

CAPITAL SENIOR LIVING CORP
Form SC 13D/A
October 09, 2018
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Capital Senior Living Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

140475104

(CUSIP Number)

Shmuel Lieberman
c/o GF Investments
810 Seventh Avenue
28th Floor,
New York, NY 10019
(212) 259-0300

with a copy to:

Alan J. Sinsheimer

Sullivan & Cromwell LLP

125 Broad Street

New York, NY 10004

(212) 558-4000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 5, 2018

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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. | | Page |
| 140475104 | 13D | 2 of 15 Pages |

NAMES OF
REPORTING
PERSONS

1.

Sam Levinson
CHECK THE
APPROPRIATE
BOX IF A
MEMBER OF A
GROUP

2.

(see instructions)

(a)

(b)

SEC USE ONLY

3.

SOURCE OF
FUNDS (see
instructions)

4.

OO
CHECK BOX IF
DISCLOSURE OF
LEGAL
PROCEEDINGS IS
REQUIRED
PURSUANT TO
ITEMS 2(d) or
2(e)

5.

6.

CITIZENSHIP OR
PLACE OF
ORGANIZATION

United States of
America

| | SOLE VOTING POWER |
|---|--------------------------|
| | 7. |
| | 0 |
| | SHARED VOTING POWER |
| | 8. |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 2,685,714 ⁽¹⁾ |
| | SOLE DISPOSITIVE POWER |
| | 9. |
| | 0 |
| | SHARED DISPOSITIVE POWER |
| | 10. |
| | 2,685,714 ⁽¹⁾ |

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.
2,685,714
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12. (see instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.
8.6%⁽²⁾

14. TYPE OF REPORTING PERSON (see instructions)

IN

¹ Represents 2,685,714 shares of common stock, \$0.01 par value (“Common Stock”), of Capital Senior Living Corporation, a Delaware corporation (the “Issuer”), owned by Silk Partners, LP (“Silk”).

² This calculation is based on 31,176,409 shares of Common Stock outstanding as of July 27, 2018, as reported on the Form 10-Q filed by the Issuer on August 1, 2018.

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NAMES OF REPORTING PERSONS

1.

Simon Glick

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (see instructions)

4.

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6.

United States of America

SOLE VOTING POWER

7.

0

SHARED VOTING POWER

8. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8.

2,685,714⁽¹⁾

9. SOLE DISPOSITIVE POWER

0
SHARED DISPOSITIVE
POWER
10.
2,685,714⁽¹⁾

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.
2,685,714
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12. (see instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.
8.6%⁽²⁾
TYPE OF REPORTING PERSON (see instructions)

14.
IN

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NAMES OF REPORTING PERSONS

1.

Seymour Pluchenik

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (see instructions)

4.

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6.

United States of America

SOLE VOTING POWER

7.

0

SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8.

2,939,490⁽³⁾

9. SOLE DISPOSITIVE POWER

0
SHARED DISPOSITIVE
POWER
10.
2,939,490⁽³⁾

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.
2,939,490
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12. (see instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.
9.4%⁽²⁾
TYPE OF REPORTING PERSON (see instructions)

14.
IN

³ Represents 253,776 shares of Common Stock owned by PF Investors, LLC (“PF Investors”) and 2,685,714 shares of Common Stock owned by Silk.

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NAMES OF REPORTING PERSONS

1.

Silk Partners, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (see instructions)

4.

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6.

New York

SOLE VOTING POWER

7.

2,685,714⁽¹⁾

SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8.

0

9. SOLE DISPOSITIVE POWER

2,685,714⁽¹⁾
SHARED DISPOSITIVE
POWER

10.

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

2,685,714

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12. (see instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.

8.6%⁽²⁾

TYPE OF REPORTING PERSON (see instructions)

14.

PN

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NAMES OF REPORTING PERSONS

1.

Siget, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (see instructions)

4.

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6.

Delaware

SOLE VOTING POWER

7.

0

SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8.

2,685,714⁽¹⁾

9. SOLE DISPOSITIVE POWER

0
SHARED DISPOSITIVE
POWER

10.

2,685,714⁽¹⁾

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

2,685,714

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12. (see instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.

8.6%⁽²⁾

TYPE OF REPORTING PERSON (see instructions)

14.

OO

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NAMES OF REPORTING PERSONS

1.

Siget NY Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (see instructions)

4.

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6.

Delaware

SOLE VOTING POWER

7.

0

SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8.

2,685,714⁽¹⁾

9. SOLE DISPOSITIVE POWER

0
SHARED DISPOSITIVE
POWER
10.
2,685,714⁽¹⁾

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.
2,685,714
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12. (see instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.
8.6%⁽²⁾
TYPE OF REPORTING PERSON (see instructions)

14.
PN

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NAMES OF REPORTING PERSONS

1.

1271 Associates, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (see instructions)

4.

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6.

Delaware

SOLE VOTING POWER

7.

0

SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8.

2,685,714⁽¹⁾

9. SOLE DISPOSITIVE POWER

0
SHARED DISPOSITIVE
POWER
10.
2,685,714⁽¹⁾

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.
2,685,714
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12. (see instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.
8.6%⁽²⁾
TYPE OF REPORTING PERSON (see instructions)

14.
OO

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NAMES OF REPORTING PERSONS

1.

