

FIVE STAR QUALITY CARE INC  
Form 8-K  
May 21, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT PURSUANT**  
**TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **May 15, 2012**

**FIVE STAR QUALITY CARE, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**

(State or Other Jurisdiction of Incorporation)

**1-16817**  
(Commission File Number)

**400 Centre Street, Newton, Massachusetts**  
(Address of Principal Executive Offices)

**04-3516029**  
(IRS Employer Identification No.)

**02458**  
(Zip Code)

**617-796-8387**

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(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the annual meeting of stockholders of Five Star Quality Care, Inc., or the Company, held on May 15, 2012, the Company's stockholders, by plurality of shares voted, elected Donna D. Fraiche as the Independent Director in Group II of the Board of Directors for a three year term of office until the Company's 2015 annual meeting of stockholders and to serve until her successor shall have been elected and qualified.

Ms. Fraiche received the following votes: For - 23,152,077; Withhold - 10,380,244; Broker Non-Votes - 10,653,897.

The Company's stockholders also elected, by plurality of shares voted, Gerard M. Martin as the Managing Director in Group II of the Board of Directors for a three year term of office until the Company's 2015 annual meeting of stockholders and to serve until his successor shall have been elected and qualified. Mr. Martin received the following votes: For - 20,312,941; Withhold - 13,219,380; Broker Non-Votes - 10,653,897.

The Company's stockholders approved a nonbinding advisory resolution on the compensation paid to the Company's executive officers as disclosed pursuant to Item 402 of Regulation S-K in the Company's proxy statement dated February 21, 2012, relating to the Company's 2012 annual meeting of stockholders. This proposal received the following votes:

For	Against	Abstain	Broker Non-Vote
30,748,852	2,656,850	126,619	10,653,897

The Company's stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012. This proposal received the following votes:

For	Against	Abstain	Broker Non-Vote
41,919,264	2,222,477	44,477	N/A

The results reported above are final voting results.

**Item 8.01 Other Events.**

*Director Compensation; Share Grants*

On May 15, 2012, the Company changed its director compensation arrangements. A summary of the Company's currently effective director compensation arrangements is filed as Exhibit 10.1 hereto and is incorporated herein by reference.

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On May 15, 2012, the Company granted each of the Company's directors 7,500 shares of common stock, par value \$0.01 per share, valued at \$3.06, the closing price of the Company's common stock on the New York Stock Exchange on that day, consistent with the Company's director compensation arrangements.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

The Company hereby files the following exhibit:

10.1 Summary of Director Compensation.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FIVE STAR QUALITY CARE, INC.

By:	/s/ Paul V. Hoagland
Name:	Paul V. Hoagland
Title:	Treasurer and Chief Financial Officer

Dated: May 21, 2012

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