

Brookdale Senior Living Inc.  
Form 424B5  
June 02, 2009

**Table of Contents**

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities, and we are not soliciting offers to buy these securities, in any jurisdiction where the offer or sale is not permitted.

**SUBJECT TO COMPLETION, DATED JUNE 1, 2009.**

**Filed Pursuant to 424(b)(5)  
Registration Statement No. 333-159146**

**PRELIMINARY PROSPECTUS SUPPLEMENT  
(To Prospectus Dated May 22, 2009)**

**\$150,000,000 of Common Stock**

**BROOKDALE SENIOR LIVING INC.**

We are offering up to \$150,000,000 of shares of our common stock in this offering. After this offering, funds managed by affiliates of Fortress Investment Group LLC will beneficially own over 51% of our common stock.

Our common stock is listed on the New York Stock Exchange under the symbol **BKD**. The last reported sale price of our common stock on June 1, 2009, was \$12.35 per share.

|                                  | <b>Per Share</b> | <b>Total</b> |
|----------------------------------|------------------|--------------|
| Public offering price            | \$               | \$           |
| Underwriting discounts           | \$               | \$           |
| Proceeds to us (before expenses) | \$               | \$           |

We have granted the underwriters a 30-day option to purchase up to \$22,500,000 of additional shares of our common stock at the public offering price less underwriting discounts.

**Investing in our common stock involves a high degree of risk. See Risk Factors beginning on page S-10 of this prospectus supplement and in the documents incorporated by reference in this prospectus supplement and the accompanying prospectus. You should read this prospectus supplement, the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus carefully before you make your investment decision.**

**Neither the Securities and Exchange Commission, state securities regulators, nor any other regulatory body has approved or disapproved of these securities or determined if this prospectus is accurate or complete. Any representation to the contrary is a criminal offense.**

The underwriters expect to deliver the shares against payment in New York, New York on June , 2009.

*Joint Book-Running Managers*

**Goldman, Sachs & Co.**

**Barclays Capital**

**Merrill Lynch & Co.**

*Co-Managers*

**Allen & Company LLC**

**Morgan Keegan & Company, Inc.**

**Stifel Nicolaus**

June , 2009

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**TABLE OF CONTENTS**

**Prospectus Supplement**

|   |      |
|---|------|
| <u>ABOUT THIS PROSPECTUS SUPPLEMENT</u>   | ii   |
| <u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>                      | ii   |
| <u>PROSPECTUS SUPPLEMENT SUMMARY</u>  | S-1  |
| <u>THE OFFERING</u>   | S-7  |
| <u>SUMMARY CONSOLIDATED FINANCIAL INFORMATION</u>                                     | S-8  |
| <u>RISK FACTORS</u>   | S-10 |
| <u>USE OF PROCEEDS</u>  | S-10 |
| <u>PRICE RANGE OF OUR COMMON STOCK AND DIVIDENDS</u>                                  | S-11 |
| <u>CAPITALIZATION</u>   | S-12 |
| <u>DILUTION</u>   | S-13 |
| <u>MATERIAL U.S. FEDERAL INCOME AND ESTATE TAX CONSIDERATIONS TO NON-U.S. HOLDERS</u> | S-13 |
| <u>UNDERWRITING</u>   | S-17 |
| <u>LEGAL MATTERS</u>  | S-22 |
| <u>EXPERTS</u>  | S-22 |
| <u>WHERE YOU CAN FIND MORE INFORMATION</u>  | S-22 |

**Prospectus**

|   |    |
|---|----|
| <u>ABOUT THIS PROSPECTUS SUMMARY</u>                              | ii |
| <u>RISK FACTORS</u>   | 1  |
| <u>USE OF PROCEEDS</u>  | 2  |
| <u>RATIO OF EARNINGS TO FIXED CHARGES AND PREFERRED DIVIDENDS</u> | 2  |
| <u>DESCRIPTION OF CAPITAL STOCK</u>                               | 3  |
| <u>SELLING STOCKHOLDERS</u>                                       | 6  |
| <u>PLAN OF DISTRIBUTION</u>                                       | 6  |
| <u>LEGAL MATTERS</u>  | 9  |
| <u>EXPERTS</u>  | 10 |
| <u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>  | 10 |
| <u>WHERE YOU CAN FIND MORE INFORMATION</u>                        | 11 |

We and the underwriters have not authorized anyone to provide you with different information or to make representations as to matters not stated or incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing prospectus required to be filed with the Securities and Exchange Commission, or SEC. You must not rely on unauthorized information. This prospectus supplement and the accompanying prospectus may be used only where it is legal to sell these securities. The information in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference is only accurate on the respective dates of such documents.

**Table of Contents**

**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document is comprised of two parts. The first part is this prospectus supplement, which describes the terms of the offering of the shares of common stock and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. The second part is the accompanying prospectus, which provides more general information. To the extent there is a conflict between the information contained in this prospectus supplement, on the one hand, and the information contained in the accompanying prospectus or any document incorporated herein and therein by reference, on the other hand, you should rely on the information in this prospectus supplement.

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements in this prospectus supplement, the accompanying prospectus and any documents incorporated by reference 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 our expectations regarding their effect on our results; our expectations regarding occupancy, revenue, expense levels, the demand for senior housing, acquisition opportunities and asset dispositions; our belief regarding our growth prospects; 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; our plans to deleverage; our expectations regarding financings and refinancings of assets; 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 and home health); our plans to expand existing communities; the expected project costs for our expansion program; our expected levels of expenditures and reimbursements (and the timing thereof); the anticipated cost and expense associated with the resolution of pending litigation and our expectations regarding the disposition thereof; 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 by incorporation by reference 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 crisis and its impact upon capital markets and liquidity; our inability to extend (or refinance) debt as it matures or replace our amended credit facility when 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; the risk that we may be required to post additional cash collateral in connection with our interest rate swaps; the risk that continued

market deterioration could jeopardize certain of our counterparties' obligations; changes in governmental reimbursement programs; our limited operating history on a combined basis; our ability to effectively manage our growth; our ability to maintain consistent quality control; delays in obtaining regulatory approvals; our ability to integrate acquisitions 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

**Table of Contents**

downturns; acts of nature in certain geographic areas; terminations of our resident agreements and vacancies in the living spaces we lease; 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; and other risks detailed from time to time in our filings with the SEC, press releases and other communications, including those set forth under **Risk Factors** beginning on page S-10 of this prospectus supplement and in the documents incorporated by reference in this prospectus supplement and the accompanying prospectus. Such forward-looking statements speak only as of the date of this prospectus supplement. 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.

**Table of Contents**

**PROSPECTUS SUPPLEMENT SUMMARY**

*This summary highlights information contained elsewhere in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference. This summary does not contain all of the information you should consider before investing in our common stock. You should read this entire prospectus supplement and the accompanying prospectus, including the documents incorporated by reference herein and therein, carefully before making an investment decision, especially the risks of investing in our common stock discussed under Risk Factors herein and therein and the consolidated financial statements and notes to those consolidated financial statements incorporated by reference herein and therein.*

*Unless the context suggests otherwise, references in this prospectus supplement to Brookdale, the Company, we, us and our refer to Brookdale Senior Living Inc. and its direct and indirect subsidiaries, except where it is clear that the term refers only to the parent company.*

*Unless otherwise indicated, the information contained in this prospectus supplement assumes that the underwriters option to purchase additional shares is not exercised.*

**Brookdale Senior Living Inc.**

Brookdale Senior Living Inc. is a leading owner and operator of senior living communities throughout the United States. The Company is committed to providing an exceptional living experience through properties that are designed, purpose-built and operated to provide the highest-quality service, care and living accommodations for residents. We offer our residents access to a full continuum of services across the most attractive sectors of the senior living industry. We currently own and operate independent living, assisted living, and dementia-care communities and continuing care retirement communities ( CCRCs ).

As of March 31, 2009, we are the largest operator of senior living communities in the United States based on total capacity, with 548 communities in 35 states and the ability to serve approximately 52,000 residents. As of March 31, 2009, we operated 85 retirement center communities with 15,258 units/beds, 406 assisted living communities with 20,808 units/beds, 35 CCRCs with 11,474 units/beds and 22 communities with 4,348 units/beds where we provide management services for third parties. The majority of our units/beds are located in campus settings or communities containing multiple services, including CCRCs. For the three months ended March 31, 2009, the weighted average occupancy rate for our communities was 88.7%. For the year ended December 31, 2008, 39.5% of our revenues were generated from owned communities, 60.1% from leased communities and 0.4% from management fees from communities we operate on behalf of third parties. We generate approximately 86.2% of our revenues from private pay customers.

Our principal executive offices are located at 111 Westwood Place, Suite 200, Brentwood, Tennessee 37027 and our telephone number at that address is (615) 221-2250. Our website address is [www.brookdaleliving.com](http://www.brookdaleliving.com). The information on, or accessible through, our website is not part of this prospectus supplement or the accompanying prospectus and should not be relied upon in connection with making any investment decision with respect to the securities offered by this prospectus supplement and the accompanying prospectus.

**Growth Strategy**

Our primary growth objectives are to grow our revenues, Adjusted EBITDA, Cash From Facility Operations and Facility Operating Income (as such terms are defined by incorporation by reference herein). Key elements of our



strategy to achieve these objectives include:

*Organic growth in our core business, including expense control and the realization of economies of scale.* We plan to grow our existing operations by increasing revenues through a combination of occupancy growth and monthly service fee increases as a result of our competitive strength and growing demand for senior living communities. In addition, we intend to take advantage of our sophisticated operating and marketing expertise to retain existing residents and attract new residents to our communities. We also plan to continue our efforts to achieve cost savings through the realization of additional economies of scale. The size of our business has allowed us to achieve savings in the procurement of goods and services and increased

S-1

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## **Table of Contents**

efficiencies with respect to various corporate functions, and we expect that we can achieve additional savings and efficiencies.

*Growth through the continued expansion of our ancillary services programs (including therapy services and home health).* We plan to grow our revenues by further expanding our Innovative Senior Care program throughout our retirement centers, assisted living, CCRCs and management services segments. This expansion includes both continuing to roll out our services to communities not currently serviced as well as expanding the scope of services provided at the communities currently served. Through our Innovative Senior Care program, we currently provide therapy, home health and other ancillary services, as well as education and wellness programs, to residents of many of our communities. These programs are focused on wellness and physical fitness to allow residents to maintain maximum independence. These services provide many continuing education opportunities for residents and their families through health fairs, seminars, and other consultative interactions. The therapy services we provide include physical, occupational, speech and other specialized therapy and home health services. The home health services we provide include skilled nursing, physical therapy, occupational therapy, speech language pathology, home health aide services as well as social services as needed. In addition to providing these in-house therapy and wellness services at our communities, we also provide these services to other senior living communities that we do not own or operate. These services may be reimbursed under the Medicare program or paid directly by residents from private pay sources and revenues are recognized as services are provided. We believe that our Innovative Senior Care program is unique in the senior living industry and that we have a significant advantage over our competitors with respect to providing ancillary services because of our established infrastructure and experience. We believe there is a significant opportunity to grow our revenues by continuing to expand these services to communities at which they are not presently offered, which we believe will increase our revenue per unit/bed in the future. As of March 31, 2009, we offered therapy services to approximately 35,000 of our units and home health services to approximately 17,000 of our units.

*Growth through the expansion of existing communities.* We intend to grow our revenues and cash flows through the expansion of certain of our existing communities where economically advantageous. Certain of our communities with stabilized occupancies and excess demand in their respective markets may benefit from additions and expansions (which additions and expansions may be subject to landlord, lender and other third party consents) offering increased capacity. Additionally, the community, as well as our presence in the market, may benefit from adding a new level of service for residents.

Given the current market environment and the stressed credit environment, we are focused on integrating previous acquisitions and on the significant organic growth opportunities inherent in our current portfolio. Over the longer-term, we plan to take advantage of the fragmented continuing care, independent living and assisted living sectors by selectively purchasing existing operating companies and communities. Additionally, as opportunities arise, we may also grow through the selective acquisition and consolidation of additional communities, asset portfolios and other senior living companies, as well as through the acquisition of the fee interest in communities that we currently lease or manage. Our acquisition strategy will continue to focus primarily on communities where we can improve service delivery, occupancy rates and cash flow.

## **The Senior Living Industry**

The senior living industry is highly fragmented and characterized by numerous local and regional operators. We are one of a limited number of national operators that provide a broad range of community locations and service level offerings at varying price levels. The industry has seen significant growth in recent years and has been marked by the emergence of the assisted living segment in the mid-1990 s.

Since the beginning of 2007, the industry has been affected by the downturn in the housing market and by the declining economy in general. In spite of these factors, occupancy in the industry has only decreased by 340 basis points for the independent living industry and 220 basis points for the assisted living industry since that time according to the National Investment Center for the Seniors Housing & Care Industry. Construction of new senior housing units, which, according to The American Seniors Housing Association, peaked at more than 62,064 units in

S-2

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## **Table of Contents**

1999, has now moderated to a projected 14,000 units annually for 2009 and is projected to decrease further in the next several years.

