



BROOKDALE SENIOR LIVING INC.

FORM 8-K

(Current Report Filing)

Filed 12/05/22 for the Period Ending 12/05/22

Address 111 WESTWOOD PLACE, BRENTWOOD, TN, 37027
Telephone (727) 384-2323
CIK 0001332349
Symbol BKD
SIC Code 8050 - Services-Nursing & Personal Care Facilities
Fiscal Year 12/31

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**UNITED STATES
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): December 5, 2022

Brookdale Senior Living Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-32461
(Commission
File Number)

20-3068069
(I.R.S. Employer
Identification No.)

**11 Westwood Place, Suite 400
Brentwood, Tennessee**
(Address of Principal Executive Offices)

37027
(Zip Code)

Registrant's telephone number including area code: (615) 221-2250

Not Applicable
(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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class: | Trading Symbol(s) | Name of each exchange on which registered: |
|---------------------------------------|----------------------|---|
| Common Stock, \$0.01 par value | BKD | New York Stock Exchange |
| 7.00% Tangible Equity Unit | BKDT | New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01 Other Events.

On December 5, 2022, the Company closed the sale of an additional 375,000 of its previously announced 7.00% tangible equity units. The sale represents the full exercise by the underwriters in the Company's previously disclosed November 16, 2022 underwriting agreement of their option to purchase additional tangible equity units. The exercise generated net proceeds of approximately \$18,187,500, which the Company intends to use for general corporate purposes.

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.

Brookdale Senior Living Inc.

Date: December 5, 2022

By: /s/ Chad C. White

Name: Chad C. White

Title: Executive Vice President, General Counsel and Corporate Secretary