

ASSISTED LIVING CONCEPTS INC

Form 4

July 11, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

**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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hennigar David

2. Issuer Name **and** Ticker or Trading  
Symbol  
ASSISTED LIVING CONCEPTS  
INC [ALC]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

51 FOREST LANE

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/11/2013

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

BEDFORD, A5 B4A 1H8

(City) (State) (Zip)

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

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

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                         |
| Class A<br>Common<br>Stock            | 07/11/2013                              |                                                             | D                                       |                                                                            | 6,622                                                                                                              | D                                                                    | \$ 12<br>(1) 0                          |

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

**Persons who respond to the collection of  
information contained in this form are not  
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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)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                            |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|----------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                            | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of Shares |
| Tandem Stock<br>Options/SARs<br>(right to buy)      | \$ 8.28                                                               | 07/11/2013                              |                                                             | D                                       |                                                                                                              | 8,000                                                          |     | <u>(2)</u>                                                     | 04/30/2014         | Class A<br>Common<br>Stock | 8,000                               |
| Tandem Stock<br>Options/SARs<br>(right to buy)      | \$ 16.57                                                              | 07/11/2013                              |                                                             | D                                       |                                                                                                              | 10,000                                                         |     | <u>(2)</u>                                                     | 05/03/2015         | Class A<br>Common<br>Stock | 10,000                              |
| Tandem Stock<br>Options/SARs<br>(right to buy)      | \$ 17.49                                                              | 07/11/2013                              |                                                             | D                                       |                                                                                                              | 10,000                                                         |     | <u>(2)</u>                                                     | 05/02/2016         | Class A<br>Common<br>Stock | 10,000                              |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |         |       |
|---------------------------------------------------------|---------------|-----------|---------|-------|
|                                                         | Director      | 10% Owner | Officer | Other |
| Hennigar David<br>51 FOREST LANE<br>BEDFORD, A5 B4A 1H8 |               | X         |         |       |

## Signatures

/s/ David  
Hennigar

07/11/2013

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).

Pursuant to the Agreement and Plan of Merger (the "Merger Agreement") dated as of February 25, 2013 among Aid Holdings, LLC, Aid  
(1) Merger Sub, LLC and Assisted Living Concepts, Inc. ("ALC"), on July 11, 2013, each share of Class A Common Stock of ALC was converted into the right to receive \$12.00 in cash.

Pursuant to the Merger Agreement, on July 11, 2013, each Tandem Stock Option/SAR (whether or not then exercisable or vested), which  
(2) began vesting in three equal annual installments beginning on the date four years prior to its expiration date, was cancelled and converted into the right to receive a cash payment in an amount equal to the excess, if any, of \$12.00 over the exercise price of such Tandem Stock Option/SAR.

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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