Despite current economic conditions, we believe that a number of trends will contribute to the continued growth of the senior living industry in coming years. The primary market for senior living services is individuals age 70 and older. According to U.S. Census data, the group is expected to grow by 4.1 million through 2015. As a result of these demographic trends, we expect an increase in the demand for senior living services in future years.

We believe the senior living industry has been and will continue to be impacted by several other trends. The use of long-term care insurance is increasing among current and future seniors as a means of planning for the costs of senior living services. In addition, as a result of increased mobility in society, reduction of average family size and increased number of two-wage earner couples, more seniors are looking for alternatives outside of their family for their care. Growing consumer awareness among seniors and their families concerning the types of services provided by independent and assisted living operators has further contributed to the opportunities in the senior living industry. Also, seniors currently possess greater financial resources than in the past, which makes it more likely that they are able to afford to live in market-rate senior housing. Seniors in the geographic areas in which we operate tend to have a significant amount of assets generated from savings, pensions and, despite weakening in national housing markets, equity from the sale of private homes.

Challenges in our industry include increased state and local regulation of the assisted living and skilled nursing industries, which has led to an increase in the cost of doing business. The regulatory environment continues to intensify in the number and types of laws and regulations affecting us, accompanied by increased enforcement activity by state and local officials. In addition, like other companies, our financial results may be negatively impacted by increasing employment costs including salaries, wages and benefits, such as health care, for our employees. Increases in the costs of utilities, insurance, and real estate taxes may also have a negative impact on our financial results.

Certain per person annual limits on Medicare reimbursement for therapy services became effective in 2006, subject to certain exceptions. These exceptions are currently scheduled to expire on December 31, 2009. If these exceptions are modified or not extended beyond that date, there may be reductions in our therapy services revenue and the profitability of those services. There continues to be various federal and state legislative and regulatory proposals to implement cost containment measures that would limit payments to healthcare providers in the future. Changes in the reimbursement policies of the Medicare and Medicaid programs could have an adverse effect on our results of operations and cash flow.

## **Our History**

We were formed as a Delaware corporation in June 2005 for the purpose of combining two leading senior living operating companies, Brookdale Living Communities, Inc., or BLC, and Alterra Healthcare Corporation, or Alterra. BLC and Alterra had been operating independently since 1986 and 1981, respectively. Beginning in December 2003, BLC and Alterra were under the common control of Fortress Investment Group LLC (Fortress). On November 22, 2005, we completed our initial public offering of common stock, and on July 25, 2006, we acquired American Retirement Corporation, or ARC, another leading senior living provider which had been operating independently since 1978. Funds managed by affiliates of Fortress beneficially own 60,875,826 shares, or approximately 57.9% of our outstanding common stock (including unvested restricted shares), as of June 1, 2009.

## **Our Product Offerings**

We offer a variety of senior living housing and service alternatives in communities located across the United States. Our primary product offerings consist of (i) retirement center communities; (ii) assisted living communities; and

(iii) CCRCs. We also operate certain communities on behalf of third parties pursuant to management agreements.

*Retirement centers.* Our retirement center communities are primarily designed for middle to upper income seniors generally age 70 and older who desire an upscale residential environment providing the highest quality of service.

## **Table of Contents**

The majority of our retirement center communities consist of both independent and assisted living units in a single community, which allows residents to age-in-place by providing them with a continuum of senior independent and assisted living services. While the number varies depending upon the particular community, approximately 77.6% of all of the units at our retirement center communities are independent living units, with the balance of units licensed for assisted living.

Our retirement center communities are large multi-story buildings containing on average 184 units/beds with extensive common areas and amenities. Residents may choose from studio, one-bedroom and two-bedroom units, depending upon the specific community.

Each retirement center community provides residents with basic services such as meal service, 24-hour emergency response, housekeeping, concierge services, transportation and recreational activities. Most of these communities also offer custom tailored supplemental care services at an additional charge, which may include medication reminders, check-in services and escort and companion services. In addition, our Innovative Senior Care program is currently available in most of our retirement centers communities. Through the program, we are able to offer our residents various education, wellness, therapy, home health and other ancillary services.

In addition to the basic services, our retirement center communities that include assisted living also provide residents with supplemental care service options to provide assistance with activities of daily living, or ADLs. The levels of care provided to residents vary from community to community depending, among other things, upon the licensing requirements of the state in which the community is located.

Residents in our retirement center communities are able to maintain their residency for an extended period of time due to the range of service options available to residents (not including skilled nursing) as their needs change. Residents with cognitive or physical frailties and higher level service needs are accommodated with supplemental services in their own units or, in certain communities, are cared for in a more structured and supervised environment on a separate wing or floor. These communities also generally have a dedicated assisted living staff, including nurses at the majority of communities, and separate assisted living dining rooms and activity areas.

Our retirement center communities represent approximately 29.4% of our total senior living capacity.

*Assisted Living.* Our assisted living communities offer housing and 24-hour assistance with ADLs to mid-acuity frail and elderly residents.

Our assisted living communities include both freestanding, multi-story communities with more than 30 beds and smaller, freestanding single story communities with less than 30 beds. Depending upon the specific location, the community may include (i) private studio, one-bedroom and one-bedroom deluxe apartments, or (ii) individual rooms for one or two residents in wings or neighborhoods scaled to a single-family home, which includes a living room, dining room, patio or enclosed porch, laundry room and personal care area, as well as a caregiver work station.

Under our Clare Bridge brand, we also operate 75 memory care communities, which are freestanding assisted living communities specially designed for residents with Alzheimer's disease and other dementias requiring the attention, personal care and services needed to help cognitively impaired residents maintain a higher quality of life. Our memory care communities have from 20 to 60 beds and some are part of a campus setting, which includes a freestanding assisted living community.

All residents at our assisted living and memory care communities receive the basic care level, which includes ongoing health assessments, three meals per day and snacks, coordination of special diets planned by a registered dietitian, assistance with coordination of physician care, social and recreational activities, housekeeping and personal laundry

services. In some locations we offer our residents exercise programs and programs designed to address issues associated with early stages of Alzheimer's and other forms of dementia. In addition, we offer at additional cost higher levels of personal care services to residents at these communities who are very physically frail or experiencing early stages of Alzheimer's disease or other dementia and who require more frequent or intensive physical assistance or increased personal care and supervision due to cognitive impairments. We also offer our Innovative Senior Care program at certain of our assisted living and memory care communities.

S-4

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## **Table of Contents**

As a result of their progressive decline in cognitive abilities, residents at our memory care communities typically require higher levels of personal care and services and therefore pay higher monthly service fees. Specialized services include assistance with ADLs, behavior management and an activities program, the goal of which is to provide a normalized environment that supports residents' remaining functional abilities. Whenever possible, residents participate in all facets of daily life at the residence, such as assisting with meals, laundry and housekeeping.

Our assisted living communities (including our memory care communities) represent approximately 40.1% of our total senior living capacity.

*CCRCs.* Our CCRCs are large communities that offer a variety of living arrangements and services to accommodate all levels of physical ability and health. Most of our CCRCs have retirement centers, assisted living and skilled nursing available on one campus, and some also include memory care/Alzheimer's units.

Ten of our CCRCs are entry fee communities, in which residents in the retirement centers apartment units pay a one-time upfront entrance fee, typically \$100,000 to \$400,000 or more, which fee is partially refundable in certain circumstances. The amount of the entrance fee varies depending upon the type and size of the dwelling unit, the type of contract plan selected, whether the contract contains a lifecare benefit (i.e., a healthcare discount) for the resident, the amount and timing of refund, and other variables. These agreements are subject to regulations in various states. In addition to their initial entrance fee, residents under all of our entrance fee agreements also pay a monthly service fee, which entitles them to the use of certain amenities and services. Since we receive entrance fees upon initial occupancy, the monthly fees are generally less than fees at a comparable rental community.

The refundable portion of a resident's entrance fee is generally refundable within a certain number of months or days following contract termination or upon the sale of the unit, or in certain agreements, upon the resale of a comparable unit or 12 months after the resident vacates the unit. In addition, certain entrance fee agreements entitle the resident to a refund of the original entrance fee paid plus a percentage of the appreciation of the unit upon resale.

We also offer a broad array of ancillary services, including therapy, home health, and other services through our Innovative Senior Care program, to the residents of each of our CCRCs.

Our CCRCs represent approximately 22.1% of our total senior living capacity. The retirement centers units at our entry fee communities (those units on which entry fees are paid) represent 11.1% of our total senior living capacity. Excluding managed communities and equity homes (which are residences located on certain of our CCRC campuses that we do not generally own), entry fee communities represent 9.2% of our total senior living capacity.

## **Competitive Strengths**

We believe our nationwide network of senior living communities is well positioned to benefit from the growth and increasing demand in the industry. Some of our most significant competitive strengths are:

*Skilled management team with extensive experience.* Our senior management team has extensive experience in acquiring, operating and managing a broad range of senior living assets, including experience in the senior living, healthcare, hospitality and real estate industries.

*Geographically diverse, high-quality, purpose-built communities.* As of March 31, 2009, we operate a nationwide base of 548 purpose-built communities in 35 states, including 88 communities in nine of the top ten standard metropolitan statistical areas.



*Ability to provide a broad spectrum of care.* Given our diverse mix of independent and assisted living communities and CCRCs, we are able to meet a wide range of our customers' needs. We believe that we are one of the few companies in the senior living industry with this capability. We believe that our multiple product offerings create marketing synergies and cross-selling opportunities.

*The size of our business allows us to realize cost and operating efficiencies.* We are the largest operator of senior living communities in the United States based on total capacity. The size of our business allows us to realize cost savings and economies of scale in the procurement of goods and services. Our scale also allows us to achieve increased efficiencies with respect to various corporate functions. We intend to utilize our expertise and size to capitalize on economies of scale resulting from our national platform. Our geographic

## **Table of Contents**

footprint and centralized infrastructure provide us with a significant operational advantage over local and regional operators of senior living communities. In connection with our formation transactions and our acquisitions, we negotiated new contracts for food, insurance and other goods and services. In addition, we have and will continue to consolidate corporate functions such as accounting, finance, human resources, legal, information technology and marketing. We began to realize these savings upon the completion of our formation transactions in September 2005 and have realized additional savings as we continued to consolidate and integrate various corporate functions.

*Significant experience in providing ancillary services.* Through our Innovative Senior Care program, we provide a range of education, wellness, therapy, home health and other ancillary services to residents of certain of our retirement centers, assisted living, and CCRC communities. Having therapy clinics and home health agencies located in our buildings to provide needed services to our residents is a distinctive competitive difference. We have significant experience in providing these ancillary services and expect to receive additional revenues as we expand our ancillary service offerings to additional communities.

## **Recent Developments**

In conjunction with this offering and at our request, we have entered into the First Amendment to the Second Amended and Restated Credit Agreement, dated as of June 1, 2009 (the First Amendment), pursuant to which the maximum revolving loans that can be outstanding at any time under the Second Amended and Restated Credit Agreement, dated as of February 27, 2009, among us, Bank of America, N.A., as administrative agent, and the other lenders party thereto, will be reduced to \$75 million.

Pursuant to the First Amendment, we have been given greater flexibility to make acquisitions by increasing aggregate permitted cash consideration from \$10 million to \$100 million, to make capital expenditures up to \$30 million per quarter and to incur an additional \$20 million in liens and letters of credit.

Additionally, the First Amendment eliminates the requirements that Fortress and certain of its affiliates maintain at least 40% ownership of our common stock and a majority of the voting power for the election of directors. The First Amendment modifies the definition of Change of Control to mean the occurrence of either of the following events: (a) the acquisition of beneficial ownership by any person or group (other than Fortress and certain of its affiliates, and certain employee benefits plans and their administrators) of 35% or more of the combined voting power of the voting stock of the Company on a fully diluted basis or (b) the board of directors of the Company shall cease to consist of a majority of the current directors or their approved replacements.

The effectiveness of the First Amendment is conditioned on, among other matters, the closing of this offering and the repayment of all outstanding loans (which may then be reborrowed up to a maximum of \$75 million, inclusive of any outstanding letters of credit) on or before June 10, 2009.

## **Fortress**

Fortress is a leading global alternative asset manager with approximately \$26.5 billion in assets under management as of March 31, 2009. Fortress raises, invests and manages private equity funds and hedge funds. Fortress was founded in 1998, is headquartered in New York and has affiliate offices in Atlanta, Charlotte, Dallas, Frankfurt, Hong Kong, London, Los Angeles, New Canaan, Shanghai, Sydney, Tokyo and Toronto.

