

CAPITAL SENIOR LIVING CORP

Form 8-K

August 25, 2004

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) **August 23, 2004**

Capital Senior Living Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-13445

75-2678809

(Commission File Number)

(IRS Employer Identification No.)

**14160 Dallas Parkway
Suite 300
Dallas Texas**

75254

(Address of Principal Executive Offices)

(Zip Code)

(972) 770-5600

(Registrant's Telephone Number, Including Area Code)

(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 7.01 Regulation FD Disclosure.

9.01 Financial Statements and Exhibits

SIGNATURES

EXHIBIT INDEX

Amendment to Stock Purchase Agreement

Promissory Note

Security Agreement

Right of First Refusal Agreement

Schedule Identifying Agreements Identical to Exhibit 10.4.1

Option to Purchase

Schedule Identifying Agreements Identical to Exhibit 10.5.1

Management Agreement

Schedule Identifying Agreements Identical to Exhibit 10.6.1

Management and Marketing Agreement

First Amendment & Extension to Management and Marketing Agreement

Management Agreement - August 16, 1996

Management Agreement - December 1, 2003

Management Services Agreement

Management Agreement - September 1, 1991

Amendment to Management Agreement

Management and Marketing Agreement

Press Release

Slideshow Presentation

Table of Contents

Item 7.01 Regulation FD Disclosure.

A. Press Release Announcing the Completion of the Acquisition of CGI Management, Inc.

On August 23, 2004, Capital Senior Living Corporation announced that it had completed its previously announced transaction with The Covenant Group of Texas, Inc. to acquire all of the outstanding stock of Covenant's wholly owned subsidiary, CGI Management, Inc. A copy of the press release is filed as Exhibit 99.1 to this current report on Form 8-K. This information 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 registrant and includes cautionary statements identifying important factors that could cause actual results to differ materially from those anticipated.

B. Slide Show Presentation

Attached hereto as Exhibit 99.2 is a slideshow presentation of Capital Senior Living Corporation, a Delaware corporation (the Company). 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 this slideshow that become untrue because of new information, subsequent events or otherwise.

9.01 Financial Statements and Exhibits

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

- 10.1 Amendment to Stock Purchase Agreement, dated August 17, 2004, by and between Covenant Group of Texas, Inc. and Capital Senior Management 1, Inc.
- 10.2 Promissory Note, dated August 18, 2004, by Capital Senior Management 1, Inc. in favor of Covenant Group of Texas, Inc.
- 10.3 Security Agreement, dated as of August 18, 2004, by and between Covenant Group of Texas, Inc. and Capital Senior Management 1, Inc.
- 10.4.1 Right of First Refusal Agreement, dated August 18, 2004, by and between Covenant Place of Abilene, Inc. and Capital Senior Living Acquisition, LLC
- 10.4.2 Schedule identifying substantially identical agreements to Exhibit 10.4.1
- 10.5.1 Option to Purchase, dated as of August 18, 2004, by and between Covenant Place of Abilene, Inc. and Capital Senior Living Acquisition, LLC
- 10.5.2 Schedule identifying substantially identical agreements to Exhibit 10.5.1
- 10.6.1 Management Agreement, dated as of August 18, 2004, by and between Covenant Place of Waxahachie, Inc. and CGI Management, Inc.

- 10.6.2 Schedule identifying substantially identical agreements to Exhibit 10.6.1
 - 10.7.1 Management and Marketing Agreement, dated August 20, 1995, by and between Sunnybrook Estates, Inc. and CGI Management, Inc.
-

Table of Contents

- 10.7.2 First Amendment & Extension to Management and Marketing Agreement, dated June 18, 2003, by and between Sunnybrook Estates, Inc. and CGI Management, Inc.
- 10.8 Management Agreement, dated August 16, 1996, by and Harding Place, Inc. and The Covenant Group, Inc.
- 10.9 Management Agreement, dated as of December 1, 2003, between Grand Prairie Housing Finance Corporation and CGI Management, Inc.
- 10.10 Management Services Agreement, dated as of December 1, 2000, between CGI Management, Inc. and GF/Arlington, Inc.
- 10.11.1 Management Agreement, dated September 1, 1991, by and between The Covenant Group, Inc. and Tealridge Manor Corporation
- 10.11.2 Amendment to Management Agreement, dated as of August 1, 2001, by and between Tealridge Manor Corporation and CGI Management, Inc.
- 10.12 Management and Marketing Agreement, dated April 1, 1998, by and between Southern Senior Services and CGI Management, Inc.

The following exhibits to this current report on Form 8-K are not being filed but are being furnished pursuant to Item 7.01:

- 99.1 Press Release dated August 23, 2004
 - 99.2 Capital Senior Living Corporation slideshow presentation
-

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.

Date: August 24, 2004

Capital Senior Living Corporation

By: /s/ Ralph A. Beattie

Name: Ralph A. Beattie

Title: Executive Vice President and Chief
Financial Officer

Table of Contents

EXHIBIT INDEX

Exhibit No.	Exhibit Name
10.1	Amendment to Stock Purchase Agreement, dated August 17, 2004, by and between Covenant Group of Texas, Inc. and Capital Senior Management 1, Inc.
10.2	Promissory Note, dated August 18, 2004, by Capital Senior Management 1, Inc. in favor of Covenant Group of Texas, Inc.
10.3	Security Agreement, dated as of August 18, 2004, by and between Covenant Group of Texas, Inc. and Capital Senior Management 1, Inc.
10.4.1	Right of First Refusal Agreement, dated August 18, 2004, by and between Covenant Place of Abilene, Inc. and Capital Senior Living Acquisition, LLC
10.4.2	Schedule identifying substantially identical agreements to Exhibit 10.4.1
10.5.1	Option to Purchase, dated as of August 18, 2004, by and between Covenant Place of Abilene, Inc. and Capital Senior Living Acquisition, LLC
10.5.2	Schedule identifying substantially identical agreements to Exhibit 10.5.1
10.6.1	Management Agreement, dated as of August 18, 2004, by and between Covenant Place of Waxahachie, Inc. and CGI Management, Inc.
10.6.2	Schedule identifying substantially identical agreements to Exhibit 10.6.1
10.7.1	Management and Marketing Agreement, dated August 20, 1995, by and between Sunnybrook Estates, Inc. and CGI Management, Inc.
10.7.2	First Amendment & Extension to Management and Marketing Agreement, dated June 18, 2003, by and between Sunnybrook Estates, Inc. and CGI Management, Inc.
10.8	Management Agreement, dated August 16, 1996, by and Harding Place, Inc. and The Covenant Group, Inc.
10.9	Management Agreement, dated as of December 1, 2003, between Grand Prairie Housing Finance Corporation and CGI Management, Inc.
10.10	Management Services Agreement, dated as of December 1, 2000, between CGI Management, Inc. and GF/Arlington, Inc.
10.11.1	Management Agreement, dated September 1, 1991, by and between The Covenant Group, Inc. and Tealridge Manor Corporation
10.11.2	Amendment to Management Agreement, dated as of August 1, 2001, by and between Tealridge Manor Corporation and CGI Management, Inc.

Edgar Filing: CAPITAL SENIOR LIVING CORP - Form 8-K

- 10.12 Management and Marketing Agreement, dated April 1, 1998, by and between Southern Senior Services and CGI Management, Inc.

The following exhibits to this current report on Form 8-K are not being filed but are being furnished pursuant to Item 7.01:

- 99.1 Press Release dated August 23, 2004
- 99.2 Capital Senior Living Corporation slideshow presentation