UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K/A

(Amendment No. 1)

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2013

or

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number 001-32641

BROOKDALE SENIOR LIVING INC.

(Exact name of registrant as specified in its charter)

Delaware	**20-3068069**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**

111 Westwood Place, Suite 400

Brentwood, Tennessee 37027

(Address of Principal Executive Offices)

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

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, $0.01 Par Value Per Share	**New York Stock Exchange**

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes x No ¨

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No x

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ¨ No x

The aggregate market value of common stock held by non-affiliates of the registrant on June 28, 2013, the last business day of the registrant s most recently completed second fiscal quarter, was approximately $2.3 billion. The market value calculation was determined using a per share price of $26.44, the price at which the registrant s common stock was last sold on the New York Stock Exchange on such date. For purposes of this calculation, shares held by non-affiliates excludes only those shares beneficially owned by the registrant s executive officers, directors, and stockholders owning 10% or more of the outstanding common stock (and, in each case, their immediate family members and affiliates).

As of April 25, 2014, 124,816,713 shares of the registrant s common stock, $0.01 par value, were outstanding (excluding unvested restricted shares).

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BROOKDALE SENIOR LIVING INC.

FORM 10-K/A

FOR THE YEAR ENDED DECEMBER 31, 2013

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EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A (this Amendment) amends the Annual Report on Form 10-K for Brookdale Senior Living Inc. (Brookdale, the Company, we, or our) for the fiscal year ended December 31, 2013, which was filed with the Securities and Exchange Commission (the SEC) on March 3, 2014 (the Original Filing).

We are filing this Amendment to include the information required by Part III and not included in the Original Filing, as we will not file our definitive proxy statement within 120 days of the end of our fiscal year ended December 31, 2013. The reference on the cover of the Original Filing to the incorporation by reference of our definitive proxy statement into Part III of the Original Filing is hereby deleted. This Amendment also fixes certain typographical errors (disclosure in Item 9A with respect to Disclosure Controls and Procedures erroneously referred to December 31, 2012 rather than December 31, 2013).

Except as set forth in Part II, Item 9A and in Part III below and updates to the List of Exhibits and Index to Exhibits, no other changes are made to the Original Filing. The Original Filing continues to speak as of the date of the Original Filing. Unless expressly stated, this Amendment does not reflect events occurring after the filing of the Original Filing, nor does it modify or update in any way the disclosures contained in the Original Filing.

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

Certain statements in this Annual Report and other information we provide from time to time (including statements with respect to the Merger (as defined herein)) may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Those forward-looking statements include all statements that are not historical statements of fact and those regarding our intent, belief or expectations, including, but not limited to, statements relating to our operational initiatives and growth strategies and our expectations regarding their effect on our results; our expectations regarding the economy, the senior living industry, occupancy, revenue, cash flow, operating income, expenses, capital expenditures, Program Max opportunities, cost savings, the demand for senior housing, the home resale market, expansion, development and construction activity, acquisition opportunities, asset dispositions, our share repurchase program, capital deployment, returns on invested capital and taxes; our expectations regarding returns to shareholders and our growth prospects; our expectations concerning the future performance of recently acquired communities and the effects of acquisitions on our financial results; our ability to secure financing or repay, replace or extend existing debt at or prior to maturity; our ability to remain in compliance with all of our debt and lease agreements (including the financial covenants contained therein); our expectations regarding liquidity and leverage; our expectations regarding financings and refinancings of assets (including the timing thereof) and their effect on our results; our expectations regarding changes in government reimbursement programs and their effect on our results; our plans to generate growth organically through occupancy improvements, increases in annual rental rates and the achievement of operating efficiencies and cost savings; our plans to expand our offering of ancillary services (therapy, home health and hospice); our plans to expand, renovate, redevelop and reposition existing communities; our plans to acquire additional communities, asset portfolios, operating companies and home health agencies; the expected project costs for our expansion, redevelopment and repositioning program; our expected levels of expenditures and reimbursements (and the timing thereof); our expectations regarding our sales, marketing and branding initiatives and their impact on our results; our expectations for the performance of our entrance fee communities; our ability to anticipate, manage and address industry trends and their effect on our business; our expectations regarding the payment of dividends; and our ability to increase revenues, earnings, Adjusted EBITDA, Cash From Facility Operations, and/or Facility Operating Income (as such terms are defined herein). Words such as anticipate(s) , expect(s) , intend(s) , plan(s) , target(s) , project(s) , predict(s) , believe(s) , may , will , seek(s) , estimate(s) and similar expressions are intended to identify such forward-looking statements. These statements are based on management s current expectations and beliefs and are subject to a number of risks and uncertainties that could lead to actual results differing materially from those projected, forecasted or expected. Although we believe that the assumptions underlying the forward-looking statements are reasonable, we can give no assurance that our expectations will be attained. Factors which could have a material adverse effect on our operations and future prospects or which could cause actual results to differ materially from our expectations include, but are not limited to, the risk associated with the current global economic situation and its impact upon capital markets and liquidity; changes in governmental