**Table of Contents**

**THE OFFERING**

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| <b>Gross proceeds from shares offered by us in this offering</b>     | \$150 million   |
| <b>Common stock offered by us in this offering</b>                   | shares  |
| <b>Common stock to be issued and outstanding after this offering</b> | shares  |
| <b>Use of proceeds</b>   | We estimate that the net proceeds to us from this offering will be approximately \$143 million, or approximately \$164 million if the underwriters exercise their option to purchase additional shares in full, in each case after deducting underwriting discounts and estimated offering expenses. We intend to use the net proceeds from this offering to repay the \$125 million of indebtedness currently outstanding under the Credit Agreement (as defined under <b>Use of Proceeds</b> ), and the remainder for working capital and other general corporate purposes. See <b>Use of Proceeds</b> in this prospectus supplement. |
| <b>New York Stock Exchange symbol</b>                                | BKD   |
| <b>Risk factors</b>  | Please read the section entitled <b>Risk Factors</b> beginning on page S-10 of this prospectus supplement and in the documents incorporated by reference for a discussion of some of the factors you should carefully consider before deciding to invest in our common shares.  |

The number of shares of common stock to be issued and outstanding after this offering is based on 102,200,752 shares of common stock issued and outstanding as of June 1, 2009, and excludes 2,887,974 shares of unvested restricted stock and an additional aggregate of 8,612,446 shares of common stock that will remain available for issuance under our stock incentive and purchase plans (assuming the number of shares of the Company's common stock authorized for issuance under our Omnibus Stock Incentive Plan will be increased by 6,000,000 shares at the Company's Annual Meeting of Stockholders, as proposed). This number of shares also assumes no exercise by the underwriters of their option to purchase up to an additional \$22.5 million of our common stock from us.

**Table of Contents****SUMMARY CONSOLIDATED FINANCIAL INFORMATION**

| Statement of Operations Data  | For the Three Months  |             | For the Years Ended December 31, |              |              |
|---|---|-------------|----------------------------------|--------------|--------------|
|   | Ended March 31,<br>2009   | 2008        | 2008                             | 2007         | 2006         |
|   | (Dollars in thousands, except per share<br>data and average monthly revenue per unit/bed) |             |                                  |              |              |
| Total revenue   | \$ 497,946  | \$ 480,648  | \$ 1,928,054                     | \$ 1,839,296 | \$ 1,309,913 |
| Facility operating expense  | 318,112   | 305,059     | 1,261,581                        | 1,170,937    | 819,801      |
| General and administrative<br>expense (including non-cash<br>stock-based compensation<br>expense) | 33,707  | 36,388      | 140,919                          | 138,013      | 117,897      |
| Facility lease expense  | 67,741  | 67,812      | 269,469                          | 271,628      | 228,779      |
| Depreciation and amortization   | 68,133  | 71,940      | 276,202                          | 299,925      | 188,129      |
| Goodwill and asset impairment   |   |             | 220,026                          |              |              |
| Total operating expense   | 487,693   | 481,199     | 2,168,197                        | 1,880,503    | 1,354,606    |
| Income (loss) from operations   | 10,253  | (551)       | (240,143)                        | (41,207)     | (44,693)     |
| Interest income   | 820   | 1,626       | 7,618                            | 7,519        | 6,810        |
| Interest expense  |   |             |                                  |              |              |
| Debt  | (32,821)  | (35,871)    | (147,389)                        | (143,991)    | (97,694)     |
| Amortization of deferred financing<br>costs   | (1,542)   | (1,557)     | (9,707)                          | (7,064)      | (5,061)      |
| Change in fair value of derivatives<br>and amortization   | (4,285)   | (45,633)    | (68,146)                         | (73,222)     | (38)         |
| Loss on extinguishment of debt  |   | (2,821)     | (3,052)                          | (2,683)      | (1,526)      |
| Equity in earnings (loss) of<br>unconsolidated ventures   | 595   | (173)       | (861)                            | (3,386)      | (3,705)      |
| Other non-operating income  | 4,232   |             | 1,708                            | 402          |              |
| Loss before income taxes  | (22,748)  | (84,980)    | (459,972)                        | (263,632)    | (145,907)    |
| Benefit for income taxes  | 9,112   | 29,887      | 86,731                           | 101,260      | 38,491       |
| Loss before minority interest   | (13,636)  | (55,093)    | (373,241)                        | (162,372)    | (107,416)    |
| Minority interest   |   |             |                                  | 393          | (671)        |
| Net loss  | \$ (13,636)   | \$ (55,093) | \$ (373,241)                     | \$ (161,979) | \$ (108,087) |
| Basic and diluted loss per share  | \$ (0.13)   | \$ (0.54)   | \$ (3.67)                        | \$ (1.60)    | \$ (1.34)    |
|   | 101,738   | 101,995     | 101,667                          | 101,511      | 80,842       |

Shares used in computing basic  
and diluted loss per share

|   |    |    |      |    |      |    |      |    |      |
|---|----|----|------|----|------|----|------|----|------|
| Dividends declared per share of<br>common stock | \$ | \$ | 0.25 | \$ | 0.75 | \$ | 1.95 | \$ | 1.55 |
|---|----|----|------|----|------|----|------|----|------|

**Other Operating Data**

|   |          |          |          |          |          |     |
|---|----------|----------|----------|----------|----------|-----|
| Total number of communities (at<br>end of period) |          | 548      | 550      | 548      | 550      | 546 |
| Total units/beds                                  | 51,888   | 51,857   | 51,804   | 52,086   | 51,271   |     |
| Occupancy rate (weighted<br>average)              | 88.7%    | 90.0%    | 89.6%    | 90.7%    | 90.4%    |     |
| Average monthly revenue per<br>unit/bed           | \$ 3,961 | \$ 3,759 | \$ 3,791 | \$ 3,577 | \$ 3,247 |     |

S-8

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**Table of Contents**

|   | Twelve Months      |          |                    |           |           |
|---|--------------------|----------|--------------------|-----------|-----------|
|   | Three Months Ended |          | Ended December 31, |           |           |
|   | 2009               | 2008     | 2008               | 2007      | 2006      |
| <b>Selected Segment Operating and Other Data:</b> |                    |          |                    |           |           |
| <b>Retirement Centers</b>                         |                    |          |                    |           |           |
| Number of communities (period end)                | 85                 | 87       | 85                 | 87        | 85        |
| Total units/beds                                  | 15,258             | 15,747   | 15,251             | 15,805    | 15,556    |
| Occupancy rate (weighted average)                 | 88.9%              | 90.5%    | 90.3%              | 92.4%     | 92.4%     |
| Average monthly revenue per unit/bed              | \$ 3,329           | \$ 3,191 | \$ 3,229           | \$ 3,067  | \$ 2,864  |
| <b>Assisted Living</b>                            |                    |          |                    |           |           |
| Number of communities (period end)                | 406                | 409      | 409                | 409       | 405       |
| Total units/beds                                  | 20,808             | 20,906   | 21,021             | 21,012    | 20,687    |
| Occupancy rate (weighted average)                 | 89.6%              | 89.8%    | 89.9%              | 89.7%     | 89.7%     |
| Average monthly revenue per unit/bed              | \$ 3,895           | \$ 3,740 | \$ 3,738           | \$ 3,537  | \$ 3,285  |
| <b>CCRCs</b>                                      |                    |          |                    |           |           |
| Number of communities (period end)                | 35                 | 32       | 32                 | 32        | 32        |
| Total units/beds                                  | 11,474             | 10,798   | 11,183             | 10,853    | 10,480    |
| Occupancy rate (weighted average)                 | 86.7%              | 89.4%    | 87.9%              | 90.0%     | 88.2%     |
| Average monthly revenue per unit/bed              | \$ 5,017           | \$ 4,699 | \$ 4,759           | \$ 4,481  | \$ 4,048  |
| <b>Management Services</b>                        |                    |          |                    |           |           |
| Number of communities (period end)                | 22                 | 22       | 22                 | 22        | 24        |
| Total units/beds                                  | 4,348              | 4,406    | 4,349              | 4,416     | 4,548     |
| Occupancy rate (weighted average)                 | 86.3%              | 83.4%    | 84.9%              | 87.1%     | 92.3%     |
| <b>Selected Entrance Fee Data:</b>                |                    |          |                    |           |           |
| Non-refundable entrance fee sales                 | \$ 4,872           | \$ 2,780 | \$ 22,601          | \$ 19,330 | \$ 12,796 |
| Refundable entrance fee sales                     | 3,638              | 3,492    | 19,871             | 25,919    | 14,760    |
| Total entrance fee receipts                       | 8,510              | 6,272    | 42,472             | 45,249    | 27,556    |
| Refunds   | (5,836)            | (3,632)  | (19,150)           | (19,557)  | (9,188)   |
| Net entrance fees                                 | \$ 2,674           | \$ 2,640 | \$ 23,322          | \$ 25,692 | \$ 18,368 |

|                           | As of March 31, |            | As of December 31, |            |           |
|---------------------------|-----------------|------------|--------------------|------------|-----------|
|                           | 2009            | 2008       | 2008               | 2007       | 2006      |
|                           | (In thousands)  |            |                    |            |           |
| <b>Balance Sheet Data</b> |                 |            |                    |            |           |
| Cash and cash equivalents | \$ 52,507       | \$ 119,536 | \$ 53,973          | \$ 100,904 | \$ 68,034 |
| Total assets              | 4,468,431       | 4,813,736  | 4,449,258          | 4,811,622  | 4,756,000 |
| Total debt                | 2,564,760       | 2,447,376  | 2,552,929          | 2,335,224  | 1,874,939 |
| Total stockholders equity | 954,301         | 1,346,116  | 960,601            | 1,419,538  | 1,764,012 |

S-9

**Table of Contents**

**RISK FACTORS**

Investing in shares of our common stock involves a high degree of risk. Before deciding to invest in our common stock, you should carefully consider the following risk factor and those incorporated by reference in this prospectus supplement, including in the section entitled "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2008, as well as other information contained or incorporated by reference in this prospectus supplement or the accompanying prospectus. The occurrence of any of these risks could materially and adversely affect our business, prospects, financial condition, results of operations and cash flow, in which case, the trading price of our shares of common stock would decline and you could lose all or part of your investment.

**Risks related to Taxation**

*Our ability to use net operating loss carryovers to reduce future tax payments may be limited.*

Section 382 of the Internal Revenue Code contains rules that limit the ability of a company that undergoes an ownership change, which is generally any change in ownership of more than 50% of its stock over a three-year period, to utilize its net operating loss carryforwards and certain built-in losses recognized in years after the ownership change. These rules generally operate by focusing on ownership changes involving stockholders owning directly or indirectly 5% or more of the stock of a company and any change in ownership arising from a new issuance of stock by the company. The determination of whether an ownership change occurs is complex and not within the control of the company. Consequently, no assurance can be provided as to whether an ownership change has occurred or will occur in the future. Generally, if an ownership change occurs, the yearly limitation is equal to the product of the applicable long term tax exempt rate (presently 4.61%) and the value of the company's stock immediately before the ownership change. Based on the Company's current share price, the annual limitation would be approximately \$55 million.

**USE OF PROCEEDS**

We estimate that the net proceeds from this offering will be approximately \$143 million, or approximately \$164 million if the underwriters exercise their option to purchase additional shares in full, in each case after deducting underwriting discounts and estimated offering expenses.

We intend to use the net proceeds from this offering to repay the \$125 million of indebtedness currently outstanding under the Second Amended and Restated Credit Agreement, dated as of February 27, 2009, among us, Bank of America, N.A., as administrative agent, Banc of America Securities LLC, as sole lead arranger and book manager, and the several lenders from time to time parties thereto (the "Credit Agreement"), and the remainder for working capital and other general corporate purposes. Pending the application of the net proceeds for these purposes, the net proceeds may be invested temporarily in interest-bearing accounts and short-term interest-bearing securities.

As of June 1, 2009, the Credit Agreement consists of a \$218.6 million revolving loan facility with a \$25.0 million letter of credit sublimit and is scheduled to mature on August 31, 2010. As of June 1, 2009, \$125 million was drawn on the revolving loan facility and \$23.6 million of letters of credit had been issued under the credit facility. At our option, amounts drawn under the revolving loan facility generally bear interest at either (i) LIBOR plus a margin of 7.0% or (ii) the greater of (a) the Bank of America prime rate or (b) the Federal Funds rate plus 0.5%, plus a margin of 7%. For purposes of determining the interest rate, in no event shall the base rate or LIBOR be less than 3.0%. In connection with the loan commitments, we will pay a quarterly commitment fee of 1.0% per annum on the average daily amount of undrawn funds. We will also be required to pay a fee equal to 7.0% of the amount of any issued and outstanding letters of credit; provided, with respect to drawable amounts that have been cash collateralized, the letter

of credit fee shall be payable at a rate per annum equal to 2.0%. At June 1, 2009, LIBOR was 0.65%, the Bank of America prime rate was 3.25% and the Federal Funds rate was 0.20%.

As described in more detail in Prospectus Supplement Summary Recent Developments , pursuant to the First Amendment, the revolving loan facility under the Credit Agreement will be reduced to \$75.0 million with a \$25.0 million letter of credit subfacility. In addition, the interest rate margin on loans, as well as fees on letters of credit, as a result of the maximum amount of the facility having been reduced to \$75.0 million, will be reduced to

S-10

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**Table of Contents**

6%. The effectiveness of the First Amendment is conditioned upon, among other matters, the closing of this equity offering and the payment in full of all outstanding loans on or before June 10, 2009.

