vote and dispose of 1,452,793 Shares, representing 22.4% of the Issuer's outstanding common stock, (ii) Mr. Dimitriadis was the holder and possessed the sole power to vote and dispose of 20,628 Shares, representing 0.3% of the Issuer's outstanding common stock, and (3) LTC Properties ceased to beneficially own any of the outstanding common stock of the Issuer.

In addition, pursuant to the Plan, the Issuer has held back from the initial issuance of Shares (and New Notes) a reserve to be issued in the future to holders of Allowed Class 4 Claims (the "Reserve"). Based upon the factors set forth in the Plan and the provisions of the Note, LTC Healthcare and Mr. Dimitriadis may receive additional Shares (and additional New Notes) from the Reserve after the final determination is made with respect to the proper disposition of the Reserve pursuant to the Plan.

On November 9, 2001, LTC Healthcare purchased \$2,715,000 face amount of Issuer's convertible debentures. These debentures were purchased using LTC Healthcare's line of credit and became Class 4 Claims pursuant to the Plan.

During the sixty days prior to January 1, 2002, there were no transactions in Shares, or securities convertible into, exercisable for or exchangeable for Shares, by LTC Properties, Mr. Dimitriadis or any person or entity controlled by any of them, except as described in this Schedule 13D.

#### Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Except as described in this Amendment, no contracts, arrangements, understandings or relationships exist with respect to the securities of the

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Issuer between any of the Reporting Persons and any other person or entity. Reporting Person Mr. Dimitriadis is an executive officer and director of both LTC Properties and LTC Healthcare.

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Item 7. Material to Be Filed as Exhibits

| Exhibit No.<br>----- | Description<br>-----   |
|----------------------|------------------------|
| 1                    | Joint Filing Agreement |

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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.

Date: January 14, 2002      LTC PROPERTIES, INC.,  
a Maryland corporation

/s/ Wendy L. Simpson  
-----  
Vice Chairman and  
Chief Financial Officer

Date: January 14, 2002      LTC HEALTHCARE, INC.,  
a Nevada corporation

/s/ Wendy L. Simpson  
-----  
Executive Vice President and  
Chief Financial Officer

Date: January 14, 2002      /s/ Andre C. Dimitriadis  
-----

Andre C. Dimitriadis

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