

Brookdale Senior Living Inc.
Form 425
April 17, 2014

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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): April 17, 2014

EMERITUS CORPORATION

(Exact name of registrant as specified in charter)

**Washington
(State or other jurisdiction of
incorporation)**

**1-14012
(Commission File
Number)
3131 Elliott Avenue, Suite 500
Seattle, Washington 98121**

**91-1605464
(IRS Employer Identification No.)**

(Address of principal executive offices) (Zip Code)

(206) 298-2909

(Registrant's telephone number, including area code)

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:

- ☒ 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 8.01. Other Information.

On April 17, 2014, Emeritus Corporation (Emeritus) and Brookdale Senior Living, Inc. (Brookdale) issued a joint press release announcing the expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, in connection with the previously announced proposed merger of Emeritus and Brookdale. A copy of the press release is attached hereto as Exhibit 99.1.

Important Additional Information and Where to Find It

This communication does not constitute a solicitation of any vote or approval or offer to sell securities. In connection with the proposed transaction, Brookdale Senior Living, Inc. (Brookdale) will file with the Securities and Exchange Commission (SEC) a Registration Statement on Form S-4 that will include a joint proxy statement of Emeritus Corporation (Emeritus) and Brookdale that also constitutes a prospectus of Brookdale. Emeritus and Brookdale will mail a definitive joint proxy statement/prospectus to each of their respective shareholders when it is complete and the Registration Statement on Form S-4 becomes effective. **The joint proxy statement/prospectus to be filed with the SEC related to the proposed transaction will contain important information about Brookdale, Emeritus, the proposed transaction and related matters. WE URGE INVESTORS AND**

SHAREHOLDERS TO READ THE JOINT PROXY STATEMENT/PROSPECTUS REGARDING THE PROPOSED TRANSACTION WHEN IT BECOMES AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION. Shareholders may obtain free copies of the joint proxy statement/prospectus, when it is filed with the SEC, and other documents filed by Emeritus and Brookdale with the SEC through the website maintained by the SEC at www.sec.gov. The joint proxy statement/prospectus, when it is filed with the SEC, and the other documents filed by Emeritus and Brookdale with the SEC may also be obtained for free by accessing Emeritus website at www.emeritus.com (which website is not incorporated herein by reference) and clicking on the Investors link and then clicking on the link for SEC Filings or by accessing Brookdale's website at www.brookdale.com (which website is not incorporated herein by reference) and clicking on About Brookdale and then clicking on the link for Investor Relations and then the link SEC Filings.

Emeritus, Brookdale and their respective directors and officers and certain other members of management and employees may be deemed to be participants in the solicitation of proxies from its shareholders in connection with the merger transaction. Information regarding these persons who may, under the rules of the SEC, be considered participants in the solicitation of shareholders in connection with the proposed merger transaction will be set forth in the joint proxy statement/prospectus described above when it is filed with the SEC. Additional information regarding each of Emeritus and Brookdale's respective executive officers and directors, including shareholdings, is included in Emeritus' definitive proxy statement for 2013, which was filed with the SEC on April 9, 2013 and Brookdale's definitive proxy statement for 2013, which was filed with the SEC on April 30, 2013, respectively. You can obtain free copies of this document from Emeritus or Brookdale, respectively, using the contact information above.

Item 9.01. Financial Statements and Exhibits.

Exhibit Number	Description
99.1	Joint Press Release by Emeritus Corporation and Brookdale Senior Living, Inc. dated April 17, 2014.

SIGNATURE

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

Dated: April 17, 2014

EMERITUS CORPORATION

By: /s/ Robert C. Bateman
Robert C. Bateman, Executive Vice President
Finance and Chief Financial Officer

- 3 -

INDEX TO EXHIBITS

Exhibit Number	Description
99.1	Joint Press Release by Emeritus Corporation and Brookdale Senior Living, Inc. dated April 17, 2014.

- 4 -