

Brookdale Senior Living Inc.  
Form SC 13G/A  
February 12, 2015

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**Brookdale Senior Living Inc.**

**(Name of Issuer)**

**Common Stock, \$0.01 per share**

**(Title of Class of Securities)**

**112463104**

**(CUSIP Number)**

**December 31, 2014**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)\*\*

Rule 13d-1(c)\*\*

“ Rule 13d-1(d)

- \* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.
- \*\* This Schedule is being filed pursuant to Rule 13d-1(b) with respect to Visium Asset Management, LP, JG Asset, LLC and Jacob Gottlieb, and pursuant to Rule 13d1-(c) with respect to certain advisory clients of Visium Asset Management, LP.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Visium Asset Management, LP

2 Check the appropriate box if a member of a group\*

(a)  (b)

3 SEC use only

4 Citizenship or place of organization

United States

5 Sole voting power

Number of

shares  None  
6  Shared voting power

beneficially

owned by  4,240,255 (See Item 4)

each  7 Sole dispositive power

reporting

person  None  
8  Shared dispositive power

with

4,240,255 (See Item 4)

9 Aggregate amount beneficially owned by each reporting person

4,240,255 (See Item 4)

10 Check box if the aggregate amount in Row (9) excludes certain shares\*

Not Applicable

11 Percent of class represented by amount in Row (9)

2.3%

12 Type of reporting person\*

IA, PN

1 Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

JG Asset, LLC

2 Check the appropriate box if a member of a group\*

(a)  (b)

3 SEC use only

4 Citizenship or place of organization

United States

5 Sole voting power

Number of

shares  None  
6  Shared voting power

beneficially

owned by 4,240,255 (See Item 4)

each 7  Sole dispositive power

reporting

person  None  
8  Shared dispositive power

with

4,240,255 (See Item 4)

9 Aggregate amount beneficially owned by each reporting person

4,240,255 (See Item 4)

10 Check box if the aggregate amount in Row (9) excludes certain shares\*

Not Applicable

11 Percent of class represented by amount in Row (9)

2.3%

12 Type of reporting person\*

HC, OO

1 Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Jacob Gottlieb

2 Check the appropriate box if a member of a group\*

(a)  (b)

3 SEC use only

4 Citizenship or place of organization

United States

5 Sole voting power

Number of

shares  None  
6  Shared voting power

beneficially

owned by  4,240,255 (See Item 4)

each  7  Sole dispositive power

reporting

person  None  
8  Shared dispositive power

with

4,240,255 (See Item 4)

9 Aggregate amount beneficially owned by each reporting person

4,240,255 (See Item 4)

10 Check box if the aggregate amount in Row (9) excludes certain shares\*

Not Applicable

11 Percent of class represented by amount in Row (9)

2.3%

12 Type of reporting person\*

HC, IN

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CUSIP No. 112463104

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**Item 1** (a) Name of Issuer:

Brookdale Senior Living Inc.

(b) Address of Issuer's Principal Executive Offices:

111 Westwood Place

Suite 400

Brentwood, TN 37027

**Item 2** (a) (c) This statement is filed on behalf of the following:

- (1) Visium Asset Management, LP, a Delaware limited partnership ( VAM ), with its principal business office c/o Visium Asset Management, LP, 888 Seventh Avenue, New York, NY 10019.
- (2) JG Asset, LLC, a Delaware limited liability company ( JG Asset ), with its principal business office c/o Visium Asset Management, LP, 888 Seventh Avenue, New York, NY 10019. JG Asset is the General Partner of VAM.
- (3) Jacob Gottlieb ( Gottlieb ), a natural person, with his principal business office c/o Visium Asset Management, LP, 888 Seventh Avenue, New York, NY 10019. Gottlieb is the Managing Member of JG Asset.

(d) Title of Class of Securities:

Common Stock, \$0.01 per share

(e) CUSIP Number:

112463104

**Item 3** If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- .. Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- .. Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- .. Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- .. Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- x An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);\*
- .. An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- x A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);\*
- .. A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- .. Group, in accordance with §240.13d-1(b)(1)(ii)(J).

\* VAM is an investment adviser as described above and JG Asset and Gottlieb are each a parent holding company or control person as described above.

**Item 4** Ownership:

VAM

(a) Amount Beneficially Owned:

By virtue of its position as investment manager to pooled investment vehicles, VAM may be deemed to beneficially own the 4,240,255 shares of the Company's Common Stock beneficially owned by the pooled investment vehicles.

(b) Percent of Class:

2.3%

(c) Number of Shares as to which person has:

(i) sole power to vote or to direct vote:

None

(ii) shared power to vote or to direct vote:

4,240,255 shares

(iii) sole power to dispose or direct disposition of:

None

(iv) shared power to dispose or to direct disposition of:

4,240,255 shares