

Brookdale Senior Living Inc.
Form SC 13D/A
November 12, 2010

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)

David N. Brooks
Secretary, Vice President and General Counsel
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 12, 2010
(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. 3 to the Schedule 13D on behalf of Fortress RIC Coinvestment Fund LP, dated December 2, 2008, Amendment No. 5 to the Schedule 13D on behalf of FIG LLC, dated August 1, 2006, Amendment No. 5 to the Schedule 13D on behalf of Fortress Operating Entity I LP, dated August 1, 2006, Amendment No. 4 to the Schedule 13D on behalf of FIG Corp., dated January 4, 2008, Amendment No. 4 to the Schedule 13D on behalf of Fortress Investment Group LLC, dated January 4, 2008, and Amendment No. 2 to the Schedule 13D on behalf of Wesley R. Edens, Robert I. Kauffman and Randal A. Nardone, dated November 16, 2009.

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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 (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 | | -20,091,326- |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | -0- |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | | -8,793,392- |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-20,091,326-
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
16.7% (based on 120,545,904 shares of common stock outstanding (excluding unvested restricted shares) as of November 8, 2010)
- 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 SHARES | 7 | SOLE VOTING POWER |
| | | -0- |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON | 8 | SHARED VOTING POWER |
| | | -20,091,326- |
| WITH | 9 | SOLE DISPOSITIVE POWER |
| | | -0- |
| | 10 | SHARED DISPOSITIVE POWER |
| | | -17,593,826-* |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-20,091,326-
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
16.7% (based on 120,545,904 shares of common stock outstanding (excluding unvested restricted shares) as of November 8, 2010)
- 14 TYPE OF REPORTING PERSON (See Instructions)
OO

* 8,793,392 shares solely in its capacity as investment manager of Fortress RIC Coinvestment Fund LP; and 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.

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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 (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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER
-0- |
| | 8 | SHARED VOTING POWER
-20,091,326- |
| | 9 | SOLE DISPOSITIVE POWER
-0- |
| | 10 | SHARED DISPOSITIVE POWER
-17,593,826-* |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-20,091,326-
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See
Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
16.7% (based on 120,545,904 shares of common stock outstanding (excluding unvested restricted
shares) as of November 8, 2010)
- 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 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
SHARES | 7 | SOLE VOTING POWER |
| | | -0- |
| BENEFICIALLY
OWNED BY | 8 | SHARED VOTING POWER |
| EACH | | -20,091,326- |
| REPORTING | 9 | SOLE DISPOSITIVE POWER |
| PERSON | | -0- |
| WITH | 10 | SHARED DISPOSITIVE POWER |
| | | -17,593,826-* |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-20,091,326-
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See
Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
16.7% (based on 120,545,904 shares of common stock outstanding (excluding unvested restricted
shares) as of November 8, 2010)
- 14 TYPE OF REPORTING PERSON (See Instructions)
CO

* Solely in its capacity as the general partner of Fortress Operating Entity I LP.

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- 1 NAME OF REPORTING PERSONS
Fortress Investment Group 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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER
-0- |
| | 8 | SHARED VOTING POWER
-20,091,326- |
| | 9 | SOLE DISPOSITIVE POWER
-0- |
| | 10 | SHARED DISPOSITIVE POWER
-17,593,826-* |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-20,091,326-
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
16.7% (based on 120,545,904 shares of common stock outstanding (excluding unvested restricted shares) as of November 8, 2010)
- 14 TYPE OF REPORTING PERSON (See Instructions)
OO

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

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- 1 NAME OF REPORTING PERSONS
Wesley R. Edens
- 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 CITIZENSHIP OR PLACE OF ORGANIZATION
United States
- | | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | -0- |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | -20,091,326- |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | -923,379- |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | | -17,593,826-* |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-20,091,326-
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See
Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
16.7% (based on 120,545,904 shares of common stock outstanding (excluding unvested restricted
shares) as of November 8, 2010)
- 14 TYPE OF REPORTING PERSON (See Instructions)
IN

* By virtue of his ownership interests of Fortress Investment Group LLC and certain of its affiliates, and his position as co-chairman of Fortress Investment Group LLC, Wesley R. Edens may be deemed to beneficially own 17,593,826 shares beneficially owned by Fortress Investment Group LLC and/or certain of its affiliates. Mr. Edens disclaims beneficial ownership of such shares.

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- 1 NAME OF REPORTING PERSONS
Robert I. Kauffman
- 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 CITIZENSHIP OR PLACE OF ORGANIZATION United States
- | | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | -0- |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | -20,091,326- |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | -660,832- |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | | -0- |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-20,091,326-
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See
Instructions)