

Schulte Mark J
Form 4
January 13, 2009

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 *
Schulte Mark J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Brookdale Senior Living Inc. [BKD]

(Check all applicable)

(Last) (First) (Middle)

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

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

330 NORTH WABASH AVENUE, SUITE 1400

01/12/2009

(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

CHICAGO, IL 60611

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	01/12/2009		A	598 A \$ 0	596,713	D	

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 displays a currently valid OMB control number.

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 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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schulte Mark J 330 NORTH WABASH AVENUE SUITE 1400 CHICAGO, IL 60611	X			

Signatures

/s/ Chad C. White, By Power of Attorney
Date: 01/13/2009

**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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. Investment Company Act of 1940 (15 U.S.C. 80a-8). (e) An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E); (f) An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F); (g) A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G); (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); (i) 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); (j) Group, in accordance with ss.240.13d-1(b)(1)(ii)(J). ITEM 4. OWNERSHIP: This Amendment No. 4 amends and supplements Amendment No. 3 to Schedule 13G filed with the Securities and Exchange Commission (SEC) on May 9, 2012, which amended and supplemented Amendment No. 2 (Amendment No. 2) to Schedule 13G filed with the Securities and Exchange Commission (SEC) on December 28, 2011 which amended and supplemented the Amendment No. 1 to Schedule 13G filed with the SEC on December 2, 2011 which amended and supplemented the Schedule 13G originally filed with the SEC on September 28, 2011 by the Reporting Persons. The aggregate percentage of Shares reported as owned by each Reporting Person is based upon 74,839,567 shares of Common Stock outstanding as of April 25, 2012, as disclosed in the Issuers Form 10-Q filing for the quarterly period ended September 30, 2013, filed with the SEC on November 1, 2013. This Statement is being filed with respect to an aggregate of 3,368,700 shares of Common Stock, resulting in

beneficial ownership of Common Stock as follows: 1. Bay Resource Partners, L.P., (a) Amount Beneficially owned: 547,000 (b) Percent of Class: 0.7% Page 8 of 10 Pages (c) (i) Sole power to vote or direct the vote: -0- (ii) Shared power to vote or direct the vote: 547,000 (iii) Sole power to dispose or direct the disposition: -0- (iv) Shared power to dispose or direct the disposition: 547,000 2. Bay II Resource Partners, L.P. (a) Amount Beneficially owned: 744,500 (b) Percent of Class: 1.0% (c) (i) Sole power to vote or direct the vote: -0- (ii) Shared power to vote or direct the vote: 744,500 (iii) Sole power to dispose or direct the disposition: -0- (iv) Shared power to dispose or direct the disposition: 744,500 3. Bay Resource Partners Offshore Master Fund, L.P. (a) Amount Beneficially owned: 1,850,900 (b) Percent of Class: 2.5% (c) (i) Sole power to vote or direct the vote: -0- (ii) Shared power to vote or direct the vote: 1,850,900 (iii) Sole power to dispose or direct the disposition: -0- (iv) Shared power to dispose or direct the disposition: 1,850,900 5. GMT Capital Corp. (a) Amount Beneficially owned: 3,274,900 (b) Percent of Class: 4.3% (c) (i) Sole power to vote or direct the vote: -0- (ii) Shared power to vote or direct the vote: 3,274,900 (iii) Sole power to dispose or direct the disposition: -0- (iv) Shared power to dispose or direct the disposition: 3,274,900 6. Thomas E. Claugus (a) Amount Beneficially owned: 3,368,700 (b) Percent of Class: 4.5% (c) (i) Sole power to vote or direct the vote: 93,800 (ii) Shared power to vote or direct the vote: 3,274,900 (iii) Sole power to dispose or direct the disposition: 93,800 (iv) Shared power to dispose or direct the disposition: 3,274,900

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS. As of the date of this Report, the aggregate beneficial ownership of the Reporting Persons had been reduced to below five percent (5%).

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON. N/A

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON. N/A

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ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP. See Item 2.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP. N/A

ITEM 10. CERTIFICATION. By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect. SIGNATURE After reasonable inquiry and to the best of my knowledge and belief, I hereby certify that the information set forth in this statement is true, complete and correct. February 17, 2014 /s/ George E. Case, III ----- George E. Case, III, as Vice President of GMT Capital Corp., for itself and as the general partner of (i) Bay Resource Partners, L.P. and (ii) Bay II Resource Partners, L.P., and for the investment manager of (iii) Bay Resource Partners Offshore Master Fund, L.P. and (iv) certain other accounts and for Thomas E. Claugus Page 10 of 10 Pages