

ASSISTED LIVING CONCEPTS INC

Form 4/A

July 15, 2013

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

OMB APPROVAL

OMB
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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 JOHN2. 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)
07/11/20136. 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 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)
Class A Common Stock	07/11/2013		D	8,000 D	\$ 12 (1) 0	I	Jointly held with 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
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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Tandem Stock Options/SARs (right to buy)	\$ 7.68	07/11/2013		D		16,000		<u>(2)</u>	02/22/2014	Class A Common Stock	16,000
Tandem Stock Options/SARs (right to buy)	\$ 15.86	07/11/2013		D		8,000		<u>(2)</u>	03/03/2015	Class A Common Stock	8,000
Tandem Stock Options/SARs (right to buy)	\$ 18.69	07/11/2013		D		22,000		<u>(2)</u>	03/02/2016	Class A Common Stock	22,000
Tandem Stock Options/SARs (right to buy)	\$ 17.01	07/11/2013		D		4,400		<u>(2)</u>	03/15/2017	Class A Common Stock	4,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUONO JOHN W303 N2542 MAPLE AVENUE 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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