An affiliate of Fortress is one of the several lenders under the Credit Agreement. The Fortress affiliate will receive approximately \$54 million as a result of the application of the offering proceeds to repay funds borrowed under the Credit Agreement. Affiliates of certain of the underwriters act as lenders and/or agents under the Credit Agreement and therefore may receive a portion of the proceeds from this offering.

Borrowings currently outstanding under the Credit Agreement were or will be used to refinance our previous indebtedness and to provide ongoing working capital and for other general corporate purposes.

**PRICE RANGE OF OUR COMMON STOCK AND DIVIDENDS**

Our common stock is listed for trading on the New York Stock Exchange ( NYSE ) under the symbol BKD. The following table sets forth the quarterly high and low sales prices of our common stock on the NYSE for the periods indicated and dividends during such periods:

|                                       | <b>High</b> | <b>Low</b> | <b>Dividend<br/>per Share</b> |
|---------------------------------------|-------------|------------|-------------------------------|
| Year ending December 31, 2007         |             |            |                               |
| First Quarter                         | \$ 49.94    | \$ 43.13   | \$ 0.45                       |
| Second Quarter                        | \$ 48.36    | \$ 41.73   | \$ 0.50                       |
| Third Quarter                         | \$ 48.41    | \$ 33.53   | \$ 0.50                       |
| Fourth Quarter                        | \$ 41.70    | \$ 27.50   | \$ 0.50                       |
| Year ending December 31, 2008         |             |            |                               |
| First Quarter                         | \$ 28.29    | \$ 20.46   | \$ 0.25                       |
| Second Quarter                        | \$ 27.22    | \$ 20.15   | \$ 0.25                       |
| Third Quarter                         | \$ 27.05    | \$ 14.06   | \$ 0.25                       |
| Fourth Quarter                        | \$ 21.84    | \$ 3.03    |                               |
| Year ending December 31, 2009         |             |            |                               |
| First Quarter                         | \$ 7.16     | \$ 2.50    |                               |
| Second Quarter (through June 1, 2009) | \$ 14.87    | \$ 4.66    |                               |

On June 1, 2009, the closing sale price of our common stock as reported on the NYSE was \$12.35 per share, and we had approximately 543 holders of record of our common stock.

**Dividend Policy**

On December 30, 2008, our Board of Directors voted to suspend our quarterly cash dividend indefinitely. Although we anticipate that, over the intermediate and longer-term, we will pay regular quarterly dividends to the holders of our common stock, over the near term we are focused on preserving liquidity. Accordingly, we do not expect to pay cash dividends on our common stock for the foreseeable future. In addition, our Credit Facility currently prohibits us from paying dividends or making cash distributions on our common stock.

Our ability to pay and maintain cash dividends in the future will be based on many factors, including then-existing contractual restrictions or limitations, our ability to execute our growth strategy, our ability to negotiate favorable lease and other contractual terms, anticipated operating expense levels, the level of demand for our units/beds,

occupancy rates, entrance fee sales results, the rates we charge, our liquidity position and actual results that may vary substantially from estimates. Some of the factors are beyond our control and a change in any such factor could affect our ability to pay or maintain dividends. We can give no assurance as to our ability to pay or maintain dividends in the future. We also cannot assure you that the level of dividends will be maintained or increase over time or that increases in demand for our units/beds and monthly resident fees will increase our actual cash available for dividends to stockholders. As we have done in the past, we may also pay dividends in the future that exceed our net income for the relevant period as calculated in accordance with accounting principles generally accepted in the United States, or U.S. GAAP.

S-11

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**Table of Contents****CAPITALIZATION**

The following table sets forth our cash and cash equivalents and capitalization as of March 31, 2009 on an actual basis and on an as adjusted basis to give effect to:

the sale of \$150,000,000 of shares of common stock by us in this offering and our receipt of \$143 million in estimated net proceeds after deducting the underwriting discounts and estimated offering expenses; and

the application of the estimated net proceeds to repay a total of \$125 million of indebtedness under the Credit Agreement as described in Use of Proceeds.

You should read the following table in conjunction with our consolidated financial statements and the notes thereto incorporated by reference in this prospectus supplement and the accompanying prospectus.

|  | <b>As of March 31,<br/>2009</b> |                    |
|--|---------------------------------|--------------------|
|  | <b>Actual</b>                   | <b>As Adjusted</b> |
|  | <b>(In thousands)</b>           |                    |
| Cash and cash equivalents  | \$ 52,507                       | \$ 70,507          |
| Total debt (current and long-term)   | \$ 2,409,760                    | \$ 2,409,760       |
| Total line of credit (current and long-term)   | \$ 155,000                      | \$ 30,000          |
| Stockholders' equity:  |                                 |                    |
| Common Stock, \$0.01 par value per share: 200,000,000 shares authorized, actual and as adjusted: 106,434,001 shares issued and 105,222,700 shares outstanding, actual, shares issued and shares outstanding, as adjusted | \$ 1,053                        | \$ 1,174           |
| Preferred Stock, \$0.01 par value per share: 50,000,000 shares authorized, actual and as adjusted; no shares issued and outstanding, actual and as adjusted  |                                 |                    |
| Additional paid-in capital   | \$ 1,697,883                    | \$ 1,840,762       |
| Treasury stock, at cost  | \$ (29,187)                     | \$ (29,187)        |
| Accumulated deficit  | \$ (714,354)                    | \$ (714,354)       |
| Accumulated other comprehensive income (loss)  | \$ (1,094)                      | \$ (1,094)         |
| Total stockholders' equity   | \$ 954,301                      | \$ 1,097,301       |
| Total liabilities and stockholders' equity   | \$ 4,468,431                    | \$ 4,486,431       |

**Table of Contents****DILUTION**

Dilution is the amount by which the portion of the offering price paid by purchasers of our common stock to be sold by us in the offering exceeds the net tangible book value or deficiency per share of our common stock after the offering. Net tangible book value or deficiency per share of our common stock is determined at any date by subtracting our total liabilities from our total assets less our intangible assets and dividing the difference by the number of shares of common stock deemed to be outstanding at that date.

Our unaudited net tangible book value, defined as stockholders' equity less goodwill and other intangible assets, at March 31, 2009 was approximately \$159.0 million, or approximately \$1.56 per each of the 101,786,211 shares of common stock then outstanding.

New investors who purchase shares of our common stock from us may suffer an immediate dilution of the difference between the purchase price per share and our net tangible book value per share at the date they purchase. Dilution per share represents the difference between the amount per share paid by the new investors in this offering and the net tangible book value per share immediately afterwards. After giving effect to the sale of \$150,000,000 of our common stock in this offering (receipt of \$143 million of estimated net proceeds) after deducting the estimated underwriting discounts and the estimated offering expenses payable by us, our net tangible book value at March 31, 2009 would have been approximately \$302.0 million or \$2.65 per share. This represents an immediate increase in net tangible book value per share of \$1.09 to existing stockholders and an immediate dilution of \$9.70 per share to new investors purchasing our common stock in this offering.

The following table illustrates this per share dilution to new investors purchasing our common stock in this offering.

|   |         |          |
|---|---------|----------|
| Assumed public offering price per share                                     |         | \$ 12.35 |
| Net tangible book value per share as of March 31, 2009                      | \$ 1.56 |          |
| Increase in net tangible book value per share attributable to new investors | \$ 1.09 |          |
| Net tangible book value per share after this offering                       |         | \$ 2.65  |
| Dilution per share to new investors   |         | \$ 9.70  |

The number of shares outstanding excludes 3,436,489 shares of restricted stock issued to employees under our stock incentive plans that were not vested as of March 31, 2009. In addition, as of March 31, 2009, additional shares of common stock were reserved for future issuance under our stock incentive and purchase plans. To the extent that, as of March 31, 2009, the shares of restricted stock had vested or any additional shares had been issued under our stock incentive and purchase plans, the dilution to new investors would have been greater. In addition, we have granted the underwriter a 30-day option to purchase up to an additional \$22,500,000 of our common stock, which shares are not included in the dilution calculation set forth above.

**MATERIAL U.S. FEDERAL INCOME AND ESTATE TAX  
CONSIDERATIONS TO NON-U.S. HOLDERS**

The following discussion is a summary of the anticipated material U.S. federal income tax considerations generally applicable to the purchase, ownership and disposition of our common stock by Non-U.S. Holders (as defined below). This summary deals only with our common stock held as capital assets by holders who purchase common stock in this

offering. This discussion does not cover all aspects of U.S. federal income taxation that may be relevant to the purchase, ownership or disposition of our common stock by prospective investors in light of their particular circumstances. In particular, this discussion does not address all of the tax considerations that may be relevant to certain types of investors subject to special treatment under U.S. federal income tax laws, such as:

dealers in securities or currencies;

financial institutions;

regulated investment companies;

real estate investment trusts;

S-13

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**Table of Contents**

tax-exempt entities;

insurance companies;

persons holding common stock as part of a hedging, integrated, conversion or constructive sale transaction or a straddle;

traders in securities that elect to use a mark-to-market method of accounting for their securities holdings;

persons liable for alternative minimum tax;

U.S. expatriates;

partnerships or entities or arrangements treated as a partnership or other pass-through entity for U.S. federal tax purposes (or investors therein); or

U.S. Holders (as defined below).

Furthermore, this summary is based upon the provisions of the Internal Revenue Code of 1986, as amended, or the Code, the Treasury regulations promulgated thereunder and administrative and judicial interpretations thereof, all as of the date hereof. Such authorities may be repealed, revoked, modified or subject to differing interpretations, possibly on a retroactive basis, so as to result in U.S. federal income tax consequences different from those discussed below. This discussion does not address any state, local or non-U.S. tax considerations.

For purposes of this summary, a U.S. Holder means a beneficial owner of our common stock that is for U.S. federal income tax purposes one of the following:

a citizen or an individual resident of the United States;

a corporation (or other entity taxable as a corporation) created or organized in or under the laws of the United States or any state thereof or the District of Columbia;

an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or

a trust if it (i) is subject to the primary supervision of a court within the United States and one or more U.S. persons have the authority to control all substantial decisions of the trust, or (ii) has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

If a partnership or other entity or arrangement treated as a partnership for U.S. federal income tax purposes holds our common stock, the U.S. federal income tax treatment of a partner in such partnership will generally depend upon the status of the partner and the activities of the partnership. If you are a partnership or a partner of a partnership holding our common stock, we particularly urge you to consult your own tax advisors.

**If you are considering the purchase of our common stock, we urge you to consult your own tax advisors concerning the particular U.S. federal income tax consequences to you of the purchase, ownership and disposition of our common stock, as well as any consequences to you arising under state, local and non-U.S. tax laws.**

The following discussion applies only to Non-U.S. Holders. A Non-U.S. Holder is a beneficial owner of our common stock (other than a partnership or an entity or arrangement treated as a partnership for U.S. federal income tax purposes) that is not a U.S. Holder. Special rules may apply to you if you are a controlled foreign corporation or a passive foreign investment company, or are otherwise subject to special treatment under the Code. Any such holders should consult their own tax advisors to determine the U.S. federal, state, local and non-U.S. income and other tax consequences that may be relevant to them.

### **Dividends**

Dividends paid to you (to the extent paid out of our current or accumulated earnings and profits, as determined for U.S. federal income tax purposes) generally will be subject to U.S. federal withholding tax at a 30% rate, or such lower rate as may be specified by an applicable tax treaty. However, dividends that are effectively connected with a trade or business you conduct within the United States, or, if certain tax treaties apply, are attributable to a

S-14

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## **Table of Contents**

permanent establishment you maintain in the United States, are not subject to the U.S. federal withholding tax, but instead are subject to U.S. federal income tax on a net income basis at the applicable graduated individual or corporate rates. Special certification and disclosure requirements must be satisfied for effectively connected income to be exempt from withholding. If you are a corporation, any such effectively connected dividends that you receive may be subject to an additional branch profits tax at a 30% rate or such lower rate as may be specified by an applicable income tax treaty.

If you wish to claim the benefit of an applicable treaty rate for dividends paid on our common stock, you must provide the withholding agent with a properly executed IRS Form W-8BEN, claiming an exemption from or reduction in withholding under the applicable income tax treaty.

If you are eligible for a reduced rate of U.S. federal withholding tax pursuant to an applicable income tax treaty, you may obtain a refund of any excess amounts withheld by filing an appropriate claim for refund with the IRS.

## **Sale, Exchange or Other Taxable Disposition of Common Stock**

You generally will not be subject to U.S. federal income tax with respect to gain recognized on a sale, exchange or other taxable disposition of shares of our common stock unless:

the gain is effectively connected with your conduct of a trade or business in the United States, or, if certain tax treaties apply, is attributable to a permanent establishment you maintain in the United States;

if you are an individual and hold shares of our common stock as a capital asset, you are present in the United States for 183 or more days in the taxable year of the sale, exchange or other taxable disposition, and certain other requirements are met; or

we are or have been a United States real property holding corporation for U.S. federal income tax purposes at any time during the shorter of the five-year period preceding such disposition and your holding period in the common stock, and (i) you beneficially own, or have owned, more than 5% of the total fair market value of our common stock at any time during the five-year period preceding such disposition, or (ii) our common stock has ceased to be traded on an established securities market prior to the beginning of the calendar year in which the sale or disposition occurs.

