

FIVE STAR QUALITY CARE INC  
Form NT 10-Q  
November 12, 2014

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

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

1-16817

Commission File Number

(Check one):       Form 10-K       Form 20-F       Form 11-K       Form 10-Q       Form 10-D  
                          Form N-SAR       Form N-CSR

For Period Ended:      September 30, 2014

Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q  
 Transition Report on Form N-SAR  
For the Transition Period Ended:

*Read Instructions (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

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**PART I REGISTRANT INFORMATION**

**Five Star Quality Care, Inc.**  
Full Name of Registrant

N/A  
Former Name if Applicable

**400 Centre Street**  
Address of Principal Executive Office (*Street and Number*)

**Newton, MA 02458**  
City, State and Zip Code

**PART II RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Five Star Quality Care, Inc., or the Company, is unable to timely file its Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, or the Third Quarter 2014 Report. On April 16, 2014, the Company filed with the Securities and Exchange Commission, or the SEC, Amendment No. 1 to its Annual Report on Form 10-K for the year ended December 31, 2012 to restate the Company's consolidated financial statements for the years ended December 31, 2011 and 2012, Amendment No. 1 to its Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 to restate the Company's condensed consolidated financial statements for the quarter ended March 31, 2013 and Amendment No. 1 to its Quarterly Report on Form 10-Q for the quarter ended June 30, 2013 to restate the Company's condensed consolidated financial statements for the quarter ended June 30, 2013, or collectively, the Amended Reports. On September 17, 2014, the Company filed with the SEC its Annual Report on Form 10-K for the year ended December 31, 2013, or the 2013 Annual Report. As a result of the time required to complete the Amended Reports and the 2013 Annual Report, and the causes and impacts of the restatements included in the Amended Reports, the Company has experienced a delay in completing its condensed consolidated financial statements and required disclosures necessary for the filing of its Quarterly Reports on Form 10-Q for the quarters ended March 31, 2014, or the First Quarter 2014 Report, and June 30, 2014, or the Second Quarter 2014 Report, as well as the Third Quarter 2014 Report.

The Company currently does not expect to file the Third Quarter 2014 Report within the 5 calendar day extension period provided by Rule 12b-25.

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**PART IV OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification

Paul V. Hoagland  
(Name)

617  
(Area Code)

796-8387  
(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes  No

- Quarterly Report on Form 10-Q for the quarter ended March 31, 2014
- Quarterly Report on Form 10-Q for the quarter ended June 30, 2014

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

See Below at \*  
 Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

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\*As described in Part III of this Notification of Late Filing, the Company is in the process of completing its condensed consolidated financial statements and required disclosures necessary for the filing of the First Quarter 2014 Report, the Second Quarter 2014 Report and the Third Quarter 2014 Report. At this time the Company cannot reasonably estimate if there is a significant change in results of operations from the corresponding period for the last fiscal year which will be reflected by the earnings statement to be included in the Third Quarter 2014 Report when filed.

**WARNING CONCERNING FORWARD LOOKING STATEMENTS**

**THIS NOTIFICATION OF LATE FILING CONTAINS STATEMENTS THAT CONSTITUTE FORWARD LOOKING STATEMENTS WITHIN THE MEANING OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995 AND OTHER SECURITIES LAWS. ALSO, WHENEVER THE COMPANY USES WORDS SUCH AS BELIEVE , EXPECT , ANTICIPATE , INTEND , PLAN , ESTIMATE OR SIMILAR EXPRESSIONS, THE COMPANY IS MAKING FORWARD LOOKING STATEMENTS. THESE FORWARD LOOKING STATEMENTS ARE BASED UPON THE COMPANY'S PRESENT INTENT, BELIEFS OR EXPECTATIONS, BUT FORWARD LOOKING STATEMENTS ARE NOT GUARANTEED TO OCCUR AND MAY NOT OCCUR. ACTUAL RESULTS MAY DIFFER MATERIALLY FROM THOSE CONTAINED IN OR IMPLIED BY THESE FORWARD LOOKING STATEMENTS AS A RESULT OF VARIOUS FACTORS. FOR EXAMPLE:**

- **THIS NOTIFICATION OF LATE FILING STATES THAT THE COMPANY DOES NOT EXPECT TO FILE THE THIRD QUARTER 2014 REPORT WITHIN THE 5 CALENDAR DAY EXTENSION PERIOD PROVIDED BY RULE 12b-25. IF THE COMPANY FAILS TO FILE THE THIRD QUARTER 2014 REPORT BY THE EXTENDED DEADLINE, ITS ABILITY TO USE A SHELF REGISTRATION STATEMENT ON FORM S-3 WILL BE FURTHER RESTRICTED AND THE COMPANY MAY INCUR OTHER NEGATIVE EFFECTS.**

- **THE COMPANY HAS NOT YET COMPLETED ITS CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AND THE REQUIRED DISCLOSURES NECESSARY FOR THE APPLICABLE QUARTERLY PERIODS FOR INCLUSION IN THE FIRST QUARTER 2014 REPORT, THE SECOND QUARTER 2014 REPORT AND THE THIRD QUARTER 2014 REPORT. AS A RESULT, THE COMPANY S RESULTS OF OPERATIONS FOR THESE PERIODS MAY DIFFER MATERIALLY FROM THE CORRESPONDING PRIOR YEAR PERIODS.**

**FOR THESE REASONS, AMONG OTHERS, INVESTORS ARE CAUTIONED NOT TO PLACE UNDUE RELIANCE UPON FORWARD LOOKING STATEMENTS IN THIS NOTIFICATION OF LATE FILING.**

**Five Star Quality Care, Inc.**

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(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date November 12, 2014

By /s/ Paul V. Hoagland  
Paul V. Hoagland  
(Principal Accounting Officer and Chief Financial Officer)

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative s authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

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