

ADCARE HEALTH SYSTEMS, INC  
Form DEFA14A  
November 16, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
SCHEDULE 14A  
(Rule 14a-101)  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

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 Section 240.14a-12

ADCARE HEALTH SYSTEMS, INC.

-----  
(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)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

-----  
(2) Aggregate number of securities to which transaction applies:

-----  
(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

-----  
(4) Proposed maximum aggregate value of transaction:

-----  
(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for  
 which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the  
Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

-----  
(2) Form, Schedule or Registration Statement No.:

-----  
(3) Filing Party:

(4) Date Filed:

---

ADCARE HEALTH SYSTEMS, INC.  
1145 Hembree Road  
Roswell, Georgia 30076  
PLEASE VOTE YOUR SHARES OF ADCARE STOCK TODAY!

November 16, 2015

Dear AdCare Shareholder,

We are writing to remind you of the importance of voting your shares of stock at the Annual Meeting of Shareholders of AdCare Health Systems, Inc. (the "Company") to be held on December 10, 2015, and any adjournments or postponements thereof (the "Annual Meeting"). We previously sent you proxy materials for the Annual Meeting, which describe in detail the proposals listed below. According to our latest records, we have not yet received your vote.

At the Annual Meeting, holders of the Company's Common Stock will vote on proposals to: (i) elect five director nominees for the terms specified in the proxy materials (Proposal 1); (ii) amend our Articles of Incorporation and Bylaws to declassify the Board of Directors (Proposal 2); (iii) amend our Articles of Incorporation to impose stock ownership and transfer restrictions (Proposal 3); (iv) ratify the appointment of KPMG LLP as the Company's independent registered accounting firm for the year ended December 31, 2015 (Proposal 4); and (v) adjourn or postpone the Annual Meeting, if necessary or appropriate, to solicit additional proxies with respect to Proposal 2 or Proposal 3. Holders of the Company's 10.875% Series A Cumulative Redeemable Preferred Shares will vote on the proposals to: (i) amend our Articles of Incorporation to impose stock ownership and transfer restrictions (Proposal 3); and (ii) adjourn or postpone the Annual Meeting, if necessary or appropriate, to solicit additional proxies for Proposal 2 or Proposal 3 (Proposal 5).

The Annual Meeting is now only a few weeks away, and it is therefore important that you promptly complete, sign, date and return your proxy card or voting instruction form that accompanied this letter. You can also vote your shares by telephone or the Internet in accordance with the instructions provided in order to make sure that your shares are represented at the meeting in accordance with your desires. Your vote is important, no matter how many or how few shares you may own. If you have not already done so, please take the time to vote TODAY.

If you have recently mailed your proxy card or voting instruction form (or voted by telephone or the Internet), then please accept my sincere appreciation and disregard this request.

We appreciate your time and consideration and your continued support.

Sincerely,

/s/ William McBride, III  
William McBride, III  
Chairman of the Board and  
Chief Executive Officer