

Brookdale Senior Living Inc.
Form SC 13D/A
November 16, 2009

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. __)*

Brookdale Senior Living Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

37944Q 10 3
(CUSIP Number)

Randal A. Nardone
Chief Operating Officer
c/o Fortress Investment Group LLC
1345 Avenue of the Americas
New York, New York 10105
(212) 798-6100
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

COPY TO:
Joseph A. Coco, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
(212) 735-3000

November 13, 2009
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

* This Schedule 13D constitutes Amendment No. 1 to the Schedule 13D on behalf of Fort GB Holdings LLC, dated December 2, 2008, Amendment No. 1 to the Schedule 13D on behalf of Fortress (GAGACQ) LLC, dated December 2, 2008, Amendment No. 3 to the Schedule 13D on behalf of Fortress Fund MM II LLC, dated August 1, 2006, Amendment No. 1 to the Schedule 13D on behalf of Fortress RIC Coinvestment Fund LP, dated December 2, 2008, Amendment No. 3 to the Schedule 13D on behalf of FIG LLC, dated August 1, 2006,

Amendment No. 3 to the Schedule 13D on behalf of Fortress Operating Entity I LP, dated August 1, 2006, Amendment No. 2 to the Schedule 13D on behalf of FIG Corp., dated January 4, 2008, Amendment No. 2 to the Schedule 13D on behalf of Fortress Investment Group LLC, dated January 4, 2008, and the initial Schedule 13D of Wesley R. Edens, Robert I. Kauffman and Randal A. Nardone.

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- 1 NAME OF REPORTING PERSONS
Fort GB Holdings LLC
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS (See Instructions)
Not applicable
- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | |
|----------------|--------------------------|
| NUMBER OF 7 | SOLE VOTING POWER |
| SHARES | -0- |
| BENEFICIALLY 8 | SHARED VOTING POWER |
| OWNED BY | -43,116,426- |
| EACH | |
| REPORTING 9 | SOLE DISPOSITIVE POWER |
| PERSON | -0- |
| WITH 10 | SHARED DISPOSITIVE POWER |
| | -15,871,424- |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-43,116,426-
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
36.3% (based on 118,620,006 shares of common stock outstanding (excluding unvested restricted shares) as of November 9, 2009)
- 14 TYPE OF REPORTING PERSON (See Instructions)
OO
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- 1 NAME OF REPORTING PERSONS
Fortress (GAGACQ) LLC
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS (See Instructions)
Not applicable
- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | |
|----------------|--------------------------|
| NUMBER OF 7 | SOLE VOTING POWER |
| SHARES | -0- |
| BENEFICIALLY 8 | SHARED VOTING POWER |
| OWNED BY | -43,116,426-* |
| EACH | |
| REPORTING 9 | SOLE DISPOSITIVE POWER |
| PERSON | -0- |
| WITH 10 | SHARED DISPOSITIVE POWER |
| | -15,871,424-* |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-43,116,426-
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
36.3% (based on 118,620,006 shares of common stock outstanding (excluding unvested restricted shares) as of November 9, 2009)
- 14 TYPE OF REPORTING PERSON (See Instructions)
OO

* Solely in its capacity as the managing member of Fort GB Holdings LLC.

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- 1 NAME OF REPORTING PERSONS
Fortress Fund MM II LLC
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS (See Instructions)
Not applicable
- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | |
|----------------|--------------------------|
| NUMBER OF 7 | SOLE VOTING POWER |
| SHARES | -0- |
| BENEFICIALLY 8 | SHARED VOTING POWER |
| OWNED BY | -43,116,426-* |
| EACH | |
| REPORTING 9 | SOLE DISPOSITIVE POWER |
| PERSON | -0- |
| WITH 10 | SHARED DISPOSITIVE POWER |
| | -16,776,466-* |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-43,116,426-
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
36.3% (based on 118,620,006 shares of common stock outstanding (excluding unvested restricted shares) as of November 9, 2009)
- 14 TYPE OF REPORTING PERSON (See Instructions)
OO

* Solely in its capacity as the managing member of Fortress (GAGACQ) LLC, the managing member of Fort GB Holdings LLC which directly owns 15,871,424 shares, and as the general partner of FABP (GAGACQ) LP which directly owns 905,042 shares.

