

Brookdale Senior Living Inc.
Form DEFA14A
September 17, 2018

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

SCHEDULE 14A

(Rule 14a-101)

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Brookdale Senior Living Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

September 17, 2018

Dear Fellow Stockholder:

According to our latest records, we have not yet received your important vote in connection with the Annual Meeting of Stockholders of Brookdale Senior Living Inc. to be held on October 4, 2018.

Your Board of Directors unanimously recommends that stockholders vote FOR each of the items on the agenda, including the election of the three director nominees named therein: Marcus E. Bromley, Rita Johnson-Mills and Denise W. Warren. Mses. Johnson-Mills and Warren have decades of proven executive healthcare, finance and operational leadership experience, and Mr. Bromley draws on more than 35 years of real estate industry leadership experience. Following the nominees' elections at the Annual Meeting, the Board will have an average tenure of approximately five years, with half of the directors having joined the Board since July 2017 (including all three nominees).

Your vote at this year's Annual Meeting is especially important since the approval of Proposals 4, 5 and 6 will require the favorable vote of at least either a majority of or 80% of our outstanding shares. These are proposals to amend our Certificate of Incorporation to declassify the Board, to eliminate supermajority voting for director removal by stockholders, and to eliminate provisions that are no longer applicable. Failing to vote on these matters will have the same effect as a vote against such proposals.

If you have not already done so, please vote TODAY by telephone or internet, or by signing, dating and returning the enclosed proxy card or voting instruction form in the envelope provided.

Thank you for your support.

Very truly yours,

Lee S. Wielansky
Chairman of the Board of Directors

REMEMBER:

You can vote your shares by telephone or Internet.

Please follow the easy instructions on the enclosed proxy card or voting instruction form.

If you have any questions, or need assistance in voting your shares, please call our proxy solicitor,

INNISFREE M&A INCORPORATED
TOLL-FREE, at 1-888-750-5834.