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reimbursement programs; our inability to extend (or refinance) debt (including our credit and letter of credit facilities) as it matures; the risk that we may not be able to satisfy the conditions precedent to exercising the extension options associated with certain of our debt agreements; events which adversely affect the ability of seniors to afford our monthly resident fees or entrance fees; the conditions of housing markets in certain geographic areas; our ability to generate sufficient cash flow to cover required interest and long-term operating lease payments; the effect of our indebtedness and long-term operating leases on our liquidity; the risk of loss of property pursuant to our mortgage debt and long-term lease obligations; the possibilities that changes in the capital markets, including changes in interest rates and/or credit spreads, or other factors could make financing more expensive or unavailable to us; our determination from time to time to purchase any shares under the repurchase program; our ability to fund any repurchases; our ability to effectively manage our growth; our ability to maintain consistent quality control; delays in obtaining regulatory approvals; the risk that we may not be able to expand, redevelop and reposition our communities in accordance with our plans; our ability to complete acquisitions and integrate them into our operations; competition for the acquisition of assets; our ability to obtain additional capital on terms acceptable to us; a decrease in the overall demand for senior housing; our vulnerability to economic downturns; acts of nature in certain geographic areas; terminations of our resident agreements and vacancies in the living spaces we lease; early terminations or non-renewal of management agreements; increased competition for skilled personnel; increased union activity; departure of our key officers; increases in market interest rates; environmental contamination at any of our facilities; failure to comply with existing environmental laws; an adverse determination or resolution of complaints filed against us; the cost and difficulty of complying with increasing and evolving regulation; risks relating to the Merger, including in respect of the satisfaction of closing conditions to the Merger; unanticipated difficulties and/or expenditures relating to the Merger; the risk that regulatory approvals required for the Merger are not obtained or are obtained subject to conditions that are not anticipated; uncertainties as to the timing of the Merger; litigation relating to the Merger; the impact of the transaction on relationships with residents, employees and third parties; and the inability to obtain, or delays in obtaining cost savings and synergies from the Merger; as well as other risks detailed from time to time in our filings with the Securities and Exchange Commission, press releases and other communications, including those set forth under Risk Factors included elsewhere in this Annual Report. Such forward-looking statements speak only as of the date of this Annual Report. We expressly disclaim any obligation to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in our expectations with regard thereto or change in events, conditions or circumstances on which any statement is based.

PART II

Item 9A. Controls and Procedures.

Management s Assessment of Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Exchange Act Rule 13a-15(f). Management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2013. Management reviewed the results of their assessment with our Audit Committee. The effectiveness of our internal control over financial reporting as of December 31, 2013 has been audited by Ernst & Young LLP, the independent registered public accounting firm that audited our consolidated financial statements included in this Annual Report on Form 10-K, as stated in their report which is included in Item 8 of this Annual Report on Form 10-K and incorporated herein by reference.

Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer each concluded that, as of December 31, 2013, our disclosure controls and procedures were effective.

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Internal Control Over Financial Reporting

There has not been any change in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter ended December 31, 2013 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Information Concerning Directors

Set forth below is certain biographical information for our directors. See Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters in this Amendment for a description of securities beneficially owned by our directors as of April 25, 2014.

Name	Age	Position with Brookdale	Class
Jeffrey R. Leeds	68	Non-Executive Chairman of the Board of Directors	Class III
Frank M. Bumstead	72	Director	Class I
Jackie M. Clegg	52	Director	Class II
Wesley R. Edens	52	Director	Class I
Randal A. Nardone	58	Director	Class II
Mark J. Schulte	60	Director	Class III
James R. Seward	61	Director	Class II
W.E. Sheriff	71	Director	Class I
Dr. Samuel Waxman	77	Director	Class III

Jeffrey R. Leeds became a member of our Board of Directors in November 2005 and has served as Non-Executive Chairman of the Board since June 2012. Mr. Leeds retired as Executive Vice President and Chief Financial Officer of GreenPoint Financial Corporation and GreenPoint Bank in October 2004, in which capacities he served since January 1999. Prior to that, he was Executive Vice President, Finance and Senior Vice President and Treasurer of GreenPoint. He joined GreenPoint after 14 years with Chemical Bank, having held positions as Head of Asset and Liability Management, Proprietary Trading and Chief Money Market Economist. He previously served as a director and chair of the Audit Committee of Och-Ziff Capital Management Group LLC and as a director and Audit Committee member of United Western Bancorp. Mr. Leeds experience as an executive and principal financial officer, along with his extensive financial industry expertise, led to the conclusion that he should serve as a member of our Board of Directors.

Frank M. Bumstead became a member of our Board of Directors in August 2006. Prior to our acquisition of American Retirement Corporation, or ARC, Mr. Bumstead served as the Lead Director of ARC. Mr. Bumstead had been a member of the Board of Directors of ARC for 11 years. Since 1989, Mr. Bumstead has been President or Chairman and a principal shareholder of Flood, Bumstead, McCready & McCarthy, Inc., a business management firm that represents, among others, artists, songwriters and producers in the music industry. From 1993 to December 1998, Mr. Bumstead also served as the Chairman and Chief Executive Officer of FBMS Financial, Inc., an investment advisor registered under the Investment Company Act of 1940. Mr. Bumstead is a director of Syntroleum Corporation. Mr. Bumstead s experience in business management and as a director of several public companies, along with his knowledge of the senior housing industry (through his prior service as a director of ARC), led to the conclusion that he should serve as a member of our Board of Directors.

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Jackie M. Clegg became a member of our Board of Directors in November 2005. Ms. Clegg has served as the Managing Partner of the strategic consulting firm Clegg International Consultants, LLC since August 2001. Prior to that, from June 1997 through July 2001, Ms. Clegg was Vice Chair of the Board of Directors, First Vice President and for a time Chief Operating Officer of the Export-Import Bank of the United States, the official export credit institution of the United States government. Ms. Clegg currently serves as a director and as an Audit Committee member of CME Group Inc., the parent company of the Chicago Mercantile Exchange, and chairs the Audit Committee of the Public Welfare Foundation. Ms. Clegg also previously served on the Board of Directors of Cardiome Pharma Corp., Javelin Pharmaceuticals, Inc. and Blockbuster Inc. and as Chair of the Audit Committees of the Chicago Board of Trade, Cardiome Pharma Corp. and Javelin Pharmaceuticals, Inc. She has also chaired numerous special committees for mergers, acquisitions and financing transactions. Ms. Clegg also worked in the U.S. Senate on international finance and monetary policy, national security and foreign affairs. Ms. Clegg s experience in the public sector and as a director of numerous public companies (including her service as chairman of the foregoing special committees) led to the conclusion that she should serve as a member of our Board of Directors.

