

CAPITAL SENIOR LIVING CORP
Form SC 13D/A
October 17, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

CAPITAL SENIOR LIVING CORPORATION

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

140475104

(CUSIP number)

Malcolm F. MacLean IV

c/o Mercury Real Estate Advisors LLC

Three River Road

Greenwich, CT 06807

(203) 869-9191

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

October 9, 2006

(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. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §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*).

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Mercury Real Estate Advisors LLC

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

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER

NUMBER OF

SHARES

2,579,449

8. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

0

9. SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

2,579,449

10. SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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2,579,449

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)

9.8%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO Limited Liability Company

* All percentage ownership reported in this Schedule 13D is based on 26,358,760 shares of Common Stock, par value \$0.01 per share, outstanding as reported by the Issuer (as defined below) in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 9, 2006.

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

David R. Jarvis

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

(a) ..

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7. SOLE VOTING POWER

NUMBER OF

SHARES 2,579,449
8. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 9. SOLE DISPOSITIVE POWER

REPORTING

PERSON 2,579,449
10. SHARED DISPOSITIVE POWER
WITH

0

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9.8%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Malcolm F. MacLean IV

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(a) ..

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

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7. SOLE VOTING POWER

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BENEFICIALLY

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14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 140475104

13D/A

Page 5 of 10 pages

This Amendment No. 5 (the Amendment) amends and supplements the Schedule 13D as filed on December 2, 2005 and amended on December 22, 2005, April 21, 2006, May 18, 2006 and June 21, 2006 (the Schedule 13D), with respect to the shares of Common Stock, par value \$0.01 per share (the Shares), of Capital Senior Living Corporation, a Delaware corporation (the Issuer). The Amendment is being filed to reflect a change in the discretionary authority of the Reporting Persons. Capitalized terms used herein but not defined shall have the meanings ascribed thereto in the Schedule 13D. The Schedule 13D is hereby amended and supplemented as follows:

CUSIP No. 140475104

13D/A

Page 6 of 10 pages

Item 2. Identity and Background.

(a) This statement is being filed by the following persons: Mercury Real Estate Advisors LLC, a Delaware limited liability company (Advisors), David R. Jarvis, an individual (Mr. Jarvis), and Malcolm F. MacLean IV, an individual (Mr. MacLean) and collectively with Advisors and Mr. Jarvis, the Reporting Persons). Advisors is the investment advisor to the following investment funds that directly hold the Shares reported herein: Mercury Special Situations Fund LP, a Delaware limited partnership; Mercury Special Situations Offshore Fund, Ltd., a British Virgin Island company; Mercury Real Estate Securities Fund LP, a Delaware limited partnership; Silvercreek SAV LLC, a Delaware limited liability company; and GPC LXV, LLC, a Delaware limited liability company (collectively, the Funds). Messrs. Jarvis and MacLean are the managing members of Advisors.

(b) The business address of each of the Reporting Persons is c/o Mercury Real Estate Advisors LLC, Three River Road, Greenwich, CT 06807.

(c) The principal business of Advisors is providing investment management services to the Funds. The principal occupation of each of Messrs. Jarvis and MacLean is serving as a managing member of Advisors.

(d) During the past five years, none of the Reporting Persons has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the past five years, none of the Reporting Persons has been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violations with respect to such laws.

(f) Advisors is a Delaware limited liability company. Each of Messrs. Jarvis and MacLean is a United States citizen.

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

The total amount of funds required by the Reporting Persons to acquire the Shares was \$21,439,567.13. Each of the Funds used its own assets to purchase such Shares, which may at any given time include funds borrowed in the ordinary course in their margin accounts.

Item 5. Interest in Securities of the Issuer.

(a) and (b) As of the date hereof, Mercury Special Situations Fund LP, Mercury Special Situations Offshore Fund, Ltd., Mercury Real Estate Securities Fund LP, Silvercreek SAV LLC and GPC LXV, LLC owned beneficially 1,079,193; 1,104,716; 90,223; 131,846 and 173,471 Shares, respectively, representing approximately 4.1%, 4.2%, 0.3%, 0.5% and 0.7% respectively, of the Shares of the Issuer outstanding as reported in publicly available information.

As of the date hereof, Advisors, in its capacity as investment advisor of the Funds, may be deemed to be the beneficial owner of 2,579,449 Shares, constituting 9.8% of the 26,358,760 Shares of the Issuer outstanding as reported in publicly available information.

As of the date hereof, Mr. Jarvis, in his capacity as a Managing Member of Advisors, may be deemed to be the beneficial owner of 2,579,449 Shares, constituting 9.8% of the 26,358,760 Shares of the Issuer outstanding as reported in publicly available information.

As of the date hereof, Mr. MacLean, in his capacity as a Managing Member of Advisors, may be deemed to be the beneficial owner of 2,579,449 Shares, constituting 9.8% of the 26,358,760 Shares of the Issuer outstanding as reported in publicly available information.

