

Brookdale Senior Living Inc.
Form 4
December 02, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2009
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN 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 *
Fortress Investment Group LLC

(Last) (First) (Middle)

1345 AVENUE OF THE AMERICAS, 46TH FLOOR

(Street)

NEW YORK, NY 10105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Brookdale Senior Living Inc. [BKD]

3. Date of Earliest Transaction (Month/Day/Year)

11/28/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	11/28/2008		J ⁽¹⁾	33,228,000 D <u>(2)</u> 0		I	FIT-ALT Investors LLC <u>(3)</u> <u>(4)</u>
Common Stock	11/28/2008		J ⁽⁵⁾	33,228,000 D <u>(2)</u> 0		I	FIT Holdings LLC <u>(3)</u> <u>(6)</u>
Common Stock	11/28/2008		J ⁽⁷⁾	33,228,000 D <u>(2)</u> 0		I	Fortress Investment Trust II <u>(3)</u> <u>(8)</u>
Common Stock	11/28/2008		J ⁽⁹⁾	33,228,000 D <u>(2)</u> 0		I	Fortress Investment Fund II LLC <u>(3)</u>

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								(10)
Common Stock	11/28/2008	S ⁽¹¹⁾	8,215,358	D	\$ 3.68	25,012,642	I	FIT Brookdale Holdings LLC (3) (12)
Common Stock	11/28/2008	J ⁽¹³⁾	25,012,642	D	0	0	I	FIT Brookdale Holdings LLC (3) (12)
Common Stock	11/28/2008	J ⁽¹⁴⁾	17,600,867	D	0	0	I	RIC Coinvestment Fund LP (3) (15)
Common Stock						9,102,708	I	FRIT Holdings LLC (3) (16)
Common Stock						8,215,358	I	PRIN Holding LLC (3) (17)
Common Stock						23,663,283	I	Fort GB Holdings LLC (3) (18)
Common Stock						1,349,359	I	FABP (GAGACQ) LP (3) (18)
Common Stock						3,026,435	I	Fortress Investment Fund IV (Fund A) L.P. (3) (19)
Common Stock						1,222,077	I	Fortress Investment Fund IV (Fund B) L.P. (3) (19)
Common Stock						289,968	I	Fortress Investment Fund IV (Fund C) L.P. (3) (19)
Common Stock						1,810,004	I	Fortress Investment Fund IV (Fund D) L.P. (3) (19)
Common Stock						211,916	I	Fortress Investment Fund IV (Fund E) L.P. (3) (19)
Common Stock						95,084	I	Fortress Investment Fund IV (Fund F) L.P. (3) (19)

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Common Stock	114,081	I	Fortress Investment Fund IV (Fund G) L.P. <u>(3)</u> <u>(19)</u>
Common Stock	790,673	I	Fortress Investment Fund IV (Coinvestment Fund A) L.P. <u>(3)</u> <u>(19)</u>
Common Stock	492,823	I	Fortress Investment Fund IV (Coinvestment Fund B) L.P. <u>(3)</u> <u>(19)</u>
Common Stock	98,164	I	Fortress Investment Fund IV (Coinvestment Fund C) L.P. <u>(3)</u> <u>(19)</u>
Common Stock	473,183	I	Fortress Investment Fund IV (Coinvestment Fund D) L.P. <u>(3)</u> <u>(19)</u>
Common Stock	40,635	I	Fortress Investment Fund IV (Coinvestment Fund F) L.P. <u>(3)</u> <u>(19)</u>
Common Stock	135,391	I	Fortress Investment Fund IV (Coinvestment Fund G) L.P. <u>(3)</u> <u>(19)</u>
Common Stock	8,793,392	I	Fortress RIC Coinvestment Fund LP <u>(3)</u> <u>(20)</u>
Common Stock	826,292	I	FBIF Holdings LLC <u>(3)</u> <u>(21)</u>
	12,500	I	