Wesley R. Edens became a member of our Board of Directors in August 2005 and served as Chairman of the Board from August 2005 until June 2012. Mr. Edens has been Co-Chairman of the Board of Directors of Fortress Investment Group LLC (Fortress) since August 2009, and he has been a member of the Board of Directors of Fortress since November 2006. Mr. Edens has been a member of the Management Committee of Fortress since co-founding Fortress in 1998. Mr. Edens is responsible for Fortress private equity and publicly traded alternative investment businesses. He is chairman of the board of directors of each of New Residential Investment Corp., Florida East Coast Railway Corp., New Media Investment Group Inc., Mapeley Limited, Nationstar Mortgage Holdings Inc. and Newcastle Investment Corp., and he is a director of Intrawest Resorts Holdings, Inc., GAGFAH S.A., Gaming and Leisure Properties Inc., Springleaf Finance Corporation, Springleaf Holdings Inc. and Springleaf Finance Inc. Mr. Edens was Chief Executive Officer of Global Signal Inc. from February 2004 to April 2006 and chairman of its board of directors from October 2002 to January 2007. He also previously served on the boards of the following publicly traded companies and registered investment companies: Penn National Gaming, Inc.; GateHouse Media, Inc.; Aircastle Limited; RailAmerica Inc.; Crown Castle Investment Corp.; Eurocastle Investment Limited; Fortress Brookdale Investment Fund LLC; Fortress Pinnacle Investment Fund; Fortress Investment Trust II; and RIC Coinvestment Fund LP. Prior to forming Fortress, Mr. Edens was a partner and managing director of BlackRock Financial Management Inc., where he headed BlackRock Asset Investors, a private equity fund. In addition, Mr. Edens was formerly a partner and managing director of Lehman Brothers. Mr. Edens extensive private equity experience and knowledge of business and finance led to the conclusion that he should serve as a member of our Board of Directors.

Randal A. Nardone became a member of our Board of Directors in January 2011. Mr. Nardone has been a member of the Board of Directors of Fortress since November 2006. He has been a member of the Management Committee of Fortress since co-founding Fortress in 1998. He has been the Chief Executive Officer of Fortress since July 2013, after service as the Interim Chief Executive Officer since December 2011. Mr. Nardone is a director of Eurocastle Investment Limited, GAGFAH S.A., Springleaf Finance Corporation and Springleaf Finance Inc. Mr. Nardone was a director of Alea Group Holdings (Bermuda) Ltd. from July 2007 to March 2014. Mr. Nardone was previously a managing director of UBS from May 1997 to May 1998. Prior to joining UBS in 1997, Mr. Nardone was a principal of BlackRock Financial Management, Inc. Prior to joining BlackRock, Mr. Nardone was a partner and a member of the executive committee at the law firm of Thacher Proffitt & Wood. Mr. Nardone s extensive credit, private equity finance and management expertise, extensive experience as an officer and director of public companies and extensive knowledge of our Company and the senior housing industry led to the conclusion that he should serve as a member of our Board of Directors.

Mark J. Schulte became a member of our Board of Directors in February 2008. Mr. Schulte served as our Co-Chief Executive Officer from July 2006 until February 2008. He previously served as our Chief Executive Officer from

August 2005 until July 2006. Mr. Schulte also previously served as Chief Executive Officer and as a member of the Board of Directors of Brookdale Living Communities, Inc., or BLC, since 1997, and was also Chairman of the Board of BLC from September 2001 to June 2005. From January 1991 to May 1997, he was employed by BLC s predecessor company, The Prime Group, Inc., in its Senior Housing Division, most recently serving as its Executive Vice President, with primary responsibility for overseeing all aspects of Prime s Senior Housing Division. He is a former Chairman of the American Seniors Housing Association, or ASHA. Mr. Schulte is licensed to practice law in the State of New York. Mr. Schulte s extensive knowledge of the senior housing industry and his prior experience as a principal executive officer led to the conclusion that he should serve as a member of our Board of Directors.

James R. Seward became a member of our Board of Directors in November 2008. Since 2000, Mr. Seward has been a private investor. Previously, Mr. Seward was Chief Executive Officer and President of SLH Corporation and

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Chief Financial Officer of Seafield Capital Corporation, both of which were publicly-traded investment holding companies. Mr. Seward, a Chartered Financial Analyst, currently serves as a member of the board of directors and Audit Committee of Syntroleum Corporation, a synthetic and renewable fuels processor, and is Chairman of the Board of Trustees and a member of the Audit Committee of RBC Funds, a registered investment company. He previously served as a director of ARC and LabOne. Mr. Seward s experience and credentials in investing and finance, along with his knowledge of both the senior housing industry (through his prior service as a director of ARC) and the health care industry (through his prior service as a director of LabOne), led to the conclusion that he should serve as a member of our Board of Directors.

W.E. Sheriff has served as a member of our Board of Directors since January 2010. He previously served as our Chief Executive Officer from February 2008 until February 2013 and as our Co-Chief Executive Officer from July 2006 until February 2008. Previously, Mr. Sheriff served as Chairman and Chief Executive Officer of ARC and its predecessors since April 1984 and as its President since November 2003. From 1973 to 1984, Mr. Sheriff served in various capacities for Ryder System, Inc., including as President and Chief Executive Officer of its Truckstops of America division. Mr. Sheriff serves on the boards of various educational and charitable organizations and in varying capacities with several trade organizations, and also serves as a member of the Board of Directors of Direct Supply, Inc. Mr. Sheriff s extensive knowledge of the senior housing industry and his experience as our previous Chief Executive Officer and as the Chairman and Chief Executive Officer of ARC led to the conclusion that he should serve as a member of our Board of Directors.

