

Brookdale Senior Living Inc.
Form DEFA14A
September 06, 2017

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:

BROOKDALE SENIOR LIVING INC.

SUPPLEMENT TO PROXY STATEMENT
FOR THE ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON SEPTEMBER 25, 2017

This supplement dated September 6, 2017 amends and supplements the Definitive Proxy Statement of Brookdale Senior Living Inc. ("we", "our" or the "Company") dated August 14, 2017 (the "Proxy Statement"), for the Company's 2017 Annual Meeting of Stockholders to be held on September 25, 2017 (the "Annual Meeting") with the following information. This supplement should be read in conjunction with the Proxy Statement. To the extent that information in this supplement differs from or updates information contained in the Proxy Statement, the information in this supplement controls. The Proxy Statement is available to stockholders at <http://www.brookdale.com/proxy>.

Appointment of Proxy Solicitor

On September 6, 2017, we retained Saratoga Proxy Consulting LLC ("Saratoga") to assist in soliciting proxies on our behalf in connection with the Annual Meeting. We have agreed to pay Saratoga a fee of \$15,000, plus costs and expenses, for these services. We will bear all proxy solicitation costs. If stockholders need assistance with casting or changing their vote, they should contact our proxy solicitor, Saratoga, at (212) 257-1311. Stockholders who have already voted and do not wish to change their vote do not need to take any further action.