

ASSISTED LIVING CONCEPTS INC

Form 4

July 11, 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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Rhinelander Mel

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)

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

07/11/2013

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

35 PHEASANT LANE

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

TORONTO, A6 M9A 1T5

(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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	07/11/2013		D	2,000	D \$ 12 (1) 0	I	Jointly held with spouse
Class A Common Stock	07/11/2013		D	2,860	D \$ 12 (1) 0	I	Held as custodian for children

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  
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SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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 of 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
Rhineland Mel 35 PHEASANT LANE TORONTO, A6 M9A 1T5		X		

## Signatures

/s/ Mel  
Rhineland Mel  
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 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.

(2) Pursuant to the Merger Agreement, on July 11, 2013, each Tandem Stock Option/SAR (whether or not then exercisable or vested), which 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.

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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