(c) Information with respect to all transactions in the Shares beneficially owned by the Reporting Persons that were effected during the past sixty days is set forth in Exhibit A attached hereto and incorporated herein by reference.

(d) Not applicable.

(e) Not applicable.

CUSIP No. 140475104

13D/A

Page 7 of 10 pages

Item 7. Material to be Filed as Exhibits.

The following documents are filed as exhibits to this Schedule 13D:

- Exhibit A Letter to the Board of Directors of Capital Senior Living Corporation, dated December 21, 2005.**
- Exhibit B Letter to the Board of Directors of Capital Senior Living Corporation, dated April 20, 2006.***
- Exhibit C Press Release, dated April 20, 2006.***
- Exhibit D Letter to the Board of Directors of Capital Senior Living Corporation, dated May 17, 2006.****
- Exhibit E Press Release, dated May 17, 2006.****
- Exhibit F Letter to the Board of Directors of Capital Senior Living Corporation, dated June 21, 2006.*****
- Exhibit G Schedule of Transactions in Shares of the Issuer.
- Exhibit H Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.*

* Previously filed with the Schedule 13D on December 2, 2005.

** Previously filed with the Schedule 13D/A on December 22, 2005.

*** Previously filed with the Schedule 13D/A on April 21, 2006.

**** Previously filed with the Schedule 13D/A on May 18, 2006.

***** Previously filed with Schedule 13D/A on June 21, 2006.

After reasonable inquiry and to the best of his, her or its knowledge and belief, each of the persons signing below certifies that the information set forth in this statement is true, complete and correct.

Date: October 17, 2006

MERCURY REAL ESTATE ADVISORS LLC

/s/ Malcolm F. MacLean IV

Signature

Malcolm F. MacLean IV, Managing Member
Name/Title

/s/ Malcolm F. MacLean IV

Signature

/s/ David R. Jarvis

Signature

- Exhibit A Letter to the Board of Directors of Capital Senior Living Corporation, dated December 21, 2005.**
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**** Previously filed with the Schedule 13D/A on May 18, 2006.

***** Previously filed with Schedule 13D/A on June 21, 2006.

Schedule of Transactions in Shares of the Issuer

During the Past 60 Days

Silvercreek SAV LLC

| | Quantity | Price/Share |
|----------------------------|---------------------------|--------------|
| Date of Transaction | Purchased(Sold)(1) | \$(2) |
| 09/06/2006 | 1,418.00 | 9.350 |
| 09/29/2006 | 407.00 | 9.327 |
| 10/09/2006 | 20,183.00 | 8.609 |
| 10/10/2006 | 318.00 | 8.814 |

Mercury Special Situations Fund LP

| | Quantity | Price/Share |
|----------------------------|---------------------------|--------------|
| Date of Transaction | Purchased(Sold)(1) | \$(2) |
| 09/06/2006 | 204,923.00 | 9.350 |
| 09/29/2006 | 3,670.00 | 9.327 |
| 10/09/2006 | 3,723.00 | 8.609 |
| 10/10/2006 | 2,180.00 | 8.814 |
| 10/16/2006 | 97,777.00 | 9.270 |

Mercury Special Situations Offshore Fund, Ltd.

| | Quantity | Price/Share |
|----------------------------|---------------------------|--------------|
| Date of Transaction | Purchased(Sold)(1) | \$(2) |
| 08/11/2006 | 400.00 | 9.164 |
| 09/06/2006 | 89,590.00 | 9.350 |
| 10/09/2006 | 19,393.00 | 8.609 |
| 10/10/2006 | 2,621.00 | 8.814 |

GPC LXV, LLC

| | Quantity | Price/Share |
|----------------------------|---------------------------|--------------|
| Date of Transaction | Purchased(Sold)(1) | \$(2) |
| 08/11/2006 | 5,200.00 | 9.164 |
| 08/15/2006 | 2,000.00 | 9.190 |
| 08/30/2006 | 5,200.00 | 9.309 |
| 09/06/2006 | 4,069.00 | 9.350 |
| 09/29/2006 | 923.00 | 9.327 |
| 10/09/2006 | 22,101.00 | 8.609 |
| 10/10/2006 | 381.00 | 8.814 |

Mercury Real Estate Securities Fund LP

| | Quantity | Price/Share |
|----------------------------|---------------------------|--------------|
| Date of Transaction | Purchased(Sold)(1) | \$(2) |

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| | | |
|------------|--------------|-------|
| 09/05/2006 | (800.00) | 9.460 |
| 09/06/2006 | (102,376.00) | 9.250 |
| 10/16/2006 | 90,223.00 | 9.270 |

Mercury Real Estate Securities Offshore Fund Ltd.

| | Quantity | Price/Share |
|----------------------------|---------------------------|--------------|
| Date of Transaction | Purchased(Sold)(1) | \$(2) |
| 09/05/2006 | (2,900.00) | 9.460 |
| 09/06/2006 | (195,924.00) | 9.250 |

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- (1) All purchases/sales were effected through open market or privately negotiated transactions.
(2) Inclusive of brokerage commissions.