

EMERITUS CORP\WA\
Form 3
March 03, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Brookdale Senior Living Inc.		(Month/Day/Year)	EMERITUS CORP\WA\ [ESC]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		02/20/2014		
111 WESTWOOD PLAZA,,Â SUITE 400			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
BRENTWOOD,Â TNÂ 37027			(give title below)	(specify below)
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.0001 per share	0	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date	Expiration	Amount or	or Indirect
Exercisable	Date	Number of	(I)
		Shares	(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brookdale Senior Living Inc. 111 WESTWOOD PLAZA, SUITE 400 BRENTWOOD, TN 37027	^	^ X	^	^

Signatures

/s/ Chad C. White, Vice President, Co-General Counsel and Secretary

03/03/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The Reporting Person is filing this Form 3 solely due to the entry into a voting agreement (the "Voting Agreement") by and among Brookdale Senior Living Inc. ("Parent") and certain shareholders (the "Shareholders") of Emeritus Corporation (the "Issuer"). The

(1) Reporting Person also filed a Schedule 13D on March 3, 2014. The Voting Agreement was entered into in connection with the Agreement and Plan of Merger (the "Merger Agreement"), dated as of February 20, 2014, by and among Parent, Broadway Merger Sub Corporation, a wholly owned subsidiary of Parent ("Merger Sub"), and the Issuer.

(FN 1 con't) As a result of certain provisions contained in the Voting Agreement, the Reporting Person may be deemed to have beneficial ownership of the shares of the Issuer's common stock (the "Shares") covered by the Voting Agreement (an aggregate of 5,894,739 Shares, which represents approximately 12.1% of the Issuer's total outstanding Shares based on 48,572,673 Shares reported outstanding as of

(2) February 18, 2014 (as represented in the Merger Agreement)) for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Reporting Person expressly disclaims any beneficial ownership of the securities reported herein, and the Reporting Person does not have any pecuniary interest (as defined in Rule 16a-1(a)(2) of the Exchange Act) in any of the Shares subject to the Voting Agreement.

(FN 2 con't) The Reporting Person declares that the filing of this Form 3 shall not be construed as an admission that the Reporting Person

(3) is the beneficial owner of any securities reported in this Form 3. For additional information regarding the Voting Agreement and the Merger Agreement, see Schedule 13D filed by Parent with the Securities and Exchange Commission on March 3, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.