

FIVE STAR QUALITY CARE INC
Form S-1MEF
March 21, 2002

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As filed with the Securities and Exchange Commission on March 21, 2002

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

FIVE STAR QUALITY CARE, INC.

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation or organization)

8051

(Primary Standard Industrial Classification Code Number)

400 Centre Street

Newton, Massachusetts 02458

(617) 796-8387

04-3516029

(I.R.S. Employer Identification Number)

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Evrett W. Benton, President

Five Star Quality Care, Inc.

400 Centre Street

Newton, Massachusetts 02458

(617) 796-8387

(Name, address, including zip code, telephone number, including area code, of agent for service)

Copy to:

William J. Curry, Esq.
Sullivan & Worcester LLP
One Post Office Square
Boston, Massachusetts 02109
(617) 338-2800

Frederick W. Kanner, Esq.
Glenn R. Pollner, Esq.
Dewey Ballantine LLP
1301 Avenue of the Americas
New York, New York 10019
(212) 259-8000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. //

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If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. /s/ 333-83648

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. //

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. //

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Unit | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|-------------------------|--|---|----------------------------|
| Common Stock, \$.01 par value per share | 776,134 | \$7.45(1) | \$5,782,199 | \$532 |

(1) The public offering price of the shares of common stock being sold in the offering.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The registrant hereby incorporates by reference into this registration statement the contents of the Registration Statement on Form S-1 (File No. 333-83648), as amended, filed with the Securities and Exchange Commission on March 1, 2002 and declared effective on March 20, 2002.

Signatures

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Newton, Commonwealth of Massachusetts, on March 21, 2002.

FIVE STAR QUALITY CARE, INC.

By: /s/ EVRETT W. BENTON

Evrett W. Benton
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-1 has been signed below by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|-----------|-------|------|
|-----------|-------|------|

| | | |
|----------------------|---------------------------------------|----------------|
| /s/ EVRETT W. BENTON | President and Chief Executive Officer | March 21, 2002 |
|----------------------|---------------------------------------|----------------|

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| Signature | Title | Date |
|--|---------------------------------------|----------------|
| _____ Evrett W. Benton | | |
| /s/ BRUCE J. MACKEY JR. _____ Bruce J. Mackey Jr. | Chief Financial Officer and Treasurer | March 21, 2002 |
| * _____ Barry M. Portnoy | Managing Director | March 21, 2002 |
| * _____ Gerard M. Martin | Managing Director | March 21, 2002 |
| * _____ Bruce M. Gans | Director | March 21, 2002 |
| * _____ John L. Harrington | Director | March 21, 2002 |
| * _____ Arthur G. Koumantzelis | Director | March 21, 2002 |
| *By: /s/ EVRETT W. BENTON _____ Attorney-in-Fact Pursuant to Power of Attorney Previously Filed | | |

Exhibit index

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

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| 5.1 | Legal Opinion of Ballard Spahr Andrews & Ingersoll, LLP |
| 23.1 | Consent of Ballard Spahr Andrews & Ingersoll, LLP (contained in Exhibit 5.1) |
| 23.2 | Consent of Ernst & Young LLP |
| 23.3 | Consent of KPMG LLP |
| 23.4 | Consent of Arthur Andersen LLP |
| 23.5 | Consent of PricewaterhouseCoopers LLP |
| 24.1 | Powers of Attorney of directors and officers signing this registration statement are part of the signature page to the Registration Statement on Form S-1, File No. 333-83648 |

QuickLinks

Signatures

[Exhibit index](#)