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- 1 NAME OF REPORTING PERSONS
Fortress RIC Coinvestment Fund LP
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS (See Instructions)
Not Applicable
- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | |
|----------------|--------------------------|
| NUMBER OF 7 | SOLE VOTING POWER |
| SHARES | -0- |
| BENEFICIALLY 8 | SHARED VOTING POWER |
| OWNED BY | -43,116,426- |
| EACH | |
| REPORTING 9 | SOLE DISPOSITIVE POWER |
| PERSON | -0- |
| WITH 10 | SHARED DISPOSITIVE POWER |
| | -8,793,392- |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-43,116,426-
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
36.3% (based on 118,620,006 shares of common stock outstanding (excluding unvested restricted shares) as of November 9, 2009)
- 14 TYPE OF REPORTING PERSON (See Instructions)
PN
-

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- 1 NAME OF REPORTING PERSONS
FIG LLC
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(See Instructions) (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS (See Instructions)
Not applicable
- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | |
|----------------|--------------------------|
| NUMBER OF 7 | SOLE VOTING POWER |
| SHARES | -0- |
| BENEFICIALLY 8 | SHARED VOTING POWER |
| OWNED BY | -43,116,426-* |
| EACH | |
| REPORTING 9 | SOLE DISPOSITIVE POWER |
| PERSON | -0- |
| WITH 10 | SHARED DISPOSITIVE POWER |
| | -34,455,468-* |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-43,116,426-
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
36.3% (based on 118,620,006 shares of common stock outstanding (excluding unvested
restricted shares) as of November 9, 2009)
- 14 TYPE OF REPORTING PERSON (See Instructions)
OO

* 16,776,466 shares solely in its capacity as the managing member of Fortress Fund MM II LLC; 8,793,392 shares solely in its capacity as investment manager of Fortress RIC Coinvestment Fund LP; 8,800,434 shares solely in its capacity as investment manager of Fortress Investment Fund IV (Fund A) L.P., Fortress Investment Fund IV (Fund B) L.P., Fortress Investment Fund IV (Fund C) L.P., Fortress Investment Fund IV (Fund D) L.P., Fortress Investment Fund IV (Fund E) L.P., Fortress Investment Fund IV (Fund F) L.P., Fortress Investment Fund IV (Fund G) L.P., Fortress Investment Fund IV (Coinvestment Fund A) L.P., Fortress Investment Fund IV (Coinvestment Fund B) L.P., Fortress Investment Fund IV (Coinvestment Fund C) L.P., Fortress Investment Fund IV (Coinvestment Fund D) L.P., Fortress Investment Fund IV (Coinvestment Fund F) L.P., and Fortress Investment Fund IV (Coinvestment Fund G)

L.P.; and 85,176 shares solely in its capacity as the managing member of Drawbridge Special Opportunities Advisors LLC.

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- 1 NAME OF REPORTING PERSONS
Fortress Operating Entity I LP
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS (See Instructions)
Not applicable
- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | |
|----------------|--------------------------|
| NUMBER OF 7 | SOLE VOTING POWER |
| SHARES | -0- |
| BENEFICIALLY 8 | SHARED VOTING POWER |
| OWNED BY | -43,116,426-* |
| EACH | |
| REPORTING 9 | SOLE DISPOSITIVE POWER |
| PERSON | -0- |
| WITH 10 | SHARED DISPOSITIVE POWER |
| | -34,455,468-* |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-43,116,426-
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
36.3% (based on 118,620,006 shares of common stock outstanding (excluding unvested restricted shares) as of November 9, 2009)
- 14 TYPE OF REPORTING PERSON (See Instructions)
PN

* Solely in its capacity as holder of all of the issued and outstanding interests of FIG LLC.

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- 1 NAME OF REPORTING PERSONS
FIG Corp.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (a)
A GROUP (b)
(See Instructions)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS (See Instructions)
Not applicable
- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)
- 6