

AMERICAN RETIREMENT CORP

Form 8-K

January 20, 2006

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**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))
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**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  |

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**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

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| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
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| 23.1                      | Consent of Bass, Berry & Sims PLC (included in Exhibit 5.1)   |
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| 99.1                      | Press Release dated January 20, 2006  |