

Edgar Filing: ASSISTED LIVING CONCEPTS INC - Form SC 13D/A

ASSISTED LIVING CONCEPTS INC
Form SC 13D/A
November 12, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

ASSISTED LIVING CONCEPTS, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

04543M107

(CUSIP Number)

Stephen Feinberg
299 Park Avenue
22nd Floor
New York, New York 10171
(212) 421-2600

with a copy to:
Robert G. Minion, Esq.
Lowenstein Sandler PC
65 Livingston Avenue
Roseland, New Jersey 07068
(973) 597-2424

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 9, 2004

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

*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.

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).

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Cusip No. 04543M107

1) Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only):

Stephen Feinberg

2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) Not
(b) Applicable

3) SEC Use Only

4) Source of Funds (See Instructions): WC

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): Not Applicable

6) Citizenship or Place of Organization: United States

Number of 7) Sole Voting Power: *

Shares Beneficially 8) Shared Voting Power: *

Owned by Each Reporting 9) Sole Dispositive Power: *

Person With: 10) Shared Dispositive Power: *

11) Aggregate Amount Beneficially Owned by Each Reporting Person: 1,018,321*

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): Not Applicable

13) Percent of Class Represented by Amount in Row (11): 15.8%*

14) Type of Reporting Person (See Instructions): IA, IN

* Cerberus Partners, L.P. ("Cerberus") is the holder of 191,981 shares of common stock, par value \$0.01 per share (the "Shares"), of Assisted Living Concepts, Inc. (the "Company"), Cerberus International, Ltd. ("International") is the holder of 488,551 Shares, Cerberus Institutional, Ltd. ("Institutional") is the holder of 184,551 Shares and certain private investment funds (the "Funds") in the aggregate are the holders of 153,238 Shares. Stephen Feinberg possesses sole power to vote and direct the disposition of all securities of the Company owned by each of Cerberus, International, Institutional and the Funds. Thus, as of November 9, 2004, for the purposes of Reg. Section 240.13d-3, Stephen Feinberg is deemed to beneficially own 1,018,321 Shares, or 15.8% of the Shares deemed issued and outstanding as of that date.

Item 5. Interest in Securities of the Issuer.

Based upon information set forth in the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2004, as of July 29, 2004 there were issued and outstanding 6,442,925 Shares. As of November 9, 2004,

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Cerberus is the holder of 191,981 Shares, International is the holder of 488,551 Shares, Institutional is the holder of 184,551 Shares and the Funds in the aggregate are the holders of 153,238 Shares. Stephen Feinberg possesses sole power to vote and direct the disposition of all securities of the Company owned by each of Cerberus, International, Institutional and the Funds. Thus, as of November 9, 2004, for the purposes of Reg. Section 240.13d-3, Stephen Feinberg is deemed to beneficially own 1,018,321 Shares, or 15.8% of the Shares deemed issued and outstanding as of that date.

The only transactions in Shares, or securities convertible into, exercisable for or exchangeable for Shares, by Mr. Feinberg or any person or entity controlled by him or any person or entity for which he possesses voting or investment control over the securities thereof since the filing of the Schedule 13D Amendment No. 1 by Mr. Feinberg dated as of November 5, 2004, were the sales of Shares detailed in the table below (each of which were effected in an ordinary brokerage transaction):

I. Cerberus

(Purchases)

NONE

(Sales)

Date ----	Quantity -----	Price -----
November 8, 2004	9,430	\$18.15
November 9, 2004	8,490	\$18.15

II. International

(Purchases)

NONE

(Sales)

Date ----	Quantity -----	Price -----
November 8, 2004	23,990	\$18.15
November 9, 2004	21,590	\$18.15

III. Institutional

(Purchases)

NONE

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(Sales)		
Date	Quantity	Price
----	-----	-----
November 8, 2004	9,060	\$18.15
November 9, 2004	8,150	\$18.15

IV. The Funds

(Purchases)

NONE

(Sales)

Date	Quantity	Price
----	-----	-----
November 8, 2004	7,520	\$18.15
November 9, 2004	6,770	\$18.15

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 10, 2004

/s/ Stephen Feinberg

Stephen Feinberg, in his capacity as the managing member of Cerberus Associates, L.L.C., the general partner of Cerberus Partners, L.P., and as the investment manager for each of Cerberus International, Ltd., Cerberus Institutional, Ltd. and the Funds

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).