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Brookdale Senior Living Inc.
Form 8-K
July 01, 2015

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) July 1, 2015 (June 30, 2015)

Brookdale Senior Living Inc.
(Exact name of registrant as specified in its charter)

Delaware 001-32641 20-3068069
(State or other jurisdiction (Commission File Number) (IRS Employer
of incorporation) Identification No.)

111 Westwood Place, Suite 400, Brentwood,
Tennessee 37027
(Address of principal executive offices) (Zip Code)

Registrant's
telephone
number
(615) 221-2250
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))

Section 5 — Corporate Governance and Management

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

(a) Brookdale Senior Living Inc. (the "Company") held its annual meeting of stockholders on June 30, 2015.

(b) Jeffrey R. Leeds, Mark J. Parrell and Lee S. Wielansky were reelected as Class III directors at the annual meeting, to hold office for a term of three years and until their respective successors are duly elected and qualified. The terms of office of the following directors continued after the annual meeting: Frank M. Bumstead, Jackie M. Clegg, Granger Cobb, William G. Petty, Jr., James R. Seward and T. Andrew Smith.

The following votes were taken in connection with the election of directors at the annual meeting:

| Director Nominees | Votes For | Withheld Authority | Broker Non-Votes |
|-------------------|-------------|--------------------|---------------------|
| Jeffrey R. Leeds | 156,422,588 | 2,870,378 | 9,710,176 |
| Mark J. Parrell | 158,291,481 | 1,001,485 | 9,710,176 |
| Lee S. Wielansky | 157,974,788 | 1,318,178 | 9,710,176 |

The proposal to ratify the Audit Committee's appointment of Ernst & Young LLP as independent registered public accounting firm for the Company for the 2015 fiscal year was approved. The following votes were taken in connection with the proposal:

| Proposal | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--|-------------|------------------|-------------|---------------------|
| Ratification of the Audit Committee's appointment of Ernst & Young LLP as independent registered public accounting firm for the Company for the 2015 fiscal year | 152,207,153 | 16,771,069 | 24,920 | — |

At the annual meeting, the Company's stockholders voted on an advisory basis to approve the compensation paid to the Company's named executive officers, as disclosed in the Company's proxy statement for the annual meeting pursuant to the Securities and Exchange Commission's executive compensation disclosure rules (which disclosure includes the Compensation Discussion and Analysis, the compensation tables and the narrative discussion that accompanies the compensation tables). The following votes were taken in connection with the proposal:

| Proposal | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---|-------------|---------------|-------------|---------------------|
| Advisory vote to approve named executive officer compensation | 156,391,232 | 2,531,222 | 370,512 | 9,710,176 |

SIGNATURE

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: July 1, 2015 By: /s/ Chad C. White

Name: Chad C. White

Title: Senior Vice President, Co-General Counsel and Secretary