Dr. Samuel Waxman became a member of our Board of Directors in November 2005. Since 1983, Dr. Waxman has served as a professor at Mount Sinai School of Medicine where he directs a multidisciplinary cancer research laboratory and currently serves as the Distinguished Service Professor. In addition, since July 1980, Dr. Waxman has served as the Founder and Scientific Director of the Samuel Waxman Cancer Research Foundation, which supports an international program of collaborative scientists. He is also the president of Samuel Waxman M.D. P.C. Dr. Waxman earned his M.D. Summa Cum Laude from Downstate Medical Center of the State University of New York and completed all clinical and research training at Mount Sinai Hospital in New York. Dr. Waxman s experience in, and knowledge of, health care and the health care industry led to the conclusion that he should serve as a member of our Board of Directors.

Legal Proceedings Involving Directors, Officers or Affiliates

There are no legal proceedings ongoing as to which any director, officer or affiliate of the Company, any owner of record or beneficially of more than five percent of any class of voting securities of the Company, or any associate of any such director, officer, affiliate of the Company, or security holder is a party adverse to us or any of our subsidiaries or has a material interest adverse to us or any of our affiliates.

Audit Committee

The Company has a separately-designated standing Audit Committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended. The Audit Committee s functions include:

- reviewing the audit plans and findings of the independent registered public accounting firm and our internal audit and risk review staff, as well as the results of regulatory examinations, and tracking management s corrective action plans where necessary;

reviewing our financial statements (and related regulatory filings), including any significant financial items and/or changes in accounting policies, with our senior management and independent registered public accounting firm;

reviewing our risk and control issues, compliance programs and significant tax and legal matters;

having the sole discretion to appoint annually the independent registered public accounting firm and evaluating its independence and performance, as well as to set clear hiring policies for the Company s hiring of employees or former employees of the independent registered public accounting firm; and

reviewing our risk management processes.

The Audit Committee is currently chaired by Mr. Seward and also consists of Ms. Clegg and Mr. Leeds. All three current members are independent directors as defined under NYSE rules and under section 10A(m)(3) of the

Securities Exchange Act of 1934, as amended. The Board of Directors has determined that each of the current members of the Audit Committee is an audit committee financial expert as defined by the rules of the SEC. No member of the Audit Committee simultaneously serves on the audit committees of more than three public companies.

Corporate Governance

The role of our Board of Directors is to ensure that Brookdale is managed for the long-term benefit of our stockholders. To fulfill this role, the Board of Directors has adopted corporate governance principles designed to assure compliance with all applicable corporate governance standards. In addition, the Board of Directors is informed regarding Brookdale s activities and periodically reviews, and advises management with respect to, Brookdale s annual operating plans and strategic initiatives.

The Board of Directors has adopted Corporate Governance Guidelines. The Board of Directors has also adopted a Code of Business Conduct and Ethics and a Code of Ethics for Chief Executive and Senior Financial Officers to help ensure that Brookdale abides by applicable corporate governance standards. These guidelines and codes are available on the Investor Relations section of our website, www.brookdale.com. Any amendment to, or waiver from, a provision of such codes of ethics granted to our principal executive officer, principal financial officer, principal accounting officer or controller, or person performing similar functions, or to any executive officer or director, will be posted on our website.

Executive Officers

The following table sets forth certain information concerning our executive officers as of April 25, 2014:

Name	Age	Position
T. Andrew Smith	54	Chief Executive Officer
Mark W. Ohlendorf	54	President and Chief Financial Officer
Gregory B. Richard	60	Executive Vice President and Chief Operating Officer
Bryan D. Richardson	55	Executive Vice President and Chief Administrative Officer
Glenn O. Maul	59	Executive Vice President and Chief People Officer
Tricia A. Conahan	56	Executive Vice President and Chief Marketing Officer
Kristin A. Ferge	40	Executive Vice President and Treasurer
George T. Hicks	56	Executive Vice President Finance
H. Todd Kaestner	58	Executive Vice President Corporate Development
Edward A. Fenoglio, Jr.	44	Division President
Mary Sue Patchett	51	Division President
Kari L. Schmidt	47	Division President

T. Andrew Smith became our Chief Executive Officer in February 2013. Previously, Mr. Smith served as Executive Vice President, General Counsel and Secretary since October 2006. In that capacity, in addition to his role in managing the Company s legal affairs, Mr. Smith was responsible for management and oversight of the Company s corporate development functions (including acquisitions and expansion and development activity); corporate finance activities (including capital structure, debt and lease transactions and lender/lessor relations); strategic planning; and risk management. Prior to joining Brookdale, Mr. Smith was with Bass, Berry & Sims PLC in Nashville, Tennessee from 1985 to 2006, where he was a member of the firm s corporate and securities group and served as the chair of the firm s healthcare group. While at Bass, Berry & Sims, Mr. Smith served ARC as outside General Counsel. Mr. Smith currently serves as a member of the board of directors of the National Investment Center for the Seniors Housing & Care Industry and as a member of the executive board of the American Seniors Housing Association.

Mark W. Ohlendorf has served as our President since June 2013 and as our Chief Financial Officer since March 2007. He previously served as our Co-President from August 2005 until June 2013. Mr. Ohlendorf previously served as Chief Executive Officer and President of Alterra from December 2003 until August 2005. From January 2003 through December 2003, Mr. Ohlendorf served as Chief Financial Officer and President of Alterra, and from 1999 through 2002 he served as Senior Vice President and Chief Financial Officer of Alterra. Mr. Ohlendorf has

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over 30 years of experience in the health care and long-term care industries, having held leadership positions with such companies as Sterling House Corporation, Vitas Healthcare Corporation and Horizon/CMS Healthcare Corporation. He is a past chairman of the board of directors of the Assisted Living Federation of America.

