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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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 3, 2010**

**Capital Senior Living Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**1-13445**

(Commission File Number)

**75-2678809**

(IRS Employer Identification No.)

**14160 Dallas Parkway  
Suite 300 Dallas, Texas**

(Address of principal executive offices)

**75254**

(Zip Code)

Registrant's telephone number, including area code: **(972) 770-5600**

(Former name or former address, if changed since last report.)

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 7.01 Regulation FD Disclosure.**

On May 3, 2010, Capital Senior Living Corporation (the “Company”) announced that Midwest Portfolio Holdings II, LP, a joint venture in which the Company held a 15% partnership interest (“Midwest II”), has sold three senior living communities to Health Care REIT, Inc. (“HCN”). Upon closing the sale, the Company leased the communities from HCN pursuant to triple net operating leases, each with an initial term of 15 years and one 15-year renewal option. The Company previously managed the three communities in Midwest II under long-term management agreements. The full text of the press release issued by the Company in connection with the announcement is attached hereto as Exhibit 99.1.

The information being furnished under this Item 7.01 and Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing. The press release contains, and may implicate, forward-looking statements regarding the Company and includes cautionary statements identifying important factors that could cause actual results to differ materially from those anticipated.

In the press release, the Company’s management utilized non-GAAP financial measures, including adjusted EBITDAR, adjusted CFO and other items. These non-GAAP financial measures are used by management to evaluate financial performance and resource allocation for its facilities and for the Company as a whole. These measures are commonly used as an analytical indicator within the senior housing industry, and also serve as a measure of leverage capacity and debt service ability. The Company has provided this information in order to enhance investors overall understanding of the Company’s financial performance and prospects. In addition, because the Company has historically provided this type of information to the investment community, the Company believes that including this information provides consistency in its financial reporting.

These non-GAAP financial measures should not be considered as measures of financial performance under generally accepted accounting principles, and items excluded from them are significant components in understanding and assessing financial performance. These measures should not be considered in isolation or as an alternative to net income, cash flows generated by operating, investing, or financing activities, earnings per share or other financial statement data presented in the consolidated financial statements as an indicator of financial performance or liquidity. Because these measures are not measurements determined in accordance with generally accepted accounting principles and are thus susceptible to varying calculations, these measures as presented may not be comparable to other similarly titled measures of other companies.

By filing this Current Report on Form 8-K, the Company does not acknowledge that disclosure of this information is required by Regulation FD or that the information was material or non-public before the disclosure. The Company assumes no obligation to update or supplement forward-looking statements in the press release that become untrue because of new information, subsequent events or otherwise.

### **Item 9.01 Financial Statements and Exhibits.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

The following exhibit to this Current Report on Form 8-K is not being filed but is being furnished pursuant to Item 9.01:

99.1 Press Release dated May 3, 2010

## 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.

Date: May 3, 2010

Capital Senior Living Corporation

By: /s/ Ralph A. Beattie \_\_\_\_\_

Name: Ralph A. Beattie

Title: Executive Vice President and  
Chief Financial Officer

## **EXHIBIT INDEX**

The following exhibit to this Current Report on Form 8-K is not being filed but is being furnished pursuant to Item 9.01:

99.1 Press Release dated May 3, 2010



**Capital  
Senior  
Living  
Corporation**

For Immediate Release

Contact: Ralph A. Beattie  
972/770-5600

**CAPITAL SENIOR LIVING CORPORATION  
CLOSES A THREE COMMUNITY LEASE TRANSACTION**

DALLAS – (BUSINESS WIRE) –May 3, 2010 – Capital Senior Living Corporation (the “Company”) (NYSE:CSU — News), one of the country’s largest operators of senior living communities, today announced that Midwest Portfolio Holdings II, LP (“Midwest II”), a joint venture in which the Company held a 15 percent partnership interest, has sold three senior living communities to Health Care REIT, Inc. (NYSE: HCN — News). Upon closing the sale, the Company leased the communities from HCN. The Company previously managed the three communities in the joint venture under long-term management agreements.

The three communities being leased have approximately 300 units and include 198 units of assisted living and 102 units of memory care, with resident capacity of nearly 350. At the end of 2009, financial occupancy at the combined communities was 90%. All three communities are located in Indiana.

“Similar to our previous transaction with HCN, this transaction will provide immediate benefits to our shareholders,” commented Lawrence A. Cohen, Chief Executive Officer of the Company. “In addition to significant top-line growth, the lease will be immediately accretive to cash flow and earnings. These three communities are strategically located in the Midwest portion of the country, where nearly 50 percent of our operations are located. They are an excellent addition to our newly formed relationship with Health Care REIT, Inc., a leading healthcare REIT that invests across the full spectrum of senior housing and health care real estate.”

The Company received proceeds from Midwest II of approximately \$1.3 million and will recognize a gain of \$0.3 million on the transaction. The Company may receive additional proceeds after the joint venture settles its customary post-closing costs.

Annualizing fourth quarter 2009 results of operations for the three communities yields approximately \$11.7 million of revenue and \$4.2 million of EBITDAR. The initial lease expense is approximately \$3.0 million and is subject to conditional annual escalation provisions. The triple net operating lease has an initial term of fifteen years, with one fifteen-year renewal option. The Company will consolidate the revenues and expenses of the three communities on its income statement, along with the lease expense, beginning in the second quarter of 2010.

## **ABOUT THE COMPANY**

Capital Senior Living Corporation is one of the nation's largest operators of residential communities for senior adults. The Company's operating philosophy emphasizes a continuum of care, which integrates independent living, assisted living and home care services, to provide residents the opportunity to age in place. The Company currently operates 66 senior living communities in 23 states with an aggregate capacity of approximately 10,000 residents.

*The forward-looking statements in this release are subject to certain risks and uncertainties that could cause results to differ materially, including, but not without limitation to, the Company's ability to find suitable acquisition properties at favorable terms, financing, licensing, business conditions, risks of downturns in economic conditions generally, satisfaction of closing conditions such as those pertaining to licensure, availability of insurance at commercially reasonable rates, and changes in accounting principles and interpretations among others, and other risks and factors identified from time to time in our reports filed with the Securities and Exchange Commission.*

*This release contains certain financial information not derived in accordance with generally accepted accounting principles (GAAP), including adjusted EBITDAR, adjusted CFFO, adjusted CFFO per share and other items. The Company believes this information is useful to investors and other interested parties. Such information should not be considered as a substitute for any measures derived in accordance with GAAP, and may not be comparable to other similarly titled measures of other companies. Reconciliation of this information to the most comparable GAAP measures is included as an attachment to this release.*

Contact Ralph A. Beattie, Chief Financial Officer, at 972-770-5600 for more information.

**CAPITAL SENIOR LIVING**  
**RECONCILIATION OF NON-GAAP ITEMS**  
(in millions)

	<b>Annualized</b>
	<b>Q4 2009</b>
<b>EBITDAR reconciliation:</b>	
Income from operations	\$ 2.5
Interest Expense	1.1
Management Fees	0.6
<b>EBITDAR</b>	<b>\$ 4.2</b>
<b>CFFO Reconciliation:</b>	
EBITDAR	\$ 4.2
Lease Expense	(3.0)
Recurring CapEx	(0.1)
Income Taxes	(0.4)
<b>CFFO</b>	<b>\$ 0.7</b>

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