

AMERICAN RETIREMENT CORP

Form 8-K

January 20, 2006

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): January 20, 2006 (January 19, 2006)

AMERICAN RETIREMENT CORPORATION

(Exact Name of Registrant as Specified in Charter)

Tennessee

01-13031

62-1674303

(State or Other Jurisdiction of
Incorporation)

(Commission File Number)

(I.R.S. Employer
Identification No.)

**111 Westwood Place, Suite 200
Brentwood, Tennessee**

37027

(Address of Principal Executive Offices)

(Zip Code)

(615) 221-2250

(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 (*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 1.01. Entry into a Material Definitive Agreement

Item 7.01. Regulation FD Disclosure

Item 9.01. Financial Statements and Exhibits

SIGNATURES

EXHIBIT INDEX

EX-1.1 UNDERWRITING AGREEMENT

EX-5.1 OPINION OF BASS.BERRY & SIMS PLC

EX-23.2 CONSENT OF KPMG LLP

EX-99.1 PRESS RELEASE

Table of Contents

Item 1.01. Entry into a Material Definitive Agreement

On January 19, 2006, we entered into an Underwriting Agreement with Jefferies & Company, Inc. in connection with a public offering of 3,000,000 shares of our common stock, pursuant to an effective shelf registration statement on Form S-3 (File No. 333-116410) previously filed with the Securities and Exchange Commission. Pursuant to the terms of the Underwriting Agreement, we have granted the underwriter a 30-day option to purchase up to 450,000 additional shares to cover over-allotments, if any. A copy of the Underwriting Agreement is attached hereto and incorporated herein by reference as Exhibit 1.1.

This Current Report on Form 8-K is being incorporated by reference into the registration statement on Form S-3 (File No. 333-116410) referenced above.

Item 7.01. Regulation FD Disclosure

On January 20, 2006, we issued a press release announcing the pricing of a public offering of 3,000,000 shares of our common stock. A copy of the press release is furnished herewith as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(d) *Exhibits.*

- | | |
|------|---|
| 1.1 | Underwriting Agreement, dated January 19, 2006, between American Retirement Corporation and Jefferies & Company, Inc. |
| 5.1 | Opinion of Bass, Berry & Sims PLC |
| 23.1 | Consent of Bass, Berry & Sims PLC (included in Exhibit 5.1) |
| 23.2 | Consent of KPMG LLP |
| 99.1 | Press Release dated January 20, 2006 |

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.

**AMERICAN RETIREMENT
CORPORATION**

By: /s/ Bryan D. Richardson
Bryan D. Richardson
Executive Vice President - Finance and
Chief Financial Officer

Date: January 20, 2006

3

Table of Contents

EXHIBIT INDEX

Exhibit Number	Description
1.1	Underwriting Agreement, dated January 19, 2006, between American Retirement Corporation and Jefferies & Company, Inc.
5.1	Opinion of Bass, Berry & Sims PLC
23.1	Consent of Bass, Berry & Sims PLC (included in Exhibit 5.1)
23.2	Consent of KPMG LLP
99.1	Press Release dated January 20, 2006