Gregory B. Richard has served as our Executive Vice President and Chief Operating Officer since June 2013. He previously served as our Executive Vice President Field Operations from January 2008 until June 2013 and as our Executive Vice President Operations from July 2006 through December 2007. Previously, Mr. Richard served as Executive Vice President and Chief Operating Officer of ARC since January 2003 and previously served as its Executive Vice President Community Operations since January 2000. Mr. Richard was formerly with a pediatric practice management company from May 1997 to May 1999, serving as President and Chief Executive Officer from October 1997 to May 1999. Prior to this, Mr. Richard was with Rehability Corporation, a publicly traded outpatient physical rehabilitation service provider, from July 1986 to October 1996, serving as Senior Vice President of Operations and Chief Operating Officer from September 1992 to October 1996.

Bryan D. Richardson became our Executive Vice President in July 2006 and our Chief Administrative Officer in January 2008. Mr. Richardson also served as our Chief Accounting Officer from September 2006 through April 2008. Previously, Mr. Richardson served as Executive Vice President Finance and Chief Financial Officer of ARC since April 2003 and previously served as its Senior Vice President Finance since April 2000. Mr. Richardson was formerly with a national graphic arts company from 1984 to 1999 serving in various capacities, including Senior Vice President of Finance of a digital prepress division from May 1994 to October 1999, and Senior Vice President of Finance and Chief Financial Officer from 1989 to 1994. Mr. Richardson was previously with the national public accounting firm PricewaterhouseCoopers.

Glenn O. Maul became our Executive Vice President and Chief People Officer in March 2013. Previously, Mr. Maul served as Senior Vice President Human Resources since joining Brookdale in April 2006. Prior to joining Brookdale, he served as Vice President Human Resources for Sunrise Senior Living. While Mr. Maul has spent most of his career focusing on human resources, his early career included roles in finance and operations. Mr. Maul is certified as a Senior Professional in Human Resources (SPHR).

Tricia A. Conahan became our Executive Vice President and Chief Marketing Officer in April 2014. Previously, she served as Chief Marketing & Sales Officer for Grant Thornton, LLP, a global accounting/consulting firm, from 2010 until March 2014. Ms. Conahan also served as Managing Director of Fernwood Holdings, LLC, a multi-family residential business, from 2009 until 2012. She served as Senior Vice President, Brand & Customer Acquisition for JPMorgan Chase from 2008 through 2009 and as Head of Brand Marketing at ING Americas from 2001 through 2008. From 1999 through 2001, Ms. Conahan served as Chief Marketing Officer for RealEstate.com. Ms. Conahan has also held marketing leadership positions at McGraw-Hill Inc., Time Warner and Times Mirror Magazines.

Kristin A. Ferge became our Executive Vice President and Treasurer in August 2005. Ms. Ferge also served as our Chief Administrative Officer from March 2007 through December 2007. She previously served as Vice President, Chief Financial Officer and Treasurer of Alterra from December 2003 until August 2005. From April 2000 through December 2003, Ms. Ferge served as Alterra s Vice President of Finance and Treasurer. Prior to joining Alterra, she worked in the audit division of KPMG LLP. Ms. Ferge is a certified public accountant.

George T. Hicks became our Executive Vice President Finance in July 2006. Previously, Mr. Hicks served as Executive Vice President Finance and Internal Audit, Secretary and Treasurer of ARC since September 1993. Mr. Hicks had served in various capacities for ARC s predecessors since 1985, including Chief Financial Officer from September 1993 to April 2003 and Vice President Finance and Treasurer from November 1989 to September 1993.

H. Todd Kaestner became our Executive Vice President Corporate Development in July 2006. Previously, Mr. Kaestner served as Executive Vice President Corporate Development of ARC since September 1993. Mr. Kaestner served in various capacities for ARC s predecessors since 1985, including Vice President Development from 1988 to 1993 and Chief Financial Officer from 1985 to 1988.

Edward A. Fenoglio, Jr. became our Division President in February 2013. Mr. Fenoglio previously served as Divisional Vice President since February 2008 and as Regional Vice President of Operations from July 2006 until February 2008. Previously, he served as Regional Vice President of Operations for ARC since 2003. Prior to that, Mr. Fenoglio served in various other capacities for ARC since joining ARC in 1997. Mr. Fenoglio is a Licensed Nursing Facility Administrator.

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Mary Sue Patchett became our Division President in February 2013. Previously, Ms. Patchett served as Divisional Vice President since joining Brookdale in September 2011 in connection with the Horizon Bay acquisition. Ms. Patchett has over 30 years of senior care and housing experience serving in leadership roles. Previously, Ms. Patchett served as Chief Operating Officer of Horizon Bay from January 2011 through August 2011 and as Senior Vice President of Operations from March 2008 through December 2011. Prior to joining Horizon Bay, she was President and owner of Patchett & Associates, Inc., a management consulting firm for senior housing and other healthcare companies, from 2005 until March 2008. Ms. Patchett had previously served as Divisional Vice President for Alterra for over six years. Ms. Patchett has served on numerous industry boards and currently is serving as Chair for Florida Assisted Living Federation of America.

