

ADCARE HEALTH SYSTEMS INC  
Form 8-K/A  
July 15, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

(Amendment No. 1)

**CURRENT REPORT**

**PURSUANT TO SECTION 13 or 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **July 15, 2011 (April 29, 2011)**

**AdCare Health Systems, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Ohio**  
(State or Other Jurisdiction of  
Incorporation)

**001-33135**  
(Commission File Number)

**31-1332119**  
(I.R.S. Employer  
Identification No.)

**5057 Troy Road**  
**Springfield, OH 45502-9032**

(Address of Principal Executive Offices)

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(937) 964-8974

(Registrant's telephone number, including area code)

**Not applicable.**

(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:

- 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))
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**EXPLANATORY NOTE**

This Amendment No. 1 on Form 8-K/A amends and supplements the Current Report on Form 8-K of AdCare Health Systems, Inc. (the Company ) filed with the Securities and Exchange Commission on May 5, 2011 (the Initial Form 8-K ) to include financial statements and pro forma financial information permitted pursuant to Item 9.01 of Form 8-K to be excluded from the Initial Form 8-K and filed by amendment thereto no later than 71 days after the date on which the Initial Form 8-K was required to be filed.

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial Statements of Business Acquired. On April 29, 2011: (i) Erin Property Holdings, LLC, a wholly owned subsidiary of the Company, acquired from SPTIHS Properties Trust and Five Star Quality Care-GA, LLC (together, the Sellers ) the operations and selected assets of a skilled nursing facility known as Southland Care Center ( SCC ); and (ii) Mt. Kenn Property Holdings, LLC, a wholly owned subsidiary of the Company, acquired from the Sellers the operations and selected assets of a skilled nursing facility known as Autumn Breeze Healthcare Center ( ABHC ). In addition, on May 31, 2011, CP Property Holdings, LLC, a wholly owned subsidiary of the Company, acquired from the Sellers the operations and selected assets of a skilled nursing facility known as College Park Healthcare Center ( CPHC and, together with SCC and ABHC, the Acquired Business ). The audited financial statements of the Acquired Business as of December 31, 2010 and December 31, 2009, and for each of the years in the two-year period ended December 31, 2010, and the unaudited financial statements of the Acquired Business for the three-month period ended March 31, 2011, are filed as Exhibit 99.2 to this Amendment and are incorporated herein by reference.

(b) Pro Forma Financial Information. The unaudited pro forma financial statements of the Company and the Acquired Business are filed as Exhibit 99.3 to this Amendment and are incorporated herein by reference.

(c) Shell Company Transactions. Not applicable.

(d) Exhibits.

10.1 Erin Property Holdings, LLC Promissory Note dated April 29, 2011.\*

10.2 Erin Property Holdings, LLC Deed to Secure Debt, Assignment of Rents and Security Agreement dated April 29, 2011.\*

10.3 Mt. Kenn Property Holdings, LLC Promissory Note dated April 29, 2011.\*

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10.4 Mt. Kenn Property Holdings, LLC Deed to secure Debt, Assignment of Rents and Security Agreement dated April 29,  
2011.\*

23.1 Consent of McNair, McLemore, Middlebrooks & Co., LLC.

99.1 Press Release dated May 2, 2011.\*

99.2 Audited financial statements of the Acquired Business as of December 31, 2010 and December 31, 2009, and for each of the years in the two-year period ended December 31, 2010, and unaudited financial statements of the Acquired Business for the three-month period ended March 31, 2011.

99.3 Unaudited pro forma financial statements of the Company and the Acquired Business.

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\* Previously filed.

**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: July 15, 2011

**ADCARE HEALTH SYSTEMS, INC.**

/s/ Martin D. Brew  
Martin D. Brew  
Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
10.1	Erin Property Holdings, LLC Promissory Note dated April 29, 2011.*
10.2	Erin Property Holdings, LLC Deed to Secure Debt, Assignment of Rents and Security Agreement dated April 29, 2011.*
10.3	Mt. Kenn Property Holdings, LLC Promissory Note dated April 29, 2011.*
10.4	Mt. Kenn Property Holdings, LLC Deed to secure Debt, Assignment of Rents and Security Agreement dated April 29, 2011.*
23.1	Consent of McNair, McLemore, Middlebrooks & Co., LLC.
99.1	Press Release dated May 2, 2011.*
99.2	Audited financial statements of the Acquired Business as of December 31, 2010 and December 31, 2009, and for each of the years in the two-year period ended December 31, 2010, and unaudited financial statements of the Acquired Business for the three-month period ended March 31, 2011.
99.3	Unaudited pro forma financial statements of the Company and the Acquired Business.

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\* Previously filed.