Common Stock								Drawbridge Special Opportunities Fund Ltd. <u>(3)</u> <u>(22)</u>
Common Stock				112,500	I			Drawbridge Special Opportunities Fund LP <u>(3)</u> <u>(23)</u>

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

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SEC 1474
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fortress Investment Group LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105		X		
FIG Corp. 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105		X		
FORTRESS FUND MM II LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105		X		

FIG LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105	X
Fortress Operating Entity I LP 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105	X

Signatures

/s/ David Brooks, as Authorized Signatory of Fortress Investment Group LLC.	12/02/2008
__Signature of Reporting Person	Date
/s/ David Brooks, as Authorized Signatory of FIG Corp.	12/02/2008
__Signature of Reporting Person	Date
/s/ David Brooks, as Authorized Signatory of Fortress Fund MM II LLC	12/02/2008
__Signature of Reporting Person	Date
/s/ David Brooks, as Authorized Signatory of FIG LLC	12/02/2008
__Signature of Reporting Person	Date
/s/ David Brooks, as Authorized Signatory of Fortress Operating Entity I LP	12/02/2008
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).
- (1) This transaction involves a distribution of all of the ownership interests in FIT Brookdale Holdings LLC to FIT Holdings LLC. At the time of this transaction, FIT Brookdale Holdings LLC directly owned 33,228,000 shares of the Issuer.
- (2) The shares that are the subject of this transaction were transferred in a cashless distribution.

Wesley Edens may be deemed to beneficially own the shares listed in this report as beneficially owned by Fortress Investment Group LLC ("FIG") or its affiliates. Mr. Edens disclaims beneficial ownership of all reported shares except to the extent of his pecuniary interest therein and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of all of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"), or otherwise. Similarly, each reporting person disclaims beneficial ownership of all reported shares except to the extent of its pecuniary interest therein and the inclusion of the shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for the purposes of Section 16 or otherwise.
- (4) FIT-ALT Investor LLC is a wholly-owned subsidiary of FIT Holdings LLC, which is a wholly-owned subsidiary of Fortress Investment Trust II, which is a majority-owned subsidiary of Fortress Investment Fund II LLC. Fortress Fund MM II LLC is the managing member of Fortress Investment Fund II LLC. FIG LLC is the sole managing member of Fortress Fund MM II LLC. Fortress Operating Entity I LP ("FOE I") is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.
- (5) This transaction involves a distribution of all of the ownership interests in FIT Brookdale Holdings LLC to Fortress Investment Trust II. At the time of this transaction, FIT Brookdale Holdings LLC directly owned 33,228,000 shares of the Issuer.

FIT Holdings LLC is a wholly-owned subsidiary of Fortress Investment Trust II, which is a majority-owned subsidiary of Fortress Investment Fund II LLC. Fortress Fund MM II LLC is the managing member of Fortress Investment Fund II LLC. FIG LLC is the sole managing member of Fortress Fund MM II LLC. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.
- (7) This transaction involves a distribution of all of the ownership interests in FIT Brookdale Holdings LLC to Fortress Investment Fund II LLC and FABP LP. At the time of this transaction, FIT Brookdale Holdings LLC directly owned 33,228,000 shares of the Issuer.