Kari L. Schmidt became our Division President in February 2013. Previously, Ms. Schmidt served as Divisional Vice President since February 2008 and as Regional Vice President of Operations of Brookdale or its predecessors from June 1998 until February 2008. Prior to joining Brookdale, Ms. Schmidt served as Regional Director of Operations for Eby Development and Management from 1996 to 1998, where she was responsible for expanding their assisted living and memory care products into new markets.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors, executive officers and persons who own more than ten percent of a registered class of our equity securities to file reports of ownership on Form 3 and changes in ownership on Form 4 or 5 with the SEC. Such officers, directors and ten-percent stockholders are also required by SEC rules to furnish us with copies of all Section 16(a) reports they file. We reviewed copies of the forms received by us or written representations from certain reporting persons that they were not required to file these forms. Based solely on that review, we believe that during the fiscal year ended December 31, 2013, our officers, directors and ten-percent stockholders complied with all Section 16(a) filing requirements applicable to them, with the exception of (i) one late Form 4 filing made by George T. Hicks to report 17 transactions made by a broker with discretionary authority, with no instruction from Mr. Hicks, and (ii) one late Form 4 filing made by Mr. Hicks to report one transaction in which shares of common stock were withheld to satisfy tax withholding obligations due upon the vesting of restricted stock previously granted to Mr. Hicks.

Item 11. Executive Compensation.

COMPENSATION OF EXECUTIVE OFFICERS

Compensation Discussion and Analysis

The Compensation Committee (the Committee) administers the Company s executive compensation program. In this regard, the role of the Committee is to oversee our compensation plans and policies, administer our Omnibus Stock Incentive Plan and Associate Stock Purchase Plan, review and approve corporate goals and objectives relevant to our Chief Executive Officer s and other executive officers compensation, perform an annual evaluation of the Chief Executive Officer s and other executive officers performance in light of those goals and objectives, perform an annual review of executive compensation plans, and annually review and approve all decisions regarding the compensation of executive officers. In addition, the Committee is responsible for annually evaluating the appropriate level of compensation for non-employee directors. The Committee s charter reflects these responsibilities and provides that the Committee and the Board of Directors will periodically review and, if appropriate, revise the charter. The Committee s membership is determined by the Board of Directors and is composed entirely of independent directors. The Committee meets at scheduled times during the year and also takes action by written consent. The Committee

Chairman reports on Committee actions and recommendations to the Board of Directors. In addition, the Committee has the authority to engage the services of outside advisers, experts and others to assist it and to delegate authority to subcommittees as it deems appropriate.

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Certain of our executive officers, including our Chief Executive Officer, participate in Committee meetings (excluding executive sessions of the Committee) and assist the Committee in fulfilling its responsibilities regarding executive and director compensation. In that regard, our executive officers may provide information to the Committee and make recommendations to the Committee regarding compensation programs and levels (including recommendations regarding proposed equity grants). Our Chief Executive Officer typically recommends to the Committee any changes in the compensation of our other executive officers. Nevertheless, the Committee retains the ultimate authority and responsibility for determining the form and amount of executive compensation. The Committee recommends to the full Board of Directors the form and amount of director compensation.

Appointment of T. Andrew Smith as Our Chief Executive Officer

In August 2012, W.E. Sheriff announced his intent to retire as Chief Executive Officer once a successor was named and the transition process was complete. During late 2012 and early 2013, the Committee engaged Chernoff Diamond & Co. LLC, a third-party compensation consultant (Chernoff), to review the compensation of chief executive officers at comparable companies and to assist the Committee in the development of a compensation package for the candidate ultimately chosen by the Board of Directors to serve as the Company s Chief Executive Officer. Chernoff utilized data from the following peer group companies in preparing its report and recommendations: Emeritus Corporation, National HealthCare Corporation, Kindred Healthcare, Inc., The Ensign Group, Inc., Capital Senior Living Corporation, Skilled Healthcare Group, Inc., Five Star Quality Care, Inc., Wyndham Worldwide Corporation, Universal Health Services, Inc., Mednax, Inc., Tenet Healthcare Corporation, Community Health Systems, Inc., Omega Healthcare Investors, Inc., Centene Corporation, Healthcare Realty Trust Incorporated, HealthSouth Corporation, Health Management Associates, Inc., LaSalle Hotel Properties, LifePoint Hospitals, Inc., DiamondRock Hospitality Company, Select Medical Holdings Corporation, Magellan Health Services, Inc., Chemed Corporation, Vanguard Health Systems, Inc., Sunrise Senior Living, Inc., Sun Healthcare Group and Assisted Living Concepts, Inc.

The Committee took this information into account in determining the compensation package that was ultimately provided to T. Andrew Smith upon his appointment as Chief Executive Officer, but did not use the information to benchmark any elements of his compensation. Chernoff reported directly to the Committee and did not provide any other services to the Company.

Our Named Executive Officers

We refer to the following individuals as our named executive officers:

- Mr. Smith, our Chief Executive Officer;
- Mr. Sheriff, our former Chief Executive Officer;
- Mark W. Ohlendorf, our President and Chief Financial Officer;
- Gregory B. Richard, our Executive Vice President and Chief Operating Officer;

- Bryan D. Richardson, our Executive Vice President and Chief Administrative Officer; and
- Glenn O. Maul, our Executive Vice President and Chief People Officer.

Mr. Smith served as our Executive Vice President, General Counsel and Secretary until February 20, 2013, when he became Chief Executive Officer upon Mr. Sheriff s retirement.

Executive Officer Compensation Philosophy

Because we believe that our executive officers are vital to our long-term success, we strive to ensure that our executive officer compensation programs are effective in rewarding performance, retaining key executives responsible for the success of the Company and, when applicable, attracting new executives. To accomplish these objectives, the Company intends to provide compensation that is:

- Competitive Externally,
- Fair Internally, and
- Based upon Performance.

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We have structured our executive compensation programs so that each executive receives a base salary, short-term cash incentive compensation and long-term incentive compensation. We believe that an executive s total annual cash compensation should vary with the Company s and the individual s performance in achieving financial and non-financial objectives, and that any long-term incentive compensation that is awarded should be closely aligned with our stockholders interests. Thus, long-term incentive compensation should be generally comprised of equity-based awards, the value of which cannot be realized immediately and depends upon the long-term performance of the Company.

