

FIVE STAR QUALITY CARE INC
Form DEFA14A
April 20, 2011

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

SCHEDULE 14A

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

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

FIVE STAR QUALITY CARE, 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:

The following letter is first being mailed to shareholders on April 20, 2011:

FIVE STAR QUALITY CARE, INC.

400 Centre Street

Newton, Massachusetts 02458

April 18, 2011

Dear Shareholder:

We have previously sent you a notice regarding the availability of proxy materials for the Annual Meeting of Shareholders of Five Star Quality Care, Inc. to be held on May 9, 2011. **Your Board of Directors unanimously recommends that shareholders vote FOR proposals 1, 2, 3 and 5, and FOR 3 YEARS on proposal 4.**

Your vote is important no matter how many or how few shares you may own. If you have not already done so, please vote **TODAY** by telephone, *via* the Internet, or by signing, dating and returning the enclosed proxy card in the envelope provided.

Very truly yours,

TRAVIS K. SMITH, *Secretary*

REMEMBER:

You can vote your shares by telephone, or *via* the Internet.

Please follow the easy instructions on the enclosed card.

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

INNISFREE M&A INCORPORATED

TOLL-FREE, at 1-877-825-8971.