

ASSISTED LIVING CONCEPTS INC

Form 4/A

July 15, 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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Roadman Chip

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)  
7 GRASSMARKET  
(Street)

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

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

SAN ANTONIO, TX 78259

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
07/11/2013

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

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock	07/11/2013		D		1,200	D \$ 12 (1) 0	D

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  
required to respond unless the form  
displays a currently valid OMB control  
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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 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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Tandem Stock Options/SARs (right to buy)	\$ 8.28	07/11/2013		D		8,000		<u>(2)</u>	04/30/2014	Class A Common Stock	8,000
Tandem Stock Options/SARs (right to buy)	\$ 16.57	07/11/2013		D		10,000		<u>(2)</u>	05/03/2015	Class A Common Stock	10,000
Tandem Stock Options/SARs (right to buy)	\$ 17.49	07/11/2013		D		10,000		<u>(2)</u>	05/02/2016	Class A Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roadman Chip 7 GRASSMARKET SAN ANTONIO, TX 78259	X		Chief Executive Officer	

## Signatures

/s/ Dr. Charles  
Roadman, II

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.

### Remarks:

Reason for Amendment: The box next to "Check this box if no longer subject to Section 16. . ." should have been checked.

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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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