PF Investors, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (see instructions)

4.

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6.

New York

SOLE VOTING POWER

7.

253,776⁽⁴⁾

SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8.

0

9. SOLE DISPOSITIVE POWER

253,776⁽⁴⁾
SHARED DISPOSITIVE
POWER

10.

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

253,776

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12. (see instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.

0.8% ⁽²⁾

TYPE OF REPORTING PERSON (see instructions)

14.

OO

4

Represents 253,776 shares of Common Stock owned by PF Investors.

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This Amendment No. 1 (this “Amendment”) amends and supplements the statement on Schedule 13D (the “Schedule 13D”) filed by Sam Levinson, Silk Partners, LP, Siget NY Partners, L.P, 1271 Associates, LLC, Seymour Pluchenik, Siget, LLC, Simon Glick and PF Investors, LLC (the “Reporting Persons”) on September 10, 2018, relating to the beneficial ownership of Common Stock of the Issuer. Capitalized terms used herein and not otherwise defined shall have the respective meanings ascribed to them in the Schedule 13D.

Except as specifically provided herein, this Amendment does not modify any of the information previously reported in the Schedule 13D.

Item 1. Security and Issuer.

No changes.

Item 2. Identity and Background.

No changes.

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Item 3. Source or Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated in its entirety as follows:

The aggregate purchase price for the shares of Common Stock beneficially owned by the Reporting Persons was \$31,263,304.68 Silk and PF Investors used a portion of their working capital to fund those purchases.

Item 4. Purpose of Transaction.

No changes.

Item 5. Interest in Securities of the Issuer.

Except as specifically set forth below, no changes.

Item 5(a) is hereby amended and restated in its entirety as follows:

Messrs. Levinson and Glick, Silk, Siget, Siget NY and 1271 Associates may be deemed to beneficially own 2,685,714 shares of Common Stock, or approximately 8.6% of the outstanding shares of Common Stock. Mr. Pluchenik may be deemed to beneficially own 2,939,490 shares of Common Stock, or approximately 9.4% of the outstanding shares of Common Stock. PF Investors may be deemed to beneficially own 253,776 shares of Common Stock, or approximately 0.8% of the outstanding shares of Common Stock. The foregoing percentage calculations are based on 31,176,409 shares of Common Stock outstanding, as reported as of July 27, 2018 on the (a)Form 10-Q filed by the Issuer on August 1, 2018.

Item 5(c) is supplemented as follows:

The transactions in shares of Common Stock effected by the Reporting Persons since the filing of the Schedule (c)13D are set forth on Schedule 1 attached hereto, all of which were effected in open market purchases on the New York Stock Exchange through various brokerage entities.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

No changes.

Item 7. Material to Be Filed as Exhibits.

No changes.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 9, 2018

SAM LEVINSON

/s/ Sam Levinson

SIMON GLICK

/s/ Simon Glick

SEYMOUR PLUCHENIK

/s/ Seymour Pluchenik

SILK PARTNERS, LP

By Siget, LLC, a Delaware limited liability company and general partner of Silk Partners, LP

By /s/ Seymour Pluchenik

Name: Seymour Pluchenik

Title: Managing Member

SIGET, LLC

/s/ Seymour Pluchenik
By

Name: Seymour Pluchenik

Title: Managing Member

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SIGET NY PARTNERS, L.P.

By 1271 ASSOCIATES, LLC, a Delaware limited liability company and general partner of Siget NY Partners, L.P.

By /s/ Seymour Pluchenik

Name: Seymour Pluchenik

Title: Managing Member

1271 ASSOCIATES, LLC

/s/ Seymour Pluchenik

By

Name: Seymour Pluchenik

Title: Managing Member

PF INVESTORS, LLC

/s/ Seymour Pluchenik

By

Name: Seymour Pluchenik

Title: Manager

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SCHEDULE 1

Transactions of the Reporting Persons Effected Since the Filing of the Schedule 13D

The following transactions were effected by Silk Partners, L.P. in the Common Stock since the filing of the Schedule 13D:

| Trade Date | Security | Number of Shares Bought / (Sold) | Price per Share (\$) |
|------------|--------------|----------------------------------|----------------------|
| 9/14/2018 | Common Stock | 4,200 | 8.80 |
| 9/14/2018 | Common Stock | 28,888 | 9.02 |
| 9/24/2018 | Common Stock | 92,689 | 8.87 |
| 10/5/2018 | Common Stock | 49,037 | 8.91 |
| 10/5/2018 | Common Stock | 25,000 | 8.93 |
| 10/9/2018 | Common Stock | 25,000 | 8.75 |
| 10/9/2018 | Common Stock | 20,715 | 8.78 |
| 10/10/2018 | Common Stock | 52,373 | 8.67 |
| 10/10/2018 | Common Stock | 48,250 | 8.61 |
| 10/10/2018 | Common Stock | 100,000 | 8.61 |
| 10/10/2018 | Common Stock | 63,191 | 8.80 |

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INDEX OF EXHIBITS

Exhibit Joint Filing Agreement, dated as of September 7, 2018, by and among the Reporting Persons (incorporated by
1 reference to Exhibit 1 to the Schedule 13D filed by the Reporting Persons on September 10, 2018).