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- (8) Fortress Investment Trust II is a majority-owned subsidiary of Fortress Investment Fund II LLC. Fortress Fund MM II LLC is the managing member of Fortress Investment Fund II LLC. FIG LLC is the sole managing member of Fortress Fund MM II LLC. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.
- This transaction involves a distribution of all of the ownership interests in FIT Brookdale Holdings LLC held by Fortress Investment Fund II LLC to Fortress (GAGACQ) LLC and by FABP LP to FABP (GAGACQ) LP. At the time of this transaction, FIT Brookdale Holdings LLC directly owned 33,228,000 shares of the Issuer.
- (9) Fortress Fund MM II LLC is the managing member of Fortress Investment Fund II LLC and general partner of FABP LP. FIG LLC is the sole managing member of Fortress Fund MM II LLC. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.
- (10) This transaction involves a sale of shares of the Issuer from FIT Brookdale Holdings LLC to PRIN Holding LLC, an entity in which FIG LLC is the sole manager, but in which FIG LLC has no pecuniary interest. The members of PRIN Holding LLC are Wesley R. Edens, Randal A. Nardone and Robert I. Kauffman.
- (11) FIT Brookdale Holdings LLC is a subsidiary of Fortress (GAGACQ) LLC and FABP (GAGACQ) LP. Fortress Fund MM II LLC is the managing member of Fortress (GAGACQ) LLC and the general partner of FABP (GAGACQ) LP. FIG LLC is the sole managing member of Fortress Fund MM II LLC. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.
- (12) This transaction involves a distribution of shares of the Issuer from FIT Brookdale Holdings LLC to Fort GB Holdings LLC, a wholly-owned subsidiary of Fortress (GAGACQ) LLC, and to FABP (GAGACQ) LP.
- (13) This transaction involves a distribution of shares of the Issuer from RIC Coinvestment Fund LP to investment funds described in footnotes 19 and 20 that are managed by FIG LLC and to certain employees of the Reporting Person and its affiliates.
- (14) FIG Advisors LLC is the investment manager of RIC Coinvestment Fund LP. RIC Coinvestment Fund GP LLC ("RIC GP") is the general partner of RIC Coinvestment Fund LP. FIG Advisors LLC is a wholly-owned subsidiary of FIG LLC. FOE I is the sole managing member of FIG LLC. Fortress Operating Entity II LP ("FOE II") is the managing member of RIC GP. FIG Corp. is the general partner of each of FOE I and FOE II, and FIG Corp. is wholly-owned by FIG.
- (15) FRIT Holdings LLC is a wholly-owned subsidiary of Fortress Investment Fund Sister Company LLC. Fortress Fund MM LLC is the managing member of Fortress Investment Fund Sister Company LLC. FIG LLC is the sole managing member of Fortress Fund MM LLC. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.
- (16) FIG LLC is the sole manager of PRIN Holding LLC, but has no pecuniary interest in PRIN Holding LLC. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.
- (17) Fortress Fund MM II LLC is the general partner of FABP (GAGACQ) LP and the sole managing member of Fortress (GAGACQ) LLC. Fort GB Holdings LLC is a wholly-owned subsidiary of Fortress (GAGACQ) LLC. FIG LLC is the sole managing member of Fortress Fund MM II LLC. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.
- (18) FIG LLC is the investment manager of Fortress Investment Fund IV (Fund A) L.P., Fortress Investment Fund IV (Fund B) L.P., Fortress Investment Fund IV (Fund C) L.P., Fortress Investment Fund IV (Fund D) L.P., Fortress Investment Fund IV (Fund E) L.P., Fortress Investment Fund IV (Fund F) L.P., Fortress Investment Fund IV (Fund G) L.P., Fortress Investment Fund IV (Coinvestment Fund A) L.P., Fortress Investment Fund IV (Coinvestment Fund B) L.P., Fortress Investment Fund IV (Coinvestment Fund C) L.P., Fortress Investment Fund IV (Coinvestment Fund D) L.P., Fortress Investment Fund IV (Coinvestment Fund F) L.P., and Fortress Investment Fund IV (Coinvestment Fund G) L.P. Fortress Operating Entity I LP ("FOE I") is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.
- (19) FIG LLC is the investment manager of Fortress RIC Coinvestment Fund LP. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.
- (20) FIG Advisors LLC is the investment manager of FBIF Holdings LLC. FIG Advisors LLC is a wholly-owned subsidiary of FIG LLC. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.
- (21) Drawbridge Special Opportunities Advisors LLC is the investment manager of Drawbridge Special Opportunities Fund Ltd. FIG LLC is the sole managing member of Drawbridge Special Opportunities Advisors LLC. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.
- (22) Drawbridge Special Opportunities Advisors LLC is the investment manager of Drawbridge Special Opportunities Fund LP. FIG LLC is the sole managing member of Drawbridge Special Opportunities Advisors LLC. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.
- (23)

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

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