

CAPITAL SENIOR LIVING CORP

Form 8-K

May 24, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported) May 23, 2012**

**Capital Senior Living Corporation**

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

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**1-13445**  
(Commission File Number)

**75-2678809**  
(IRS Employer Identification No.)

**14160 Dallas Parkway**  
**Suite 300**  
**Dallas, Texas**  
(Address of Principal Executive Offices)

**75254**  
(Zip Code)

**(972) 770-5600**

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the 2012 Annual Meeting of Stockholders (the Annual Meeting ) of Capital Senior Living Corporation (the Company ) held on May 23, 2012, Proposals 1, 2 and 3 were approved by the Company s stockholders and no other business was properly brought before the Annual Meeting. The proposals are described in detail in the proxy statement (the Proxy Statement ) filed by the Company with the Securities and Exchange Commission (the SEC ) on April 18, 2012. At the Annual Meeting, the holders of 26,960,986 shares of the Company s common stock, which represents approximately 96% of the shares of the Company s common stock outstanding and entitled to vote as of the record date for the Annual Meeting of March 26, 2012, were represented in person or by proxy. The voting results of the Annual Meeting are set forth below.

Proposal 1 Election of Directors The Company s stockholders elected Keith N. Johannessen, Jill M. Krueger and Michael W. Reid to each serve as a director of the Company for three-year terms expiring in 2015. The voting results for each of these individuals were as follows:

| Director             | Votes FOR  | Votes WITHELD | Broker Non-Votes |
|----------------------|------------|---------------|------------------|
| Keith N. Johannessen | 21,795,458 | 516,836       | 4,648,692        |
| Jill M. Krueger      | 21,849,906 | 462,388       | 4,648,692        |
| Michael W. Reid      | 21,850,244 | 462,050       | 4,648,692        |

Proposal 2 Ratification of the Appointment of the Company s Independent Auditors The Company s stockholders ratified the appointment of Ernst & Young LLP as the Company s independent auditors. The voting results were 26,906,851 shares **FOR**, 51,145 shares **AGAINST**, and 2,990 abstentions.

Proposal 3 Advisory Vote on Executive Compensation The Company s stockholders approved, on an advisory (nonbinding) basis, the compensation of the Company s named executive officers, as disclosed in the Proxy Statement in accordance with the compensation disclosure rules of the SEC. The voting results were 20,362,633 shares **FOR**, 288,806 shares **AGAINST**, 1,660,855 abstentions, and 4,648,692 broker non-votes.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 24, 2012

Capital Senior Living Corporation

By: /s/ Ralph A. Beattie

Name: Ralph A. Beattie

Title: Executive Vice President and Chief Financial Officer