

FIVE STAR QUALITY CARE INC
Form SC 13G/A
February 13, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

(Rule 13d-102)

Under the Securities Exchange Act of 1934

(Amendment No. 2)

Five Star Quality Care, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

33832D106

(CUSIP Number)

December 31, 2011

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

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Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the Notes).

CUSIP No. 33832D106

13G/A

1. Names of Reporting Persons

Senior Housing Properties Trust

2. Check the Appropriate Box if a Member of a Group (a)

(See Instructions) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Maryland

5. Sole Voting Power

NUMBER OF **6.** **4,235,000**
Shared Voting Power

SHARES

BENEFICIALLY **7.** **0**
Sole Dispositive Power

OWNED BY

EACH

REPORTING **4,235,000**

PERSON **8.** Shared Dispositive Power
WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,235,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

(See Instructions)

11. Percent of Class Represented by Amount in Row (9)

8.8%

12. Type of Reporting Person (*See* Instructions)

OO

CUSIP No. 33832D106

13G/A

1. Names of Reporting Persons

Reit Management & Research LLC

2. Check the Appropriate Box if a Member of a Group

(a)

(See Instructions)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

6. **0** Shared Voting Power

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

7. **0** Sole Dispositive Power

8. **0**

Shared Dispositive Power

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

X

(See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0%

12. Type of Reporting Person (*See Instructions*)

OO

CUSIP No. 33832D106

13G/A

1. Names of Reporting Persons

Reit Management & Research Trust

2. Check the Appropriate Box if a Member of a Group

(a)

(See Instructions)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Massachusetts

5. Sole Voting Power

6. **0**
Shared Voting Power

SHARES

BENEFICIALLY
7. **0**
Sole Dispositive Power

OWNED BY

EACH

REPORTING
8. **0**

PERSON
WITH **8.** Shared Dispositive Power

9. **0**
Aggregate Amount Beneficially Owned by Each Reporting Person

10. **0**
Check if the Aggregate Amount in Row (9) Excludes Certain Shares

X

(See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0%

12. Type of Reporting Person (*See Instructions*)

OO

CUSIP No. 33832D106

13G/A

1. Names of Reporting Persons

Barry M. Portnoy

2. Check the Appropriate Box if a Member of a Group

(a)

(See Instructions)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

NUMBER OF **6.** **186,622**
Shared Voting Power

SHARES

BENEFICIALLY **7.** **0**
Sole Dispositive Power

OWNED BY

EACH

REPORTING **186,622**

PERSON **8.** Shared Dispositive Power
WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

186,622

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

X

(See Instructions)

11. Percent of Class Represented by Amount in Row (9)

12. **Less than 1%**
Type of Reporting Person (*See Instructions*)

IN

CUSIP No. 33832D106

13G/A

1. Names of Reporting Persons

Adam D. Portnoy

2. Check the Appropriate Box if a Member of a Group

(a)

(See Instructions)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

6. **55,500**
Shared Voting Power

SHARES

7. **0**
Sole Dispositive Power

OWNED BY

EACH

8. **55,500**

REPORTING

PERSON WITH

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

55,500

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

X

(See Instructions)

11. Percent of Class Represented by Amount in Row (9)

12. **Less than 1%**
Type of Reporting Person (*See Instructions*)

IN

CUSIP No. 33832D106

13G/A

Item 1(a). Name of Issuer:

Five Star Quality Care, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

400 Centre Street
Newton, Massachusetts 02458

Item 2(a). Name of Person Filing:

This Statement is filed on behalf of each of the following persons (collectively, the Reporting Persons):

- (1) Senior Housing Properties Trust (SNH)
- (2) Reit Management & Research LLC (RMR) (the manager of SNH)
- (3) Reit Management & Research Trust (RMR Trust) (the sole member of RMR)
- (4) Barry M. Portnoy (a managing director of the Issuer, a managing trustee of SNH, the Chairman and a director of RMR, and the Chairman, majority beneficial owner and a trustee of RMR Trust)
- (5) Adam D. Portnoy (a managing trustee of SNH, the President and Chief Executive Officer and a director of RMR, and the President and Chief Executive Officer, a beneficial owner and a trustee of RMR Trust)

Item 2(b). Address of Principal Offices or, if None, Residence:

The address of each Reporting Person is:

Two Newton Place
255 Washington Street
Newton, Massachusetts 02458

Item 2(c). Citizenship:

SNH is a Maryland real estate investment trust.

RMR is a Delaware limited liability company.

RMR Trust is a Massachusetts business trust.

Barry M. Portnoy is a United States citizen.

Adam D. Portnoy is a United States citizen.

Item 2(d). Title of Class of Securities:

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Common Stock, \$.01 par value per share

Item 2(e). CUSIP Number:

33832D106

CUSIP No. 33832D106

13G/A

Item 3. If the Statement is being filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the filing person is a:

Not applicable.

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);