At the Company s annual meeting of stockholders held in 2013, more than 95% of the votes cast supported the non-binding, advisory vote to approve the compensation of Brookdale s named executive officers (referred to as the say-on-pay vote). The Committee believes this overwhelmingly positive result affirms our stockholders support of the Company s approach to its executive compensation program and provides assurance that the program is reasonable and well-aligned with stockholder expectations. Given the high level of approval for the say-on-pay vote from our stockholders, the Committee did not change its approach to the Company s executive compensation program. The Committee values the opinions expressed by stockholders in the annual say-on-pay vote and will consider the outcome of such votes when making future compensation decisions for the Company s named executive officers.

2013 Named Executive Officer Compensation

During late 2010, the Committee engaged Chernoff to conduct a thorough review of our executive officer compensation program, in order to assist the Committee in establishing the Company s 2011 executive officer compensation program. The Committee may elect in the future to expand the scope of the engagement of its independent compensation consultants or to retain other compensation consultants (as it did in late 2013, as described below) if it determines that doing so would assist it in implementing and maintaining compensation plans and programs.

In conducting its review, Chernoff completed a market study of the levels, structure and mix of the various elements of compensation provided to executives in similarly-titled roles at comparable companies. Chernoff utilized data from the following peer group companies in preparing its report and recommendations: Amedisys, Inc., Assisted Living Concepts, Centene Corporation, Chemed Corporation, Diamondrock Hospitality, Emeritus Corporation, The Ensign Group, Five Star Quality Care, Inc., Gentiva Health Services, Inc., Health Care REIT, Inc., Health Management Assoc., HealthSouth Corporation, Kindred Healthcare, Inc., LifePoint Hospitals, Inc., Lincare Holdings, Inc., Magellan Health Services, Mednax, Inc., National HealthCare Corporation, Nationwide Health Properties, Inc., Psychiatric Solutions, Inc., RehabCare Group, Inc., Sun Healthcare Group, Inc., Sunrise Senior Living, Inc., Ventas, Inc. and Wyndham Worldwide. Although the Committee did not utilize the information from Chernoff s report to benchmark formally any elements or levels of our named executive officers compensation, it did generally compare the levels of total compensation and individual elements of compensation provided to the Company s executive officers to the median and 75th percentile levels of compensation provided to executives in similarly-titled roles at the peer companies. Following completion of Chernoff s executive compensation review, the Committee indicated that, while it did not want to formally benchmark its target market position to any particular quartile or percentile, the Committee s objective should generally be to target executive compensation in the 50th to 75th percentile, particularly in light of the complexity of the organization and the size of the Company relative to the peer group. As a result of the Committee s review of Chernoff s report, its discussions with management and its own deliberations, the Committee determined to modify certain elements of the 2011 compensation program for our named executive officers from the program that was in effect during 2010.

For 2013, the Committee generally did not make any changes to our compensation program for our named executive officers from that in place in 2011 or 2012, but it did provide compensation increases and additional grants of equity awards to certain of our named executive officers in connection with 2013 promotions, and provided additional cost of living base salary increases to certain other named executive officers, each as described below.

For 2013, the total annual compensation for the Company s named executive officers consisted of base salary, an annual performance-based cash incentive opportunity based on Company and (for each named executive officer other than Mr. Sheriff) individual performance objectives and long-term incentive compensation in the form of time-based and performance-based restricted stock awards, as described below:

Base Salary

The Committee believes that, in order to attract and retain our key executives, it is appropriate to provide a base salary that is both competitive externally and fair internally. Once base salary is fixed, it does not generally depend on the Company s performance; however, subject to any applicable employment agreement provisions, it remains adjustable, based on individual performance.

Annual Cash Incentive Opportunity

The purpose of annual performance-based compensation is to motivate and reward executives for their contributions to the Company s performance for the applicable year by providing them with the opportunity to receive an annual cash bonus based on the achievement of performance objectives. For 2013, each named executive officer had the opportunity to receive an annual cash bonus dependent on the level of achievement of performance goals based on the Company s Cash From Facility Operations (CFFO) per share and, for each named executive officer other than Mr. Maul, year-over-year same community senior housing net operating income (NOI) growth. In addition, for each of the named executive officers other than Mr. Sheriff, a portion of the annual cash incentive bonus opportunity was dependent on the level of achievement of individual performance objectives.

Long-Term Incentive Compensation

The purpose of long-term incentive compensation is to align an executive s long-term goals with those of our stockholders. For 2013, the Committee used time-based and performance-based restricted stock as the forms of long-term incentive compensation awarded to our executives. The Committee believes that the use of restricted stock is particularly helpful in the retention of key executives and appropriately aligns the interests of our executives with the interests of our stockholders. We have never granted stock options to our employees or executives. Additionally, as a retention tool, restricted stock retains some value to the employee irrespective of any movement in stock price. This encourages employees to remain with the Company during the restricted period and to continue to work to achieve the Company s long-term goals for growth and profitability.

2013 Base Salaries

The annual base salaries for our named executive officers for fiscal 2013 are set forth below:

Name	2012 Annual Base Salary	2013 Annual Base Salary
T. Andrew Smith	$ 480,000	$ 825,000
W.E. Sheriff	$ 600,000	$ 600,000
Mark W. Ohlendorf	$ 480,000	$ 490,000

Gregory B. Richard	$ 350,000	$ 450,000
Bryan D. Richardson	$ 350,000	$ 360,000
Glenn O. Maul	$ 210,000	$ 250,000

Mr. Sheriff only received base salary through his retirement, which was effective as of February 20, 2013, and thereafter received a consulting fee, as described below in Employment Agreements with Named Executive Officers Employment Agreement and Related Arrangements with W.E. Sheriff. As noted below, Mr. Smith s base salary was increased to $825,000 in connection with his appointment as Chief Executive Officer effective February 20, 2013. The Committee increased Mr. Richard s base salary to $360,000 effective January 1, 2013 and then further increased his base salary to $450,000 in connection with his appointment as Chief Operating Officer effective June 16, 2013.

