

AMERICAN RETIREMENT CORP

Form 8-K

January 21, 2005

Table of Contents

**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): January 21, 2005 (January 20, 2005)

**AMERICAN RETIREMENT CORPORATION**

---

(Exact Name of Registrant as Specified in Charter)

**Tennessee**

**01-13031**

**62-1674303**

(State or Other Jurisdiction of  
Incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

**111 Westwood Place, Suite 200  
Brentwood, Tennessee**

**37027**

(Address of Principal Executive Offices)

(Zip Code)

**(615) 221-2250**

---

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

---

(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 (*see* General Instruction A.2. below):

- 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))
-

**TABLE OF CONTENTS**

Item 1.01. Entry into a Material Definitive Agreement

Item 7.01. Regulation FD Disclosure

Item 9.01. Financial Statements and Exhibits

**SIGNATURES**

**EXHIBIT INDEX**

Ex-1.1 Underwriting Agreement

Ex-5.1 Opinion of Bass, Berry & Sims PLC

Ex-99.1 Press Release

---

**Table of Contents**

**Item 1.01. Entry into a Material Definitive Agreement**

On January 20, 2005, we entered into an Underwriting Agreement with Jefferies & Company, Inc. in connection with a public offering of 4,500,000 shares of our common stock, which is an increase from the offering of 4,000,000 shares previously announced, pursuant to an effective shelf registration statement on Form S-3 (File No. 333-116410) previously filed with the Securities and Exchange Commission. Pursuant to the terms of the Underwriting Agreement, we have granted the underwriter a 30-day option to purchase up to 675,000 additional shares to cover over-allotments, if any. A copy of the Underwriting Agreement is attached hereto and incorporated herein by reference as Exhibit 1.1.

This Current Report on Form 8-K is being incorporated by reference into the registration statement on Form S-3 (File No. 333-116410) referenced above.

**Item 7.01. Regulation FD Disclosure**

On January 20, 2005, we issued a press release announcing the pricing of a public offering of 4,500,000 shares of our common stock. A copy of the press release is furnished herewith as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits**

(c) *Exhibits.*

- 1.1 Underwriting Agreement, dated January 20, 2005, between American Retirement Corporation and Jefferies & Company, Inc.
- 5.1 Opinion of Bass, Berry & Sims PLC
- 23.1 Opinion of Bass, Berry & Sims PLC (included in Exhibit 5.1)
- 99.1 Press Release dated January 20, 2005

**Table of Contents**

**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.

**AMERICAN RETIREMENT  
CORPORATION**

By: /s/ Bryan D. Richardson  
Bryan D. Richardson  
Executive Vice President - Finance and  
Chief Financial Officer

Date: January 21, 2005

**Table of Contents**

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated January 20, 2005, between American Retirement Corporation and Jefferies & Company, Inc.
5.1	Opinion of Bass, Berry & Sims PLC
23.1	Consent of Bass, Berry & Sims PLC (included in Exhibit 5.1)
99.1	Press Release dated January 20, 2005