

Brookdale Senior Living Inc.
Form 8-K
June 22, 2015

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

FORM 8 K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) June 22, 2015 (June 18, 2015)

Brookdale Senior Living Inc.
(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|--------------------------------------|
| Delaware | 001-32641 | 20-3068069 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|--|------------|
| 111 Westwood Place, Suite 400, Brentwood, Tennessee | 37027 |
| (Address of principal executive offices) | (Zip Code) |

Registrant's
telephone
number
including
area
code
(615) 221-2250

(Former name or
former address, if
changed since last
report.)

Check the
appropriate box
below if the Form
8-K filing is
intended to

simultaneously
satisfy the filing
obligation of the
registrant under any
of the following
provisions (see
General Instruction
A.2. below):

Written
communications
pursuant to Rule
425 under the
Securities Act (17
CFR 230.425)

Soliciting material
pursuant to Rule
14a-12 under the
Exchange Act (17
CFR 240.14a-12)

Pre-commencement
communications
pursuant to Rule
14d-2(b) under the
Exchange Act (17
CFR 240.14d-2(b))

Pre-commencement
communications
pursuant to Rule
13e-4(c) under the
Exchange Act (17
CFR 240.13e-4(c))

Section 5 — Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On June 22, 2015, Brookdale Senior Living Inc. (the "Company") announced that Mark Ohlendorf, the Company's President and Chief Financial Officer, will transition from his current dual roles to focus on an enhanced role as President. Mr. Ohlendorf will continue to serve as the Company's Chief Financial Officer until a successor is appointed.

The Company also announced that Gregory Richard, the Company's Chief Operating Officer, will step down effective September 30, 2015. Mr. Richard will continue to serve as the Company's Chief Operating Officer until such time, or such earlier time that a successor is appointed. Upon Mr. Richard's separation from the Company, he will be entitled to receive payments associated with a separation by the Company without cause pursuant to the terms of the Company's Tier I Severance Pay Policy, as amended, and his outstanding equity awards issued under the Company's Omnibus Stock Incentive Plan, as amended, and 2014 Omnibus Incentive Plan will be entitled to receive the treatment associated with a termination by the Company without cause pursuant to the terms of his existing restricted share agreements, in each case subject to the terms and conditions of such plans and agreements.

The Company has initiated a search process to identify a new Chief Financial Officer and a new Chief Operating Officer, and has retained Heidrick & Struggles, a leading executive search firm, to assist in this process. The Company will consider both external and internal candidates.

Section 7 — Regulation FD

Item 7.01 Regulation FD Disclosure.

On June 22, 2015, the Company issued a press release announcing the leadership changes described in Item 5.02. A copy of the press release is furnished herewith as Exhibit 99.1.

Section 9 — Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release dated June 22, 2015

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BROOKDALE SENIOR LIVING INC.

Date: June 22, 2015 By: /s/ Chad C. White

Name: Chad C. White

Title: Senior Vice President, Co-General Counsel and Secretary

EXHIBIT INDEX

Exhibit No. Exhibit

99.1 Press Release dated June 22, 2015