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2013 Annual Cash Incentive Opportunity

As noted above, each named executive officer was eligible to receive a cash bonus opportunity for 2013 based on Company, and for each named executive officer other than Mr. Sheriff, individual performance. The 2013 target bonus amounts that each of our named executive officers were eligible to receive were calculated as follows:

Mr. Smith was eligible to receive an amount equal to 125% of the base salary that was paid to him in 2013;

Mr. Sheriff was eligible to receive an amount equal to 100% of his annual base salary, pro-rated to reflect the duration of his service as Chief Executive Officer through his retirement, which was effective as of February 20, 2013;

Mr. Richard was eligible to receive an amount equal to 100% of his annual base salary for his service as Executive Vice President Field Operations through his appointment as Chief Operating Officer effective as June 16, 2013 and an amount equal to 100% of his annual base salary for his service as Chief Operating Officer for the remainder of the year;

Messrs. Ohlendorf and Richardson were eligible to receive amounts equal to 100% of their respective annual base salaries; and

Mr. Maul was eligible to receive an amount equal to 80% of his annual base salary.

The actual 2013 target bonus amounts for the named executive officers are set forth below:

Name	2013 Target CFFO Bonus Opportunity	2013 Target Same Community NOI Growth Bonus Opportunity	2013 Target Individual Objectives Bonus Opportunity	Total 2013 Target Bonus Opportunity
T. Andrew Smith	$ 619,641	$ 95,329	$ 238,324	$ 953,294
W.E. Sheriff	$ 97,615	$ 10,846		$ 108,461
Mark W. Ohlendorf	$ 278,000	$ 49,000	$ 163,000	$ 490,000
Gregory B. Richard	$ 224,765	$ 40,458	$ 139,354	$ 404,577
Bryan D. Richardson	$ 200,000	$ 36,000	$ 124,000	$ 360,000
Glenn O. Maul	$ 140,000		$ 60,000	$ 200,000

The Company performance portions of the cash bonus opportunity were to be paid dependent on the level of achievement of performance goals developed by management and approved by the Committee based on the Company s budgeted CFFO per share for 2013 and (other than for Mr. Maul) year-over-year same community senior housing NOI growth.

During 2013, Mr. Maul participated in the bonus program applicable to most of the Company s other Executive Vice Presidents and members of management (rather than the program applicable to the other members of the Company s senior management executive committee). Mr. Maul s target bonus opportunity was 80% of his annual earnings attributable to base salary. Seventy percent (70%) of the target bonus opportunity was based on the Company s CFFO per share for 2013. The remaining 30% of Mr. Maul s target bonus opportunity (which, if earned, would be paid irrespective of the Company s CFFO results) was based on the achievement of individual objectives.

The targeted level of CFFO performance under the bonus programs was CFFO per share of $2.45 for fiscal 2013, which was consistent with the Company s internal business plan. Achievement of the targeted level of performance would have required significant growth in CFFO per share over the Company s actual 2012 CFFO results and management therefore viewed the performance targets to be challenging. For purposes of our 2013 bonus programs, the CFFO per share performance targets were defined as the Company s publicly-reported CFFO per share (as adjusted for integration, transaction-related and electronic medical records (EMR) roll-out costs).

Achievement of the minimum threshold level of CFFO performance under our 2013 bonus programs would have resulted in 20% of this portion of the award being funded. Achievement of the targeted level of CFFO performance would have resulted in 100% of this portion of the award being funded. Achievement in excess of the targeted level of performance would have resulted in a payout in excess of 100% of the target bonus opportunity. In order to ensure that amounts paid under the program could qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code, the maximum award that any named executive officer could receive with respect to 2013 performance under the 2013 annual cash incentive bonus program was $2,000,000.

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The actual percentage of the CFFO bonus opportunity set forth above that each named executive officer would have been eligible to receive was determined as follows:

CFFO per Share Targets	Percentage of Target CFFO Bonus Opportunity Awarded
$2.85	200%
$2.65	150%
$2.61	140%
$2.57	130%
$2.53	120%
$2.49	110%
$2.45	100%
$2.39	90%
$2.33	80%
$2.27	60%
$2.21	40%
$2.15	20%
Below $2.15	0%

Bonus opportunity percentages were to be pro-rated between the steps set forth above.

The targeted level of same community senior housing NOI growth was year-over-year growth of 7.50% for 2013. For purposes of our 2013 bonus programs, the actual level of NOI growth was to be measured using a specified subset of the Company s communities (which was intended to exclude the effect of recent acquisitions and dispositions or other EBITDA-enhancing reinvestments in our communities). Achievement of the minimum threshold level of same community NOI growth performance would have resulted in 20% of this portion of the award being funded. Achievement of the targeted level of performance would have resulted in 100% of this portion of the award being funded. Achievement in excess of the targeted level of performance would have resulted in a payout in excess of 100% of the target bonus opportunity. As noted above, the maximum award that any named executive officer could receive with respect to 2013 performance under the 2013 annual cash incentive bonus program was $2,000,000.

The actual percentage of the same community senior housing NOI growth bonus opportunity set forth above that each named executive officer (other than Mr. Maul) would have been eligible to receive was determined as follows:

Same Community NOI Growth Targets	Percentage of Target Same Community NOI Growth Opportunity Awarded
8.50%	150%

8.30%	140%
8.10%	130%
7.90%	120%