If you are an individual and are described in the first bullet above, you will be subject to tax on any gain derived from the sale, exchange or other taxable disposition at applicable graduated U.S. federal income tax rates. If you are an individual and are described in the second bullet above, you will generally be subject to a flat 30% tax on any gain derived from the sale, exchange or other taxable disposition that may be offset by U.S. source capital losses (even though you are not considered a resident of the United States). If you are a corporation and are described in the first bullet above, you will be subject to tax on your gain at applicable graduated U.S. federal income tax rates and, in addition, may be subject to the branch profits tax on your effectively connected earnings and profits for the taxable year, which would include such gain, at a rate of 30% or at such lower rate as may be specified by an applicable income tax treaty, subject to adjustments.

We believe that we may be a United States real property holding corporation for U.S. federal income tax purposes. Generally, a corporation is a U.S. real property holding corporation if the fair market value of its U.S. real property interests, as defined in the Code and applicable Treasury regulations, equals or exceeds 50% of the aggregate fair market value of its worldwide real property interests and its other assets used or held for use in a trade or business. If we are a United States real property holding corporation and you are a holder of greater than 5% of the total fair market value of our common stock, you should consult your tax advisor.



**U.S. Federal Estate Tax**

Shares of our common stock held by an individual Non-U.S. Holder at the time of his or her death will be included in such Non-U.S. Holder's gross estate for U.S. federal estate tax purposes, unless an applicable estate tax treaty provides otherwise.

S-15

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**Table of Contents**

**Information Reporting and Backup Withholding**

You may be subject to information reporting and backup withholding with respect to any dividends on, and the proceeds from dispositions of, our common stock paid to you, unless you comply with certain reporting procedures (usually satisfied by providing an IRS Form W-8BEN) or otherwise establish an exemption. Additional rules relating to information reporting requirements and backup withholding with respect to the payment of proceeds from the disposition of shares of our common stock will apply as follows:

If the proceeds are paid to or through the U.S. office of a broker (U.S. or foreign), they generally will be subject to backup withholding and information reporting, unless you certify that you are not a U.S. person under penalties of perjury (usually on an IRS Form W-8BEN) or otherwise establish an exemption;

If the proceeds are paid to or through a non-U.S. office of a broker that is not a U.S. person and is not a foreign person with certain specified U.S. connections, or a U.S. Related Person, they will not be subject to backup withholding or information reporting; and

If the proceeds are paid to or through a non-U.S. office of a broker that is a U.S. person or a U.S. Related Person, they generally will be subject to information reporting (but not backup withholding), unless you certify that you are not a U.S. person under penalties of perjury (usually on an IRS Form W-8BEN) or otherwise establish an exemption.

In addition, the amount of any dividends paid to you and the amount of tax, if any, withheld from such payment generally must be reported annually to you and the IRS. The IRS may make such information available under the provisions of an applicable income tax treaty to the tax authorities in the country in which you reside. Any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against your U.S. federal income tax liability provided the required information is timely furnished by you to the IRS. Non-U.S. Holders should consult their own tax advisors regarding the filing of a U.S. tax return for claiming a refund of such backup withholding.

**Table of Contents**

**UNDERWRITING**

Goldman, Sachs & Co., Barclays Capital Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated are acting as the representatives of each of the underwriters named below. Subject to the terms and conditions set forth in an underwriting agreement among us and the underwriters, we have agreed to sell to the underwriters, and each of the underwriters has agreed, severally and not jointly, to purchase from us, the number of shares of common stock set forth opposite its name below.

| <b>Underwriter</b>                                    | <b>Number of<br/>Shares</b> |
|---|-----------------------------|
| Goldman, Sachs & Co.                                  |                             |
| Barclays Capital Inc.                                 |                             |
| Merrill Lynch, Pierce, Fenner & Smith<br>Incorporated |                             |
| Stifel, Nicolaus & Company, Incorporated              |                             |
| Allen & Company LLC                                   |                             |
| Morgan Keegan & Company, Inc.                         |                             |
| <br>Total   |                             |

Subject to the terms and conditions set forth in the underwriting agreement, the underwriters have agreed, severally and not jointly, to purchase all of the shares sold under the underwriting agreement if any of these shares are purchased. If an underwriter defaults, the underwriting agreement provides that the purchase commitments of the nondefaulting underwriters may be increased or, in certain circumstances, the underwriting agreement may be terminated.

We have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the underwriters may be required to make in respect of those liabilities.

The underwriters are offering the shares, subject to prior sale, when, as and if issued to and accepted by them, subject to approval of legal matters by their counsel, including the validity of the shares, and other conditions contained in the underwriting agreement, such as the receipt by the underwriters of officer's certificates and legal opinions. The underwriters reserve the right to withdraw, cancel or modify offers to the public and to reject orders in whole or in part.

**Commissions and Discounts**

The representatives have advised us that the underwriters propose initially to offer the shares to the public at the public offering price set forth on the cover page of this prospectus supplement and to dealers at that price less a concession not in excess of \$      per share. The underwriters may allow, and the dealers may realow, a discount not in excess of \$      per share to other dealers. After this offering, the public offering price, concession and discount may be changed.

The following table shows the public offering price, underwriting discount and proceeds before expenses to us. The information assumes either no exercise or full exercise by the underwriters of their option to purchase additional shares.

|                                  | <b>Per Share</b> | <b>Without<br/>Option</b> | <b>Total<br/>With<br/>Option</b> |
|----------------------------------|------------------|---------------------------|----------------------------------|
| Public offering price            |                  |                           |                                  |
| Underwriting discount            |                  |                           |                                  |
| Proceeds, before expenses, to us |                  |                           |                                  |

The expenses of the offering, not including the underwriting discount, are estimated at \$ and are payable by us.

### **Option to Purchase Additional Shares**

We have granted an option to the underwriters to purchase up to \$22,500,000 of additional shares at the public offering price listed on the cover page of this prospectus supplement, less the underwriting discount. The underwriters may exercise this option for 30 days from the date of this prospectus supplement. If the underwriters exercise this option, each will be obligated, subject to conditions contained in the underwriting agreement, to purchase a number of additional shares proportionate to that underwriter's initial amount reflected in the above table.

## **Table of Contents**

### **No Sales of Similar Securities**

We, our executive officers and directors have agreed, with certain limited exceptions, not to sell or transfer any common stock or securities convertible into, exchangeable for, exercisable for, or repayable with common stock, for 60 days after the date of this prospectus supplement without first obtaining the written consent of Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated. Specifically, we and each of these other persons have agreed, with certain limited exceptions, not to directly or indirectly:

offer, pledge, sell or contract to sell any common stock,

sell any option or contract to purchase any common stock,

purchase any option or contract to sell any common stock,

grant any option, right or warrant for the sale of any common stock,

lend or otherwise dispose of or transfer any common stock,

request or demand that we file a registration statement related to the common stock, or

enter into any swap or other agreement that transfers, in whole or in part, the economic consequence of ownership of any common stock whether any such swap or transaction is to be settled by delivery of shares or other securities, in cash or otherwise.

This lock-up provision applies to common stock and to securities convertible into or exchangeable or exercisable for or repayable with common stock. It also applies to common stock owned now or acquired later by the person executing the agreement or for which the person executing the agreement later acquires the power of disposition. In the event that either (x) during the last 17 days of lock-up period referred to above, we issue an earnings release or material news or a material event relating to the Company occurs or (y) prior to the expiration of the lock-up period, we announce that we will release earnings results or become aware that material news or a material event will occur during the 15-day period beginning on the last day of the lock-up period, the restrictions described above shall continue to apply until the expiration of the 18-day period beginning on the issuance of the earnings release or the occurrence of the material news or material event.

### **New York Stock Exchange Listing**

The shares are listed on the NYSE under the symbol BKD.

### **FINRA Regulations**

Because affiliates of certain of the underwriters act as lenders and/or agents under the Credit Agreement and the proceeds from this offering will be used for the repayment of the Credit Agreement, the underwriters and their affiliates may receive over 10% of the net proceeds of the offering. Accordingly, this offering is being made in compliance with the requirements of FINRA Conduct Rule 5110(h).

### **Price Stabilization and Short Positions**

Until the distribution of the shares is completed, SEC rules may limit underwriters and selling group members from bidding for and purchasing our common stock. However, the representatives may engage in transactions that stabilize

the price of the common stock, such as bids or purchases to peg, fix or maintain that price.

In connection with the offering, the underwriters may purchase and sell our common stock in the open market. These transactions may include short sales, purchases on the open market to cover positions created by short sales and stabilizing transactions. Short sales involve the sale by the underwriters of a greater number of shares than they are required to purchase in the offering. Covered short sales are sales made in an amount not greater than the underwriters option to purchase additional shares in the offering. The underwriters may close out any covered short position by either exercising their option to purchase additional shares or purchasing shares in the open market. In determining the source of shares to close out the covered short position, the underwriters will consider, among other things, the price of shares available for purchase in the open market as compared to the price at which they may purchase shares through their option to purchase additional shares. Naked short sales are sales in excess of the option to purchase additional shares. The underwriters must close out any naked short position by purchasing shares

S-18

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## **Table of Contents**

in the open market. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of our common stock in the open market after pricing that could adversely affect investors who purchase in the offering. Stabilizing transactions consist of various bids for or purchases of shares of common stock made by the underwriters in the open market prior to the completion of the offering.

Similar to other purchase transactions, the underwriters' purchases to cover the syndicate short sales may have the effect of raising or maintaining the market price of our common stock or preventing or retarding a decline in the market price of our common stock. As a result, the price of our common stock may be higher than the price that might otherwise exist in the open market.

Neither we nor any of the underwriters make any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of our common stock. In addition, neither we nor any of the underwriters make any representation that the representatives will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.

## **Electronic Offer, Sale and Distribution of Shares**

In connection with the offering, certain of the underwriters or securities dealers may distribute this prospectus supplement and the accompanying prospectus by electronic means, such as e-mail. In addition, the underwriters may facilitate Internet distribution for this offering to certain of their Internet subscription customers. The underwriters may allocate a limited number of shares for sale to their online brokerage customers. An electronic prospectus supplement and the accompanying prospectus are available on the Internet websites maintained by the underwriters. Other than the prospectus supplement and the accompanying prospectus in electronic format, the information websites is not part of this prospectus is not a part of this prospectus supplement or the accompany prospectus.

## **Other Relationships**

Certain of the underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory and investment banking services for the Company, for which they received or will receive customary fees and expenses. Affiliates of certain of the underwriters act as lenders and/or agents under the Credit Agreement and therefore may receive a portion of the proceeds from this offering.

## **European Economic Area**

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State), each underwriter has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the Relevant Implementation Date) it has not made and will not make an offer of shares to the public in that Relevant Member State prior to the publication of a prospectus in relation to the shares which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive, except that it may, with effect from and including the Relevant Implementation Date, make an offer of shares to the public in that Relevant Member State at any time:

- (a) to legal entities which are authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose corporate purpose is solely to invest in securities;
- (b) to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than 43,000,000 and (3) an annual net turnover of more than 50,000,000, as shown in

its last annual or consolidated accounts;

(c) to fewer than 100 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the representatives for any such offer; or

(d) in any other circumstances which do not require the publication by the Issuer of a prospectus pursuant to Article 3 of the Prospectus Directive.

S-19

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## **Table of Contents**

For the purposes of this provision, the expression an offer of shares to the public in relation to any shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the shares to be offered so as to enable an investor to decide to purchase or subscribe the shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State and the expression Prospectus Directive means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

Each underwriter has represented and agreed that:

(a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of the shares in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and

(b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the shares in, from or otherwise involving the United Kingdom.

## **Hong Kong**

The shares may not be offered or sold by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), or (ii) to professional investors within the meaning of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong) and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a prospectus within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), and no advertisement, invitation or document relating to the shares may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to shares which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.

## **Singapore**

This prospectus supplement and the accompanying prospectus have not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus supplement and the accompanying prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the shares may not be circulated or distributed, nor may the shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the SFA), (ii) to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the shares are subscribed or purchased under Section 275 by a relevant person which is: (a) a corporation (which is not an accredited investor) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries' rights and interest in that trust shall not be transferable for 6 months after that corporation or that trust has acquired the shares under

Section 275 except: (1) to an institutional investor under Section 274 of the SFA or to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA; (2) where no consideration is given for the transfer; or (3) by operation of law.

S-20

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## **Table of Contents**

### **Japan**

The securities have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (the Financial Instruments and Exchange Law) and each underwriter has agreed that it will not offer or sell any securities, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan.

