

AMERICAN RETIREMENT VILLAS PROPERTIES II
Form DFAN14A
September 16, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934

(Amendment No. 14)

Filed by the Registrant []

Filed by a Party other than the Registrant [X]

Check the appropriate box:

- [] Preliminary Proxy Statement
- [] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- [] Definitive Proxy Statement
- [X] Definitive Additional Materials
- [] Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

AMERICAN RETIREMENT VILLAS PROPERTIES II,
A CALIFORNIA LIMITED PARTNERSHIP

(Name of Registrant as Specified in its Charter)
Atria Senior Living Group, Inc.
ARV ASSISTED LIVING, INC.

ARVP II ACQUISITION, L.P.

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- [] No fee required.
- [X] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:
Limited Partnership Units

(2) Aggregate number of securities to which transaction applies:
16,697.566

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the

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filing fee is calculated and state how it was determined):
\$400

(4) Proposed maximum aggregate value of transaction:
\$6,679,026.40*

(5) Total fee paid:
\$846.23**

[X] Fee paid previously with preliminary materials.

* Estimated for purposes of calculating the amount of filing fee only. Transaction value was derived by multiplying 16,697.566 (the number of units of limited partnership interest of registrant outstanding as of March 24, 2004 that are not held by ARV or its subsidiaries) by \$400 (the offer price).

** The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Advisory #7 for Fiscal Year 2004 issued by the Securities and Exchange Commission on January 26, 2004, equals 0.012670% of the transaction valuation.

[X] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid: \$782.77

(2) Form, Schedule or Registration Statement No.: Schedule 14A

(3) Filing Party: ARV Assisted Living, Inc., Atria Senior Living Group, Inc., and ARVP II Acquisition, L.P.

(4) Date Filed: January 21, 2004

(a) (1) (Z)

FOR IMMEDIATE RELEASE
Contact: Shari Eastwood
Telephone Number: (866) 275-3707

ARVP II ACQUISITION, L.P. ANNOUNCES EXPIRATION OF ITS OFFER FOR
UNITS IN AMERICAN RETIREMENT VILLAS PROPERTIES II, L.P.

COSTA MESA, C.A. - (BUSINESS WIRE) - September 16, 2004 - ARVP II Acquisition, L.P. (the "Purchaser") announced today that its offer to purchase all of the limited partnership units (other than units owned by ARV Assisted Living, Inc. ("ARV") or its affiliates) of American Retirement Villas Properties II, a California limited partnership (the "Partnership"), expired, as scheduled, at 11:59 p.m. Eastern time, on September 15, 2004. The offer was made pursuant to the Purchaser's Offer to Purchase and Consent Solicitation Statement, dated March 24, 2004 (the "Offer to Purchase").

Based upon a preliminary count, as of 11:59 p.m., Eastern time, on Wednesday, September 15, 2004, approximately 9684.234 units, or approximately 57.99% of all outstanding units (other than units owned by ARV or its affiliates) were

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tendered and not withdrawn and have been accepted for payment. Assuming the Partnership's confirmation of this figure, upon payment for these Units in accordance with the Offer to Purchase, the Purchaser, together with its affiliates, will beneficially own approximately 79.97% of all outstanding Units. The Purchaser will promptly pay the offer price of \$400.00 per Unit in cash for each Unit validly tendered, not withdrawn and accepted for payment.

ARV, the general partner of the Partnership, directly or indirectly wholly-owns the Purchaser, and is a wholly-owned subsidiary of Atria Senior Living Group, Inc. ARV also owns approximately 52.5% of the limited partnership units of the Partnership.

In addition, the terms and conditions of the merger of the Purchaser with and into the Partnership described in the Offer to Purchase were approved and determined to be fair by the California Corporations Commissioner following a fairness hearing held on August 25, 2004. On September 15, 2004 the Commissioner issued a permit authorizing the merger. Pursuant to the terms and conditions of the merger, which Purchaser and the Partnership intend to effect, each Unit (other than Units held by ARV or its affiliates) not validly tendered in the offer or withdrawn will be converted into the right to receive \$400 in cash, as more fully described in the Offer to Purchase. The Purchaser will submit a certificate of merger with the California Secretary of State. The merger will be consummated upon the filing and effectiveness of this certificate of merger. The Purchaser expects the merger to close in two to four weeks. Following the closing of the merger, unitholders who have the right to receive \$400 cash per Unit pursuant to the merger will receive a letter of transmittal to be completed and returned in order for unitholders to receive the merger consideration.

Certain statements in this press release may constitute forward-looking statements. Forward-looking statements are not guarantees of future performance or actions and involve risks and uncertainties and other factors that may cause actual results or actions to differ materially from those anticipated at the time the forward-looking statements are made. Subject to Rules 13e-3(d)(2), 13e-3(f)(i)(iii) and 13d-3(b) of the Exchange Act, neither the Purchaser nor any of its affiliates undertakes any obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.