

ASSISTED LIVING CONCEPTS INC

Form 4/A

July 15, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BUONO JOHN**

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)  
**W303 N2542 MAPLE AVENUE**  
 (Street)

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

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
 Chief Financial Officer

**PEWAUKEE, WI 53072**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Class A<br>Common<br>Stock            | 07/11/2013                              |   | D                                    | 8,000 D  | \$ 12<br>(1) 0   | I  | Jointly<br>held with<br>spouse          |

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  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                            |                                     |
|---|--|---|---|--------------------------------------|--|--|-----|--|--------------------|----------------------------|-------------------------------------|
|   |  |   |   | Code                                 | V  | (A)  | (D) | Date<br>Exercisable  | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of Shares |
| Tandem Stock<br>Options/SARs<br>(right to buy)      | \$ 7.68  | 07/11/2013                              |   | D                                    |  | 16,000   |     | <u>(2)</u>   | 02/22/2014         | Class A<br>Common<br>Stock | 16,000                              |
| Tandem Stock<br>Options/SARs<br>(right to buy)      | \$ 15.86   | 07/11/2013                              |   | D                                    |  | 8,000  |     | <u>(2)</u>   | 03/03/2015         | Class A<br>Common<br>Stock | 8,000                               |
| Tandem Stock<br>Options/SARs<br>(right to buy)      | \$ 18.69   | 07/11/2013                              |   | D                                    |  | 22,000   |     | <u>(2)</u>   | 03/02/2016         | Class A<br>Common<br>Stock | 22,000                              |
| Tandem Stock<br>Options/SARs<br>(right to buy)      | \$ 17.01   | 07/11/2013                              |   | D                                    |  | 4,400  |     | <u>(2)</u>   | 03/15/2017         | Class A<br>Common<br>Stock | 4,400                               |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| BUONO JOHN<br>W303 N2542 MAPLE AVENUE<br>PEWAUKEE, WI 53072 |               |           | Chief Financial Officer |       |

## Signatures

/s/ John Buono 07/11/2013  
 \*\*Signature of Date  
 Reporting Person

## 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.

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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