### **Switzerland**

This document, as well as any other material relating to the shares which are the subject of the offering contemplated by this prospectus, do not constitute an issue prospectus pursuant to Article 652a of the Swiss Code of Obligations. The shares will not be listed on the SWX Swiss Exchange and, therefore, the documents relating to the shares, including, but not limited to, this document, do not claim to comply with the disclosure standards of the listing rules of SWX Swiss Exchange and corresponding prospectus schemes annexed to the listing rules of the SWX Swiss Exchange. The shares are being offered in Switzerland by way of a private placement, *i.e.* to a small number of selected investors only, without any public offer and only to investors who do not purchase the shares with the intention to distribute them to the public. The investors will be individually approached by us from time to time. This document, as well as any other material relating to the shares, is personal and confidential and do not constitute an offer to any other person. This document may only be used by those investors to whom it has been handed out in connection with the offering described herein and may neither directly nor indirectly be distributed or made available to other persons without our express consent. It may not be used in connection with any other offer and shall in particular not be copied and/or distributed to the public in (or from) Switzerland.

### **Dubai International Financial Centre**

This document relates to an exempt offer in accordance with the Offered Securities Rules of the Dubai Financial Services Authority. This document is intended for distribution only to persons of a type specified in those rules. It must not be delivered to, or relied on by, any other person. The Dubai Financial Services Authority has no responsibility for reviewing or verifying any documents in connection with exempt offers. The Dubai Financial Services Authority has not approved this document nor taken steps to verify the information set out in it, and has no responsibility for it. The shares which are the subject of the offering contemplated by this prospectus may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the shares offered should conduct their own due diligence on the shares. If you do not understand the contents of this document you should consult an authorised financial adviser.

**Table of Contents**

**LEGAL MATTERS**

Certain legal matters will be passed upon for us by Skadden, Arps, Slate, Meagher & Flom LLP, New York, New York. Willkie Farr & Gallagher LLP, New York, New York is representing the underwriters in this offering. Skadden, Arps, Slate, Meagher & Flom LLP also represents us and Fortress on a variety of past and current matters.

**EXPERTS**

The consolidated financial statements of Brookdale Senior Living Inc. appearing in Brookdale Senior Living Inc.'s Annual Report on Form 10-K for the year ended December 31, 2008 (including the schedule appearing therein) and the effectiveness of Brookdale Senior Living Inc.'s internal control over financial reporting as of December 31, 2008 have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon, included therein, and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such reports given on the authority of such firm as experts in accounting and auditing.

**WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and current reports, proxy statements and other information with the SEC under the Exchange Act. You may inspect without charge any documents filed by us at the SEC's Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet site, *www.sec.gov*, that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC, including Brookdale Senior Living Inc.

We have filed a registration statement on Form S-3 under the Securities Act with the SEC pursuant to which the common stock is being offered by this prospectus supplement. Neither this prospectus supplement nor the accompanying prospectus contains all the information contained in the registration statement because certain parts of the registration statement are omitted in accordance with the rules and regulations of the SEC. The registration statement and the documents filed as exhibits to the registration statement are available for inspection and copying as described above.

The SEC allows us to incorporate by reference information into this prospectus supplement and the accompanying prospectus, which means that we can disclose important information to you by referring you to other documents filed separately with the SEC. The information incorporated by reference is considered part of this prospectus supplement, and information filed with the SEC subsequent to this prospectus supplement and prior to the termination of the offering referred to in this prospectus supplement will automatically be deemed to update and supersede this information. We incorporate by reference into this prospectus supplement and the accompanying prospectus the documents listed below (excluding any portions of such documents that have been furnished but not filed for purposes of the Exchange Act):

our Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed with the SEC on March 2, 2009;

Amendment No. 1 on Form 10-K/A to our Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed on April 30, 2009;

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our Quarterly Report on Form 10-Q for the quarter ended March 31, 2009, filed on May 11, 2009;

our Proxy Statement on Schedule 14A, filed on May 14, 2009;

our Current Reports on Form 8-K, filed on January 29, 2009 and June 1, 2009; and

the description of our common stock set forth in our registration statement on Form 8-A filed on October 11, 2005, and any amendment or report filed for the purpose of updating such description.

S-22

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**Table of Contents**

We also incorporate by reference any future filings made with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act between the date of this prospectus supplement and the date all of the securities offered hereby are sold or this offering is otherwise terminated, with the exception of any information furnished under Item 2.02 or Item 7.01 of Form 8-K (including any related exhibits), which is not deemed filed and which is not incorporated by reference herein. Any such filings shall be deemed to be incorporated by reference and to be a part of this prospectus supplement from the respective dates of filing of those documents.

We will provide without charge upon written or oral request to each person, including any beneficial owner, to whom a prospectus supplement is delivered, a copy of any and all of the documents which are incorporated by reference into this prospectus supplement but not delivered with this prospectus supplement (other than exhibits unless such exhibits are specifically incorporated by reference in such documents).

You may request a copy of these documents by writing or telephoning us at:

Brookdale Senior Living Inc., Attn: Secretary  
111 Westwood Place, Suite 200  
Brentwood, Tennessee 37027  
(615) 221-2250

S-23

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**Table of Contents**

**PROSPECTUS**

**BROOKDALE SENIOR LIVING INC.**

**COMMON STOCK  
PREFERRED STOCK**

We may offer and sell, from time to time in one or more offerings, any combination of common stock and preferred stock having an aggregate initial offering price not exceeding \$1,000,000,000 (or its equivalent in foreign or composite currencies) on terms to be determined at the time of offering. The selling stockholders may also offer and sell, from time to time, up to 60,875,826 shares of our common stock. We will not receive any of the proceeds from the sale of our common stock by selling stockholders.

This prospectus describes some of the general terms that may apply to these securities. We will provide the specific prices and terms of these securities in one or more supplements to this prospectus at the time of the offering. You should read this prospectus and the accompanying prospectus supplement carefully before you make your investment decision.

We or the selling stockholders may offer and sell these securities through underwriters, dealers or agents or directly to purchasers, on a continuous or delayed basis. The securities may also be resold by selling stockholders. The prospectus supplement for each offering will describe in detail the plan of distribution for that offering and will set forth the names of any underwriters, dealers or agents involved in the offering and any applicable fees, commissions or discount arrangements.

**This prospectus may not be used to sell securities unless accompanied by a prospectus supplement.**

Our common stock is listed on the New York Stock Exchange under the trading symbol BKD. Each prospectus supplement will indicate if the securities offered thereby will be listed on any securities exchange.

**Investing in our securities involves a high degree of risk. See Risk Factors on page 2 before you make your investment decision.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus or the accompanying prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus is May 22, 2009.

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**TABLE OF CONTENTS**

|   | <b>Page</b> |
|---|-------------|
| <u>ABOUT THIS PROSPECTUS</u>                                      | ii          |
| <u>SUMMARY</u>  | 1           |
| <u>RISK FACTORS</u>   | 2           |
| <u>USE OF PROCEEDS</u>  | 2           |
| <u>RATIO OF EARNINGS TO FIXED CHARGES AND PREFERRED DIVIDENDS</u> | 2           |
| <u>DESCRIPTION OF CAPITAL STOCK</u>                               | 3           |
| <u>SELLING STOCKHOLDERS</u>                                       | 6           |
| <u>PLAN OF DISTRIBUTION</u>                                       | 6           |
| <u>LEGAL MATTERS</u>  | 9           |
| <u>EXPERTS</u>  | 10          |
| <u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>  | 10          |
| <u>WHERE YOU CAN FIND MORE INFORMATION</u>                        | 11          |

---



**Table of Contents**

**ABOUT THIS PROSPECTUS**

This prospectus is part of a registration statement that we filed with the U.S. Securities and Exchange Commission (the SEC) using a shelf registration process. Under the shelf process, we may sell any combination of the securities described in this prospectus in one or more offerings, up to a maximum aggregate offering price of \$1,000,000,000. In addition, certain of our stockholders may offer from time to time, in one or more offerings, up to 60,875,826 shares of our common stock.

This prospectus only provides you with a general description of the securities we and the selling stockholders may offer. Each time we or any selling stockholders sell securities described in the prospectus we will provide a supplement to this prospectus that will contain specific information about the terms of that offering, including the specific amounts, prices and terms of the securities offered. The prospectus supplement may also add, update or change information contained in this prospectus. You should carefully read both this prospectus and any accompanying prospectus supplement or other offering materials, together with the additional information described under the heading **Where You Can Find More Information**.

You should rely only on the information contained or incorporated by reference in this prospectus. Neither we nor the selling stockholders have authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. Neither we nor the selling stockholders are making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted.

This prospectus and any accompanying prospectus supplement or other offering materials do not contain all of the information included in the registration statement as permitted by the rules and regulations of the SEC. For further information, we refer you to the registration statement on Form S-3, including its exhibits. We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended (Exchange Act), and, therefore, file reports and other information with the SEC. Statements contained in this prospectus and any accompanying prospectus supplement or other offering materials about the provisions or contents of any agreement or other document are only summaries. If SEC rules require that any agreement or document be filed as an exhibit to the registration statement, you should refer to that agreement or document for its complete contents.

You should not assume that the information in this prospectus, any prospectus supplement or any other offering materials is accurate as of any date other than the date on the front of each document. Our business, financial condition, results of operations and prospects may have changed since then.

In this prospectus, unless otherwise specified or the context requires otherwise, we use the terms **Brookdale**, **the Company**, **we**, **us** and **our** to refer to Brookdale Senior Living Inc. and its direct and indirect subsidiaries, except where it is clear that the term refers only to the parent company.

**Table of Contents**

**SUMMARY**

*This is only a summary and may not contain all the information that is important to you. You should carefully read both this prospectus and any accompanying prospectus supplement and any other offering materials, together with the additional information described under the heading *Where You Can Find More Information*.*

**Brookdale Senior Living Inc.**

Brookdale Senior Living Inc. is a leading owner and operator of senior living communities throughout the United States. The Company is committed to providing an exceptional living experience through properties that are designed, purpose-built and operated to provide the highest-quality service, care and living accommodations for residents. We offer our residents access to a full continuum of services across the most attractive sectors of the senior living industry. We currently own and operate independent living, assisted living, and dementia care communities and continuing care retirement communities ( CCRCs ).

As of March 31, 2009, we are the largest operator of senior living communities in the United States based on total capacity, with 548 communities in 35 states and the ability to serve approximately 52,000 residents. As of March 31, 2009, we operated in four business segments: retirement centers, assisted living, CCRCs and management services.

As of March 31, 2009, we operated 85 retirement center communities with 15,258 units/beds, 406 assisted living communities with 20,808 units/beds, 35 CCRCs with 11,474 units/beds and 22 communities with 4,348 units/beds where we provide management services for third parties. The majority of our units/beds are located in campus settings or communities containing multiple services, including CCRCs. As of December 31, 2008, our communities were 89.5% occupied. We generate approximately 86.2% of our revenues from private pay customers. For the year ended December 31, 2008, 39.5% of our revenues were generated from owned communities, 60.1% from leased communities and 0.4% from management fees from communities we operate on behalf of third parties.

Our principal executive offices are located at 111 Westwood Place, Suite 200, Brentwood, Tennessee 37027 and our telephone number at that address is (615) 221-2250. Our website address is [www.brookdaleliving.com](http://www.brookdaleliving.com). The information on, or accessible through, our website is not part of this prospectus and should not be relied upon in connection with making any investment decision with respect to the securities offered by this prospectus.

**Table of Contents****RISK FACTORS**

You should consider the specific risks described in our Annual Report on Form 10-K for the year ended December 31, 2008, our Quarterly Report on Form 10-Q for the quarter ended March 31, 2009, the risk factors described under the caption "Risk Factors" in any applicable prospectus supplement and any risk factors set forth in our other filings with the SEC, pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, before making an investment decision. Each of the risks described in these documents could materially and adversely affect our business, financial condition, results of operations and prospects, and could result in a partial or complete loss of your investment. See "Where You Can Find More Information" beginning on page 11 of this prospectus.

**USE OF PROCEEDS**

Unless otherwise set forth in a prospectus supplement, we intend to use the net proceeds of any offering of securities for working capital and other general corporate purposes, which may include the repayment or refinancing of outstanding indebtedness and the financing of future acquisitions. We will have significant discretion in the use of any net proceeds. The net proceeds may be invested temporarily in interest-bearing accounts and short-term interest-bearing securities until they are used for their stated purpose. We may provide additional information on the use of the net proceeds from the sale of the offered securities in an applicable prospectus supplement relating to the offered securities.

We will not receive any proceeds in the event that the securities are sold by a selling stockholder.

