

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **1999-03-26**
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SUBJECT COMPANY

HCR MANOR CARE INC

CIK: **878736** | IRS No.: **341687107** | State of Incorpor.: **OH** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: **005-42240** | Film No.: **99574979**
SIC: **8051** Skilled nursing care facilities

Mailing Address
*ONE SEAGATE
TOLEDO OH 43604-2616*

Business Address
*ONE SEAGATE
TOLEDO OH 43604-2616
4192525500*

FILED BY

BAMCO INC /NY/

CIK: **1017918** | IRS No.: **133390015** | State of Incorpor.: **NY** | Fiscal Year End: **0228**
Type: **SC 13D/A**

Mailing Address
*767 PARK AVE
24TH FL
NEW YORK NY 10153*

Business Address
*767 PARK AVE
24TH FL
NEW YORK NY 10153
2125832000*

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

HCR MANOR CARE, INC.

(Name of Issuer)

COMMON

(Title of Class of Securities)

404134108

(CUSIP Number)

Linda S. Martinson, Esq. (212) 583-2000
767 Fifth Avenue, 24th Floor, New York, NY 10153

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

March 18, 1999

(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3) or (4), check the following box [].

Check the following box if a fee is being paid with this statement [].
(A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.)
(See Rule 13d-7.)

*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).

SEC 1746 (12-91)

Amendment Number 1 to Schedule 13D (continued)

CUSIP No. 404134108

Page 2 of 11 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Baron Capital Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS
2(C) OR 2(E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF 7 SOLE VOTING POWER
SHARES 1,320,000

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
EACH 13,300,500

REPORTING PERSON 9 SOLE DISPOSITIVE POWER
WITH 1,320,000

10 SHARED DISPOSITIVE POWER
13,300,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,620,500

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.2%

14 TYPE OF REPORTING PERSON*

HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

Amendment Number 1 to Schedule 13D (continued)

CUSIP No. 404134108

Page 3 of 11 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BAMCO, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS
2(C) OR 2(E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF 7 SOLE VOTING POWER
SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

8 SHARED VOTING POWER

11,087,700

PERSON 9 SOLE DISPOSITIVE POWER
WITH

10 SHARED DISPOSITIVE POWER

11,087,700

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,087,700

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.0%

14 TYPE OF REPORTING PERSON*

IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

Amendment Number 1 to Schedule 13D (continued)

CUSIP No. 404134108

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Baron Capital Management, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS
2(C) OR 2(E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE VOTING POWER 1,320,000

8 SHARED VOTING POWER 2,212,800

9 SOLE DISPOSITIVE POWER 1,320,000

10 SHARED DISPOSITIVE POWER 2,212,800

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,532,800

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.2%

14 TYPE OF REPORTING PERSON*
IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

Amendment Number 1 to Schedule 13D (continued)

CUSIP No. 404134108

Page 5 of 11 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Baron Asset Fund

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS
2(C) OR 2(E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY

OWNED BY 8 SHARED VOTING POWER
EACH 10,350,700
REPORTING

PERSON 9 SOLE DISPOSITIVE POWER
WITH

10 SHARED DISPOSITIVE POWER

10,350,700

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,350,700

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.3%

14 TYPE OF REPORTING PERSON*

IV, 00

*SEE INSTRUCTIONS BEFORE FILLING OUT

Amendment Number 1 to Schedule 13D (continued)

CUSIP No. 404134108

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Ronald Baron

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS
2(C) OR 2(E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF 7 SOLE VOTING POWER
SHARES 1,473,620

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
EACH 13,300,500

REPORTING PERSON 9 SOLE DISPOSITIVE POWER
WITH 1,473,620

10 SHARED DISPOSITIVE POWER
13,300,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,774,120

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.3%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

Item 1. Security and Issuer

- (a) Name of Issuer:
HCR Manor Care, Inc.
- (b) Address of Issuer's Principal Executive Offices:
One Seagate
Toledo, OH 43604
- (c) Title and Class of Securities:
Common

Item 2. Identity and Background

- (a) Name:
Baron Capital Group, Inc. ('BCG')
BAMCO, Inc. ('BAMCO')
Baron Capital Management, Inc. ('BCM')
Baron Asset Fund ('BAF')
Ronald Baron
- (b) Business Address:
767 Fifth Avenue
New York, NY 10153
- (c) Present Principal Employment:
BCG: Holding company
BAMCO: Investment adviser
BCM: Investment adviser
BAF: Registered investment company
Ronald Baron: President: BCG, BAMCO, BCM; CEO OF BAF
767 Fifth Avenue
New York, NY 10153
- (d) Record of Convictions:
No material change.
- (e) Record of Civil Proceedings:
No material change.
- (f) Citizenship:
No material change.

Item 3. Source and Amount of Funds or Other Consideration

Ronald Baron owns 153,620 shares of the issuer directly. These shares were acquired in connection with the merger of Manor Care, Inc. and Health Care Retirement, Inc. (the "Merger"). BAMCO, Inc. directed the purchase of 5,000 shares of the Issuer for its investment advisory clients, specifically Baron Capital Asset Fund, for aggregate purchase price of \$120,716. BCM directed the purchase of 789,234 shares of the Issuer for its investment advisory clients for an aggregate purchase price of \$18,718,343 and 432,900 shares of the Issuer for two investment partnerships for an aggregate purchase price of \$10,051,689. All of the shares were paid for by cash assets in the respective clients' accounts and/or by margin borrowings pursuant to standard margin agreements.

Item 4. Purpose of Transaction

The securities referred to herein were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes of effect. Filing Persons reserve the right to discuss management and other proposals with other persons.

