

FIVE STAR QUALITY CARE INC  
 Form DEFA14A  
 May 23, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
 WASHINGTON, D.C. 20549  
**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities**

**Exchange Act of 1934 (Amendment No. )**

**R** Filed by the Registrant

**£** Filed by a Party other than the Registrant

<b>Check the appropriate box:</b>	
£	Preliminary Proxy Statement
£	CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2))
£	Definitive Proxy Statement
£	Definitive Additional Materials
R	Soliciting Material under §.240.14a-12

*(Name of Registrant as Specified In Its Charter)*

*(Name of Person(s) Filing Proxy Statement, if other than the Registrant)*

<b>Payment of Filing Fee (Check the appropriate box):</b>	
R	No fee required.
	Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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£	(1) Title of each class of securities to which transaction applies: (2) Aggregate number of securities to which transaction applies: (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): (4) Proposed maximum aggregate value of transaction: (5) Total fee paid:
£	<b>Fee paid previously with preliminary materials.</b>
£	<b>Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.</b> (1) Amount Previously Paid: (2) Form, Schedule or Registration Statement No.: (3) Filing Party: (4) Date Filed:

On May 23, 2014, Five Star Quality Care, Inc. mailed the following notice to its stockholders with respect to the 2014 Annual Meeting of Stockholders:

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## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

**Friday, June 6, 2014**

**9:30 a.m., local time**

*Two Newton Place, 255 Washington Street, Suite 100, Newton, Massachusetts 02458*

The Annual Meeting of Stockholders of Five Star Quality Care, Inc. (the Company) will be held at Two Newton Place, 255 Washington Street, Suite 100, Newton, Massachusetts 02458, on Friday, June 6, 2014, at 9:30 a.m., local time. The purposes of the meeting are:

1. to elect Barbara D. Gilmore and Barry M. Portnoy, or such other persons nominated by the Company's Board of Directors, to the Company's Board of Directors;
2. to approve the Five Star Quality Care, Inc. 2014 Equity Compensation Plan;
3. to hold an advisory vote to approve executive compensation;

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4. to ratify the appointment of independent auditors of the Company to serve for the 2014 fiscal year, if presented; and
  
5. to transact such other business as may properly come before the meeting and at any adjournments or postponements of the meeting.

The Board of Directors set March 10, 2014 as the record date for the meeting. This means that owners of record of shares of common stock of the Company as of the close of business on that date are entitled to:

- receive this notice of the meeting; and
  
- vote at the meeting and any adjournments or postponements of the meeting.

You are invited to attend the Annual Meeting of Stockholders in person and we hope that you will be able to join us on June 6.

**May 23, 2014**

Newton, Massachusetts

By Order of the Board of Directors,

**Jennifer B. Clark**

*Secretary*

**ADDITIONAL INFORMATION REGARDING THE SOLICITATION**

The Company, its directors and officers and Reit Management & Research LLC and certain of its directors, officers and employees may be deemed to be participants in the solicitation of proxies from stockholders in connection with the Company's 2014 Annual Meeting of Stockholders. Shortly following this notice, the Company expects to mail a proxy statement, together with a proxy card and annual report for the year ending December 31, 2013, containing more information about the Annual Meeting of Stockholders to all stockholders as of the record date. STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS THAT THE COMPANY WILL FILE WITH THE SECURITIES AND EXCHANGE COMMISSION ( SEC ) WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Additional information regarding the identity of potential participants and their direct or indirect interests, by share holdings or otherwise, is set forth in the proxy statement for the Company's 2013 Annual Meeting filed with the SEC and will be set forth in the proxy statement for the 2014 Annual Meeting to be filed with the SEC.

Stockholders will be able to obtain, free of charge, copies of the proxy statement and any other documents to be filed by the Company with the SEC in connection with the Annual Meeting of Stockholders at the SEC's website, <http://www.sec.gov>, at the Company's website, <http://www.fivestarseniorliving.com>, or by requesting materials from the Company by mail. Requests by mail should be directed to the Company's Investor Relations Department at Two Newton Place, 255 Washington Street, Suite 300, Newton, Massachusetts 02458.

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