**RATIO OF EARNINGS TO FIXED CHARGES AND PREFERRED DIVIDENDS**

The following table sets forth our consolidated ratio of earnings to combined fixed charges and preferred dividends for the periods indicated:

| <b>Three Months Ended</b> |             | <b>Years Ended December 31,</b> |             |             |             |
|---------------------------|-------------|---------------------------------|-------------|-------------|-------------|
| <b>March 31,</b>          |             |                                 |             |             |             |
| <b>2009</b>               | <b>2008</b> | <b>2007</b>                     | <b>2006</b> | <b>2005</b> | <b>2004</b> |
| (1)                       | (1)         | (1)                             | (1)         | (1)         | (1)         |

(1) Earnings for the three months ended March 31, 2009 and the years ended December 31, 2008, 2007, 2006, 2005 and 2004 were inadequate to cover fixed charges. The coverage deficiencies were \$23.0 million, \$452.9 million, \$257.2 million, \$140.6 million, \$66.7 million and \$5.4 million, respectively.

For purposes of the ratio, "earnings" means the sum of:

our pre-tax income from continuing operations, before adjustments for minority interests in consolidated subsidiaries or income or loss from equity investees;

any distributed income we receive from less-than-fifty-percent-owned companies; and

our fixed charges, excluding capitalized interest, and preferred stock dividend requirements of our consolidated subsidiaries.

Fixed charges and preferred stock dividends means the sum of:

the interest we pay on borrowed funds;

the preferred stock dividend requirements of our consolidated subsidiaries;

the amount we amortize for debt discount, premium, and issuance expense;

an estimate of the interest within rent expense; and

our preferred stock dividend requirements, increased to an amount representing the pre-tax earnings required to cover such dividend requirements based on our effective income tax rates.

**Table of Contents**

**DESCRIPTION OF CAPITAL STOCK**

**General**

As of the date of this prospectus, our authorized capital stock consisted of:

200,000,000 shares of common stock, par value \$0.01 per share; and

50,000,000 shares of preferred stock, par value \$0.01 per share.

As of May 6, 2009, there were outstanding 101,870,646 shares of common stock (excluding unvested restricted shares) and no outstanding shares of preferred stock. All of the currently outstanding shares of common stock are validly issued, fully paid and non-assessable under the Delaware General Corporation Law, or the DGCL.

Set forth below is a summary description of all the material terms of our capital stock. This description is qualified in its entirety by reference to our amended and restated certificate of incorporation and amended and restated by-laws.

**Common Stock**

Each holder of common stock is entitled to one vote for each share of common stock held on all matters submitted to a vote of stockholders. Except as provided with respect to any other class or series of stock, the holders of our common stock will possess the exclusive right to vote for the election of directors and for all other purposes. The amended and restated certificate of incorporation does not provide for cumulative voting in the election of directors. Pursuant to a Stockholders Agreement, as amended, with Fortress Brookdale Acquisition LLC, FIT-ALT Investor LLC, Fortress Investment Trust II (together the Fortress Stockholders ) and Health Partners, so long as the Fortress Stockholders, together with their affiliates and permitted transferees, beneficially own (i) more than 50% of the voting power of the Company, FIG Advisors LLC, an affiliate of the Fortress Stockholders ( FIG Advisors ) shall be entitled to designate four directors, or if the board of directors shall be comprised of eight members, five directors, (ii) less than 50% but more than 25% of the voting power of the Company, FIG Advisors shall be entitled to designate three directors, (iii) less than 25% but more than 10% of the voting power of the Company, FIG Advisors shall be entitled to designate two directors, and (iv) less than 10% but more than 5% of the voting power of the Company, FIG Advisors shall be entitled to designate one director. The Stockholders Agreement requires that the Fortress Stockholders vote or cause to be voted all of their voting shares for the directors nominated as described above.

Subject to any preference rights of holders of our preferred stock that the Company may issue in the future, the holders of our common stock are entitled to receive dividends, if any, declared from time to time by our board of directors out of legally available funds. In the event of our liquidation, dissolution or winding up, the holders of our common stock are entitled to share ratably in all assets remaining after the payment of liabilities, subject to any rights of our holders of preferred stock to prior distribution.

The holders of common stock have no preemptive, subscription, redemption or conversion rights. Any shares of common stock sold under this prospectus will be fully paid and non-assessable upon issuance against full payment of the purchase price for such shares.

Our common stock is listed on the New York Stock Exchange under the symbol BKD. As of May 8, 2009, the closing price per share of our common stock on the New York Stock Exchange was \$12.94, and we had approximately 544 holders of record of our common stock.

**Preferred Stock**

The board of directors has the authority, without action by our stockholders, to issue preferred stock and to fix voting powers for each class or series of preferred stock, and to provide that any class or series may be subject to redemption, entitled to receive dividends, entitled to rights upon dissolution or convertible or exchangeable for shares of any other class or classes of capital stock. The rights with respect to a series or class of preferred stock may be greater than the rights attached to our common stock. It is not possible to state the actual effect of the issuance of any shares of our preferred stock on the rights of holders of our common stock until our board of directors

## **Table of Contents**

determines the specific rights attached to that preferred stock. The effect of issuing preferred stock could include one or more of the following:

restricting dividends in respect of our common stock;

diluting the voting power of our common stock or providing that holders of preferred stock have the right to vote on matters as a class;

impairing the liquidation rights of our common stock; or

delaying or preventing a change of control of Brookdale.

## **Anti-Takeover Effects of Delaware Law, Our Amended and Restated Certificate of Incorporation and Our Amended and Restated By-laws**

The following is a summary of certain provisions of our amended and restated certificate of incorporation and amended and restated by-laws that may be deemed to have an anti-takeover effect and may delay, deter or prevent a tender offer or takeover attempt that a stockholder might consider to be in its best interest, including those attempts that might result in a premium over the market price for the shares held by stockholders.

### ***Authorized but Unissued Shares***

The authorized but unissued shares of our common stock and our preferred stock will be available for future issuance without our stockholder approval. These additional shares may be utilized for a variety of corporate purposes, including future public offerings to raise additional capital, corporate acquisitions and employee benefit plans. The existence of authorized but unissued shares of our common stock and our preferred stock could render more difficult or discourage an attempt to obtain control over us by means of a proxy contest, tender offer, merger or otherwise.

### ***Delaware Business Combination Statute***

We are organized under Delaware law. Some provisions of Delaware law may delay or prevent a transaction that would cause a change in our control.

Our amended and restated certificate of incorporation provides that Section 203 of the DGCL, an anti-takeover law, will not apply to us. In general, this statute prohibits a publicly held Delaware corporation from engaging in a business combination with an interested stockholder for a period of three years after the date of the transaction by which that person became an interested stockholder, unless the business combination is approved in a prescribed manner. For purposes of Section 203, a business combination includes a merger, asset sale or other transaction resulting in a financial benefit to the interested stockholder, and an interested stockholder is a person who, together with affiliates and associates, owns, or within three years prior, did own, 15% or more of voting stock.

### ***Other Provisions of Our Amended and Restated Certificate of Incorporation and Our Amended and Restated By-laws***

Certain provisions of our amended and restated certificate of incorporation may make a change in control of Brookdale more difficult to effect. Our amended and restated certificate of incorporation provides for a staggered board of directors consisting of three classes of directors. Directors of each class are chosen for three-year terms upon the expiration of their current terms and each year one class of our directors will be elected by our stockholders. The current terms of the first, second and third classes will expire in 2011, 2010 and 2009, respectively. We believe that

classification of our board of directors will help to assure the continuity and stability of our business strategies and policies as determined by our board of directors. Additionally, there is no cumulative voting in the election of directors. The classified board provision could have the effect of making the replacement of incumbent directors more time consuming and difficult. At least two annual meetings of stockholders, instead of one, will generally be required to effect a change in a majority of our board of directors. Thus, the classified board provision could increase the likelihood that incumbent directors will retain their positions. The staggered terms of directors may delay, defer or prevent a tender offer or an attempt to change control of us, even though a tender offer or change in control might be in the best interest of our stockholders. In addition, our amended and restated by-laws



## **Table of Contents**

provide that directors may be removed only for cause and only with the affirmative vote of at least 80% of the voting interest of stockholders entitled to vote.

Pursuant to our amended and restated certificate of incorporation, shares of our preferred stock may be issued from time to time, and the board of directors is authorized to determine and alter all rights, preferences, privileges, qualifications, limitations and restrictions without limitation. See Preferred Stock. Our amended and restated by-laws also provide that our stockholders are specifically denied the ability to call a special meeting of the stockholders, except that a majority of stockholders may call such meeting if certain Significant Stockholders (as defined in Corporate Opportunity below) own at least 50% of the then outstanding shares. Advance notice must be provided by our stockholders to nominate persons for election to our board of directors as well as to propose actions to be taken at an annual meeting.

## **Limitations on Liability and Indemnification of Directors and Officers**

Our amended and restated certificate of incorporation and amended and restated by-laws provide that our directors will not be personally liable to us or our stockholders for monetary damages for breach of a fiduciary duty as a director, except for:

any breach of the director's duty of loyalty to us or our stockholders;

intentional misconduct or a knowing violation of law;

liability under Delaware corporate law for an unlawful payment of dividends or an unlawful stock purchase or redemption of stock; or

any transaction from which the director derives an improper personal benefit.

Our amended and restated certificate of incorporation allows us to indemnify our directors and officers to the fullest extent permitted by Delaware law.

We have entered into indemnification agreements with certain of our directors and executive officers. These provisions and agreements may have the practical effect in some cases of eliminating our stockholders' ability to collect monetary damages from our directors and executive officers.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the registrant pursuant to the foregoing provisions, we have been informed that, in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

## **Corporate Opportunity**

Under Article Eight of our amended and restated certificate of incorporation, FIT-ALT Investor LLC, Fortress Brookdale Acquisition LLC, Fortress Investment Trust II, Fortress Registered Investment Trust and Fortress Brookdale Investment Fund LLC, and their respective subsidiaries and affiliates (collectively, the Significant Stockholders) have the right to, and have no duty to abstain from, exercising such right to, engage or invest in the same or similar business as us, do business with any of our clients, customers or vendors or employ or otherwise engage any of our officers, directors or employees. If the Significant Stockholders or any of their officers, directors or employees acquire knowledge of a potential transaction that could be a corporate opportunity, they have no duty to offer such corporate opportunity to us, our stockholders or affiliates. We have renounced any interest or expectancy in,

or in being offered an opportunity to participate in, such corporate opportunities in accordance with Section 122(17) of the DGCL.

In the event that any of our directors and officers who is also a director, officer or employee of any of our Significant Stockholders acquires knowledge of a corporate opportunity or is offered a corporate opportunity, provided that this knowledge was not acquired solely in such person's capacity as our director or officer and such person acted in good faith, then such person is deemed to have fully satisfied such person's fiduciary duty and is not liable to us if any of the Significant Stockholders pursues or acquires such corporate opportunity or if such person did not present the corporate opportunity to us.

**Table of Contents**

**Transfer Agent and Registrar**

The transfer agent and registrar for our common stock is American Stock Transfer & Trust Company. The telephone number of American Stock Transfer & Trust Company is (212) 936-5100.

**SELLING STOCKHOLDERS**

This prospectus relates to the possible resale by certain affiliates of Fortress Investment Group LLC, who we refer to as the selling stockholders in this prospectus, of up to 60,875,826 shares of our common stock, of which 60,750,826 shares were acquired in a series of private transactions in 2005 and thereafter and of which 125,000 shares were acquired in our initial public offering. Information about the potential selling stockholders who offer securities under the registration statement of which this prospectus is a part will be set forth in prospectus supplements, post-effective amendments and/or filings we make with the SEC under the Exchange Act that are incorporated by reference.

**PLAN OF DISTRIBUTION**

We and the selling stockholders may sell the securities offered by this prospectus from time to time in one or more transactions, including without limitation:

- directly to one or more purchasers;
- through agents;
- to or through underwriters, brokers or dealers;
- through a combination of any of these methods.

A distribution of the securities offered by this prospectus may also be effected through the issuance of derivative securities, including without limitation, warrants, subscriptions, exchangeable securities, forward delivery contracts and the writing of options.

In addition, the manner in which we may sell some or all of the securities covered by this prospectus and the manner in which the selling stockholders may sell the common stock, include, without limitation, through:

- a block trade in which a broker-dealer will attempt to sell as agent, but may position or resell a portion of the block, as principal, in order to facilitate the transaction;
- purchases by a broker-dealer, as principal, and resale by the broker-dealer for its account;
- ordinary brokerage transactions and transactions in which a broker solicits purchasers; or
- privately negotiated transactions.

We or the selling stockholders may also enter into hedging transactions. For example, we may:

- enter into transactions with a broker-dealer or affiliate thereof in connection with which such broker-dealer or affiliate will engage in short sales of the common stock pursuant to this prospectus, in which case such broker-dealer or affiliate may use shares of common stock received from us or the selling stockholders, as applicable, to close out its short positions;

sell securities short and redeliver such shares to close out our or the selling stockholders' short positions;

enter into option or other types of transactions that require us or the selling stockholders, as applicable, to deliver common stock to a broker-dealer or an affiliate thereof, who will then resell or transfer the common stock under this prospectus; or

loan or pledge the common stock to a broker-dealer or an affiliate thereof, who may sell the loaned shares or, in an event of default in the case of a pledge, sell the pledged shares pursuant to this prospectus.

