

Brookdale Senior Living Inc.  
Form SC 13G/A  
February 16, 2016

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**  
**(Amendment No. 1)**

**Brookdale Senior Living Inc.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**112463104**

(CUSIP Number)

**December 31, 2015**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*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 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  
Brookfield Investment Management Inc.
2. Check the Appropriate Box if a Member of a Group  
(a)    
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
- |   |    |                                   |
|---|----|-----------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>676,900      |
|   | 6. | Shared Voting Power<br>None       |
|   | 7. | Sole Dispositive Power<br>797,300 |
|   | 8. | Shared Dispositive Power<br>None  |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
797,300
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9)  
0.43%
12. Type of Reporting Person  
IA

**Item 1.**

Item 1(a) Name of Issuer:  
 Brookdale Senior Living Inc.  
 Item 1(b) Address of Issuer's Principal Executive Offices:  
 111 Westwood Place  
  
 Suite 400  
  
 Brentwood, TN 37027

**Item 2.**

2(a) Name of Person Filing:  
 Brookfield Investment Management Inc.  
  
 (the Reporting Person ).  
 2(b) Address or Principal Business Office or, if none, Residence:  
 Brookfield Place  
  
 250 Vesey St., 15th Floor  
  
 New York, NY 10281-1023  
 2(c) Citizenship:  
 Delaware  
 2(d) Title of Class of Securities:  
 Common Stock  
 2(e) CUSIP No.:  
 112463104

**Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

- a.  Broker or dealer registered under section 15 of the Act;
- b.  Bank as defined in section 3(a)(6) of the Act;
- c.  Insurance company as defined in section 3(a)(19) of the Act;
- d.  Investment company registered under section 8 of the Investment Company Act of 1940;
- e.  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- f.  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- g.  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- h.  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- i.  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- j.  A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J); Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with
- k.  Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- a. Amount beneficially owned:  
  
See the response(s) to Item 9 on the attached cover page(s).
- b. Percent of class:  
  
See the response(s) to Item 11 on the attached cover page(s).
- c. Number of shares as to which such person has:
  - i. Sole power to vote or to direct the vote:  
  
See the response(s) to Item 5 on the attached cover page(s).
  - ii. Shared power to vote or to direct the vote:  
  
See the response(s) to Item 6 on the attached cover page(s).
  - iii. Sole power to dispose or to direct the disposition of:  
  
See the response(s) to Item 7 on the attached cover page(s).
  - iv. Shared power to dispose or to direct the disposition of:  
  
See the response(s) to Item 8 on the attached cover page(s).

**Item 5. Ownership of 5 Percent or Less of a Class.**

Yes

**Item 6. Ownership of More than 5 Percent on Behalf of Another Person**

Clients of the Reporting Person have or may have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of securities held in their accounts. No such client is known to have such right or power with respect to more than 5% of the class of securities to which this report relates.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not applicable

**Item 8. Identification and Classification of Members of the Group**

Not applicable

**Item 9. Notice of Dissolution of Group**

Not applicable

**Item 10.**

**Certifications**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

*Signature.*

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: February 12, 2016

Brookfield Investment Management Inc.

By: /s/ Seth Gelman  
Name: Seth Gelman  
Title: Chief Compliance Officer