Brookdale Senior Living Inc.
Form 4
June 02, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Fortress Investment Group LLC

(Last) (First) (Middle)

1345 AVENUE OF THE AMERICAS, 46TH FLOOR

(Street)

NEW YORK, NY 10105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Brookdale Senior Living Inc. [BKD]

3. Date of Earliest Transaction (Month/Day/Year)
06/02/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/02/2014		S		3,026,435	D	$ 32	0	I	Fortress Investment Fund IV (Fund A) L.P. (1) (2)
Common Stock	06/02/2014		S		1,222,077	D	$ 32	0	I	Fortress Investment Fund IV (Fund B) L.P. (1) (2)
Common Stock	06/02/2014		S		289,968	D	$ 32	0	I	Fortress Investment Fund IV (Fund C) L.P. (1) (2)

Common Stock	06/02/2014	S	1,810,004	D	$ 32	0	I	Fortress Investment Fund IV (Fund D) L.P. (1) (2)
Common Stock	06/02/2014	S	211,916	D	$ 32	0	I	Fortress Investment Fund IV (Fund E) L.P. (1) (2)
Common Stock	06/02/2014	S	95,084	D	$ 32	0	I	Fortress Investment Fund IV (Fund F) L.P. (1) (2)
Common Stock	06/02/2014	S	114,081	D	$ 32	0	I	Fortress Investment Fund IV (Fund G) L.P. (1) (2)
Common Stock	06/02/2014	S	790,673	D	$ 32	0	I	Fortress Investment Fund IV (Coinvestment Fund A) L.P. (1) (2)
Common Stock	06/02/2014	S	492,823	D	$ 32	0	I	Fortress Investment Fund IV (Coinvestment Fund B) L.P. (1) (2)
Common Stock	06/02/2014	S	98,164	D	$ 32	0	I	Fortress Investment Fund IV (Coinvestment Fund C) L.P. (1) (2)
Common Stock	06/02/2014	S	473,183	D	$ 32	0	I	Fortress Investment Fund IV (Coinvestment Fund D) L.P. (1) (2)
Common Stock	06/02/2014	S	40,635	D	$ 32	0	I	Fortress Investment Fund IV (Coinvestment Fund F) L.P. (1) (2)

Common Stock	06/02/2014		S	135,391	D	$ 32	0	I	Fortress Investment Fund IV (Coinvestment Fund G) L.P. (1) (2)
Common Stock	06/02/2014		S	8,793,392	D	$ 32	0	I	Fortress RIC Coinvestment Fund LP (1) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fortress Investment Group LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105		X		
FIG LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105		X		
FIG Corp. 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105		X		

Fortress Operating Entity I LP 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105	X	

Signatures

/s/ David Brooks, as Authorized Signatory of Fortress Investment Group LLC	06/02/2010
**Signature of Reporting Person	Date
/s/ David Brooks, as Secretary of FIG LLC	06/02/2014
**Signature of Reporting Person	Date
/s/ David Brooks, as Secretary of FIG Corp.	06/02/2014
**Signature of Reporting Person	Date
/s/ David Brooks, as Secretary of Fortress Operating Entity I LP	06/02/2014
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Each reporting person disclaims beneficial ownership of all reported shares except to the extent of its pecuniary interest therein and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise.

(2) FIG LLC is the 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. Fortress Operating Entity I LP (FOE I) is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by Fortress Investment Group LLC ("FIG").

(3) FIG LLC is the investment manager of Fortress RIC Coinvestment Fund LP. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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