## **Table of Contents**

In addition, we or the selling stockholders may enter into derivative or hedging transactions with third parties, or sell securities not covered by this prospectus to third parties in privately negotiated transactions. In connection with such a transaction, the third parties may sell securities covered by and pursuant to this prospectus and an applicable prospectus supplement or pricing supplement, as the case may be. If so, the third party may use securities borrowed from us or others to settle such sales and may use securities received from us to close out any related short positions. We may also loan or pledge securities covered by this prospectus and an applicable prospectus supplement to third parties, who may sell the loaned securities or, in an event of default in the case of a pledge, sell the pledged securities pursuant to this prospectus and the applicable prospectus supplement or pricing supplement, as the case may be.

A prospectus supplement with respect to each offering of securities will state the terms of the offering of the securities, including:

- the name or names of any underwriters or agents and the amounts of securities underwritten or purchased by each of them, if any;
- the public offering price or purchase price of the securities and the net proceeds to be received by us from the sale;
- any delayed delivery arrangements;
- any underwriting discounts or agency fees and other items constituting underwriters' or agents' compensation;
- any discounts or concessions allowed or reallocated or paid to dealers; and
- any securities exchange or markets on which the securities may be listed.

The offer and sale of the securities described in this prospectus by us, the underwriters or the third parties described above may be effected from time to time in one or more transactions, including privately negotiated transactions, either:

- at a fixed price or prices, which may be changed;
- at market prices prevailing at the time of sale;
- at prices related to the prevailing market prices; or
- at negotiated prices.

## **General**

Any public offering price and any discounts, commissions, concessions or other items constituting compensation allowed or reallocated or paid to underwriters, dealers, agents or remarketing firms may be changed from time to time. Underwriters, dealers, agents and remarketing firms that participate in the distribution of the offered securities may be underwriters as defined in the Securities Act. Any discounts or commissions they receive from us and any profits they receive on the resale of the offered securities may be treated as underwriting discounts and commissions under the Securities Act. We or the selling stockholders will identify any underwriters, agents or dealers and describe their commissions, fees or discounts in the applicable prospectus supplement or pricing supplement, as the case may be.

**Underwriters and Agents**

If underwriters are used in a sale, they will acquire the offered securities for their own account. The underwriters may resell the offered securities in one or more transactions, including negotiated transactions. These sales may be made at a fixed public offering price or prices, which may be changed, at market prices prevailing at the time of the sale, at prices related to such prevailing market price or at negotiated prices. We or the selling stockholders may offer the securities to the public through an underwriting syndicate or through a single underwriter. The underwriters in any particular offering will be mentioned in the applicable prospectus supplement or pricing supplement, as the case may be.

## **Table of Contents**

Unless otherwise specified in connection with any particular offering of securities, the obligations of the underwriters to purchase the offered securities will be subject to certain conditions contained in an underwriting agreement that we or the selling stockholders will enter into with the underwriters at the time of the sale to them. The underwriters will be obligated to purchase all of the securities of the series offered if any of the securities are purchased, unless otherwise specified in connection with any particular offering of securities. Any initial offering price and any discounts or concessions allowed, reallocated or paid to dealers may be changed from time to time.

We or the selling stockholders may designate agents to sell the offered securities. Unless otherwise specified in connection with any particular offering of securities, the agents will agree to use their best efforts to solicit purchases for the period of their appointment. We or the selling stockholders may also sell the offered securities to one or more remarketing firms, acting as principals for their own accounts or as agents for us. These firms will remarket the offered securities upon purchasing them in accordance with a redemption or repayment pursuant to the terms of the offered securities. A prospectus supplement or pricing supplement, as the case may be will identify any remarketing firm and will describe the terms of its agreement, if any, with us and its compensation.

In connection with offerings made through underwriters or agents, we or the selling stockholders may enter into agreements with such underwriters or agents pursuant to which we or the selling stockholders receive our outstanding securities in consideration for the securities being offered to the public for cash. In connection with these arrangements, the underwriters or agents may also sell securities covered by this prospectus to hedge their positions in these outstanding securities, including in short sale transactions. If so, the underwriters or agents may use the securities received from us under these arrangements to close out any related open borrowings of securities.

## **Dealers**

We or the selling stockholders may sell the offered securities to dealers as principals. We may negotiate and pay dealers commissions, discounts or concessions for their services. The dealer may then resell such securities to the public either at varying prices to be determined by the dealer or at a fixed offering price agreed to with us at the time of resale. Dealers engaged by us may allow other dealers to participate in resales.

## **Direct Sales**

We or the selling stockholders may choose to sell the offered securities directly. In this case, no underwriters or agents would be involved.

## **Institutional Purchasers**

We or the selling stockholders may authorize agents, dealers or underwriters to solicit certain institutional investors to purchase offered securities on a delayed delivery basis pursuant to delayed delivery contracts providing for payment and delivery on a specified future date. The applicable prospectus supplement or pricing supplement, as the case may be, will provide the details of any such arrangement, including the offering price and commissions payable on the solicitations.

We or the selling stockholders will enter into such delayed contracts only with institutional purchasers that we or the selling stockholders, as applicable, approve(s). These institutions may include commercial and savings banks, insurance companies, pension funds, investment companies and educational and charitable institutions.

## **Indemnification; Other Relationships**

We or the selling stockholders may have agreements with agents, underwriters, dealers and remarketing firms to indemnify them against certain civil liabilities, including liabilities under the Securities Act. Agents, underwriters, dealers and remarketing firms, and their affiliates, may engage in transactions with, or perform services for, us in the ordinary course of business. This includes commercial banking and investment banking transactions.

**Market-Making, Stabilization and Other Transactions**

There is currently no market for any of the offered securities, other than the common stock which is listed on the New York Stock Exchange. If the offered securities are traded after their initial issuance, they may trade at a



## **Table of Contents**

discount from their initial offering price, depending upon prevailing interest rates, the market for similar securities and other factors. While it is possible that an underwriter could inform us that it intends to make a market in the offered securities, such underwriter would not be obligated to do so, and any such market-making could be discontinued at any time without notice. Therefore, no assurance can be given as to whether an active trading market will develop for the offered securities. We have no current plans for listing of the preferred stock on any securities exchange or quotation system; any such listing with respect to any preferred stock will be described in the applicable prospectus supplement or pricing supplement, as the case may be.

In connection with any offering of common stock, the underwriters may purchase and sell shares of common stock in the open market. These transactions may include short sales, syndicate covering transactions and stabilizing transactions. Short sales involve syndicate sales of common stock in excess of the number of shares to be purchased by the underwriters in the offering, which creates a syndicate short position. Covered short sales are sales of shares made in an amount up to the number of shares represented by the underwriters' over-allotment option. In determining the source of shares to close out the covered syndicate short position, the underwriters will consider, among other things, the price of shares available for purchase in the open market as compared to the price at which they may purchase shares through the over-allotment option. Transactions to close out the covered syndicate short involve either purchases of the common stock in the open market after the distribution has been completed or the exercise of the over-allotment option. The underwriters may also make naked short sales of shares in excess of the over-allotment option. The underwriters must close out any naked short position by purchasing shares of common stock in the open market. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of the shares in the open market after pricing that could adversely affect investors who purchase in the offering. Stabilizing transactions consist of bids for or purchases of shares in the open market while the offering is in progress for the purpose of pegging, fixing or maintaining the price of the securities.

In connection with any offering, the underwriters may also engage in penalty bids. Penalty bids permit the underwriters to reclaim a selling concession from a syndicate member when the securities originally sold by the syndicate member are purchased in a syndicate covering transaction to cover syndicate short positions. Stabilizing transactions, syndicate covering transactions and penalty bids may cause the price of the securities to be higher than it would be in the absence of the transactions. The underwriters may, if they commence these transactions, discontinue them at any time.

## **Fees and Commissions**

In compliance with the guidelines of the Financial Industry Regulatory Authority (FINRA), the aggregate maximum discount, commission or agency fees or other items constituting underwriting compensation to be received by any FINRA member or independent broker-dealer will not exceed 8% of any offering pursuant to this prospectus and any applicable prospectus supplement or pricing supplement, as the case may be; however, it is anticipated that the maximum commission or discount to be received in any particular offering of securities will be significantly less than this amount.

If more than 10% of the net proceeds of any offering of securities made under this prospectus will be received by FINRA members participating in the offering or affiliates or associated persons of such FINRA members, the offering will be conducted in accordance with FINRA Conduct Rule 5110(h).

## **LEGAL MATTERS**

Unless otherwise indicated in the applicable prospectus supplement, Skadden, Arps, Slate, Meagher & Flom LLP, New York, New York will provide opinions regarding the authorization and validity of the securities. Skadden, Arps, Slate, Meagher & Flom LLP may also provide opinions regarding certain other matters. Any underwriters will also be

advised about legal matters by their own counsel, which will be named in the prospectus supplement.

**Table of Contents**

**EXPERTS**

The consolidated financial statements of Brookdale Senior Living Inc. appearing in Brookdale Senior Living Inc.'s Annual Report on Form 10-K for the year ended December 31, 2008 (including the schedule appearing therein) and the effectiveness of Brookdale Senior Living Inc.'s internal control over financial reporting as of December 31, 2008 have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon, included therein, and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such reports given on the authority of such firm as experts in accounting and auditing.

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements in this prospectus, any accompanying prospectus supplements and the documents incorporated by reference 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 our expectations regarding their effect on our results; our expectations regarding occupancy, revenue, expense levels, the demand for senior housing, acquisition opportunities and asset dispositions; our belief regarding our growth prospects; 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; our plans to deleverage; our expectations regarding financings and refinancings of assets; 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 and home health); our plans to expand existing communities; the expected project costs for our expansion program; our expected levels of expenditures and reimbursements (and the timing thereof); the anticipated cost and expense associated with the resolution of pending litigation and our expectations regarding the disposition thereof; 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 by incorporation by reference 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 crisis and its impact upon capital markets and liquidity; our inability to extend (or refinance) debt as it matures or replace our amended credit facility when 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; the risk that we may be required to post additional cash collateral in connection with our interest rate swaps; the risk that continued

market deterioration could jeopardize certain of our counterparties' obligations; changes in governmental reimbursement programs; our limited operating history on a combined basis; our ability to effectively manage our growth; our ability to maintain consistent quality control; delays in obtaining regulatory approvals; our ability to integrate acquisitions 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

## **Table of Contents**

downturns; acts of nature in certain geographic areas; terminations of our resident agreements and vacancies in the living spaces we lease; 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; and other risks detailed from time to time in our filings with the SEC, press releases and other communications, including those set forth under Risk Factors included elsewhere in this prospectus. 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.

## **WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and current reports, proxy statements and other information with the SEC under the Exchange Act. You may inspect without charge any documents filed by us at the SEC's Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet site, [www.sec.gov](http://www.sec.gov), that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC, including Brookdale Senior Living Inc.

The SEC allows us to incorporate by reference information into this prospectus and any accompanying prospectus supplement, which means that we can disclose important information to you by referring you to other documents filed separately with the SEC. The information incorporated by reference is considered part of this prospectus, and information filed with the SEC subsequent to this prospectus and prior to the termination of the particular offering referred to in such prospectus supplement will automatically be deemed to update and supersede this information. We incorporate by reference into this prospectus and any accompanying prospectus supplement the documents listed below (excluding any portions of such documents that have been furnished but not filed for purposes of the Exchange Act):

Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed on March 2, 2009;

Amendment No. 1 on Form 10-K/A to our Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed on April 30, 2009;

Quarterly Report on Form 10-Q for the quarter ended March 31, 2009, filed on May 11, 2009;

Current Report on Form 8-K filed on January 29, 2009; and

The description of our common stock set forth in our registration statement on Form 8-A filed on October 11, 2005, and any amendment or report filed for the purpose of updating such description.

We also incorporate by reference any future filings made by us with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act between the date of this prospectus and the date all of the securities offered hereby are sold or the offering is otherwise terminated, with the exception of any information furnished under Item 2.02 and Item 7.01 of Form 8-K, which is not deemed filed and which is not incorporated by reference herein. Any such filings shall be deemed to be incorporated by reference and to be a part of this prospectus from the respective dates of filing of those documents.

We will provide without charge upon written or oral request to each person, including any beneficial owner, to whom a prospectus is delivered, a copy of any and all of the documents which are incorporated by reference into this

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prospectus but not delivered with this prospectus (other than exhibits unless such exhibits are specifically incorporated by reference in such documents).

You may request a copy of these documents by writing or telephoning us at:

Brookdale Senior Living Inc., Attn: Secretary  
111 Westwood Place, Suite 200  
Brentwood, Tennessee 37027  
(615) 221-2250

**Table of Contents**

**\$150,000,000 of Common Stock**

*Joint Book-Running Managers*

**Goldman, Sachs & Co.**

**Barclays Capital**

**Merrill Lynch & Co.**

*Co-Managers*

**Allen & Company LLC**

**Morgan Keegan & Company, Inc.**

**Stifel Nicolaus**

**PRELIMINARY PROSPECTUS SUPPLEMENT**