

Edgar Filing: FIVE STAR QUALITY CARE INC - Form 8-K

FIVE STAR QUALITY CARE INC

Form 8-K

December 13, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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): December 13, 2004

FIVE STAR QUALITY CARE, INC.

(Exact Name of Registrant as Specified in Its Charter)

Maryland

(State or other jurisdiction  
of incorporation)

Commission File No. 1-16817

04-3516029

(IRS Employer  
Identification No.)

400 Centre Street, Newton, Massachusetts

02458

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (617) 796-8387

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))

ITEM 8.01. OTHER EVENTS

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On December 13, 2004, we changed the transfer agent for our shares of stock from EquiServe Trust Company, N.A. to Wells Fargo Bank, National Association, or Wells Fargo. Wells Fargo now serves as our transfer agent and registrar. Additionally, Wells Fargo now is successor Rights Agent under the Rights Agreement, dated March 10, 2004, relating to our shareholder protection rights plan.

### ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits.

- 4.1 Appointment of Successor Rights Agent, dated as of December 13, 2004, by and between Five Star Quality Care, Inc. and Wells Fargo Bank, National Association. (Filed herewith)

[Signature Page Follows]

### 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.

FIVE STAR QUALITY CARE, INC.

By: /s/ Bruce J. Mackey Jr.  
Name: Bruce J. Mackey Jr.  
Title: Treasurer and Chief Financial  
Officer

Date: December 13, 2004