

CAPITAL SENIOR LIVING CORP  
Form DEFA14A  
April 16, 2019

**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. )**

Filed by the Registrant

Filed by a Party other than the Registrant

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

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Capital Senior Living Corporation**

**(Name of Registrant as Specified In Its Charter)**

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

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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Fee paid previously with preliminary materials.

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**CAPITAL SENIOR LIVING CORPORATION**

14160 Dallas Parkway, Suite 300

Dallas, Texas 75254

**SUPPLEMENT TO THE PROXY STATEMENT**

**FOR THE ANNUAL MEETING OF STOCKHOLDERS**

**To Be Held May 14, 2019**

The following disclosure supplements the definitive proxy statement filed by Capital Senior Living Corporation (the Company) with the Securities and Exchange Commission on April 8, 2019 (the Proxy Statement) in connection with the solicitation of proxies by the Company's Board of Directors for the above referenced annual meeting of stockholders and any adjournment or postponement thereof. There are no other changes to the Proxy Statement or the matters to be considered by the Company's stockholders. This supplemental disclosure should be read together with the Proxy Statement, which should be read in its entirety. Terms used in this supplement to the Proxy Statement and not otherwise defined herein have the meanings given to them in the Proxy Statement.

The description of Proposal 4 Approval of the Capital Senior Living Corporation 2019 Omnibus Stock and Incentive Plan is modified to add the following under General Eligibility on page 63 of the Proxy Statement:

As disclosed on page 15 of the Company's Annual Report on Form 10-K that accompanies this Proxy Statement, the Company had approximately 7,549 employees as of December 31, 2018 who would be eligible to receive awards under the 2019 Stock Incentive Plan (which number had decreased to approximately 6,750 employees as of April 1, 2019). As further disclosed throughout this Proxy Statement, the Company currently has eight non-employee directors who would be eligible to receive awards under the 2019 Stock Incentive Plan. Finally, the Company had less than ten consultants as of April 1, 2019 who would be eligible to receive awards under the 2019 Stock Incentive Plan, although the Company has historically not issued such awards to any of its consultants.

In addition, the description of Proposal 4 Approval of the Capital Senior Living Corporation 2019 Omnibus Stock and Incentive Plan is modified to fix a typographical error under General Expiration of the 2019 Stock Incentive Plan on page 69 of the Proxy Statement. Pursuant to Article 12 of the 2019 Stock Incentive Plan, if the 2019 Stock Incentive Plan is approved at the annual stockholder meeting, unless terminated sooner by the Board of Directors, the 2019 Stock Incentive Plan will terminate on March 26, 2029 (not May 14, 2019).