

Brookdale Senior Living Inc.
Form DEFA14A
September 21, 2018

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

SCHEDULE 14A

(Rule 14a-101)

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Brookdale Senior Living Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

September 21, 2018

Dear Fellow Stockholder:

**TIME IS GROWING SHORT—
PLEASE MAKE SURE YOUR SHARES ARE REPRESENTED AND VOTE TODAY!**

The October 4, 2018 Annual Meeting of Stockholders of Brookdale Senior Living Inc. is fast approaching and according to our latest records, we have not yet received your vote. Your Board of Directors unanimously recommends that stockholders vote FOR all the items on the agenda.

Since approval of the proposals to amend the Certificate of Incorporation require the affirmative vote of the holders of a majority or (in the case of Proposal 5 to eliminate supermajority voting for director removal by stockholders) 80% of the outstanding shares, your vote is important, no matter how many or how few shares you may own. If you fail to vote, it will have the same effect as a vote against these proposals. To make sure your shares are represented, we encourage you to vote TODAY by telephone or by Internet.

Thank you for your cooperation.

Very truly yours,

Lee S. Wielansky
Chairman of the Board of Directors

REMEMBER:

Since time is short, we encourage you to submit your proxy by telephone or by Internet. Please follow the easy instructions on the enclosed proxy card or voting instruction form.

If you have any questions, or need assistance in voting your shares, please call our proxy solicitor,

INNISFREE M&A INCORPORATED
TOLL-FREE, at 1-888-750-5834.