Item 5. Interest in Securities of the Issuer

(a) Amount and percentage beneficially owned:

BCG:	14,620,500	13.2%
BAMCO:	11,087,700	10.0%
BCM:	3,532,800	3.2%
BAF:	10,350,700	9.3%
Ronald Baron:	14,774,120	13.3%

(b) Number of shares as to which such person has:

(i) sole power to vote or direct the vote:

BCG:	1,320,000
BAMCO:	0
BCM:	1,320,000
BAF:	0
Ronald Baron:	1,473,620

(ii) shared power to vote or direct the vote:

BCG:	13,300,500
BAMCO:	11,087,700
BCM:	2,212,800
BAF:	10,350,700
Ronald Baron:	13,300,500

(iii) sole power to dispose or to direct the disposition:

BCG:	1,320,000
BAMCO:	0
BCM:	1,320,000
BAF:	0
Ronald Baron:	1,473,620

(iv) shared power to dispose or direct the disposition:

BCG:	13,300,500
BAMCO:	11,087,700
BCM:	2,212,800
BAF:	10,350,700
Ronald Baron:	13,300,500

*Reporting Persons may be deemed to share power to vote and dispose of shares referred to herein as a result of control

relationships (BCG and Ronald Baron with respect to all of the shares; BAMCO with respect to the BAF shares) and pursuant to investment advisory relationships with advisory clients. Reporting Persons disclaim beneficial ownership of the shares for which they share power.

(c) A schedule of transactions effected in the last sixty days is attached hereto.

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(d) Ownership of More than Five Percent on Behalf of Another Person:
No material change.

(e) Ownership of Less than Five Percent:
Not applicable.

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

No material change.

Item 7. Material to be Filed as Exhibits
Exhibit 99 - 60 days of trading.

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.

Date: March 26, 1999

Baron Capital Group, Inc., BAMCO, Inc.,
Baron Capital Management, Inc. and
Baron Assert Fund

By:

/s/ Ronald Baron

Ronald Baron, President

Ronald Baron, Individually

By:

/s/ Ronald Baron

Transaction Schedule

From 01-24-99 To 03-24-99

Date	Acct ID	Trans	Qty	Exec. Price
-----	-----	-----	-----	-----
01-25-99	bcm	buy	3,000	29.1875
01-29-99	bamco	buy	1,000	26.9136
01-29-99	bcm	buy	7,900	26.9136
02-04-99	bcm	buy	10,000	25.2813
02-04-99	bcm	buy	5,000	25.3125
02-05-99	bcm	buy	5,000	25.1660
02-05-99	bcm	buy	13,000	25.1660
02-05-99	bcm	buy	5,000	25.1660
02-08-99	bcm	buy	700	25.5839
02-08-99	bcm	buy	1,600	25.5625
02-08-99	bcm	buy	1,824	25.5625
02-08-99	bcm	buy	3,000	25.5625
02-09-99	bcm	buy	300	25.2138
02-09-99	bcm	buy	1,100	25.2138
02-09-99	bcm	buy	10,000	25.2138
02-09-99	bcm	buy	2,000	25.2138
02-09-99	bcm	buy	1,000	25.2138
02-09-99	bcm	buy	200	25.2138
02-09-99	bcm	buy	700	25.2138
02-09-99	bcm	buy	700	25.2138
02-09-99	bcm	buy	600	25.6250
02-09-99	bcm	buy	700	25.2138
02-09-99	bcm	buy	1,000	25.2138
02-09-99	bcm	buy	2,500	25.2138
02-09-99	bcm	buy	5,000	25.2138
02-11-99	bcm	buy	700	25.2500
02-11-99	bcm	buy	3,000	25.2500
02-22-99	bcm	buy	25,000	24.4993
02-22-99	bcm	buy	3,300	24.3795
02-22-99	bcm	buy	500	24.4146
02-22-99	bcm	buy	8,000	24.4146
02-22-99	bcm	buy	1,500	24.4146
02-22-99	bcm	buy	15,000	24.5000
02-22-99	bcm	buy	2,000	24.5000
02-22-99	bcm	buy	2,000	24.5000
02-22-99	bcm	buy	1,900	24.3750
02-22-99	bcm	buy	2,500	24.4146
02-22-99	bcm	buy	3,100	24.5000
02-22-99	bcm	buy	1,000	24.5000
02-22-99	bcm	buy	17,000	24.4531
02-22-99	bcm	buy	300	24.4146
02-22-99	bcm	buy	1,500	24.4146

02-22-99	bcm	buy	1,000	24.4146
02-22-99	bcm	buy	650	24.4146
02-22-99	bcm	buy	2,500	24.4146
02-22-99	bcm	buy	900	24.4146
02-22-99	bcm	buy	1,500	24.4531
02-22-99	bcm	buy	1,500	24.4531
02-22-99	bcm	buy	700	24.4146
02-22-99	bcm	buy	2,000	24.5000
02-22-99	bcm	buy	6,000	24.3750
02-22-99	bcm	buy	6,000	24.5000
02-22-99	bcm	buy	6,500	24.4146
02-22-99	bcm	buy	1,060	24.4146
02-22-99	bcm	buy	13,000	24.4993
02-22-99	bcm	buy	12,000	24.4993
02-22-99	bcm	buy	5,000	24.5000
02-22-99	bcm	buy	4,900	24.4146
02-22-99	bcm	buy	600	24.5000
02-22-99	bcm	buy	25,000	24.5000
02-23-99	bcm	buy	50,000	24.3125
02-24-99	bamco	buy	2,000	23.5000
02-25-99	bcm	buy	25,000	23.0963
02-26-99	bcm	buy	45,000	22.2500
02-26-99	bcm	buy	10,000	22.2500
02-26-99	bcm	buy	50,000	22.4997
02-26-99	bcm	buy	25,000	22.5875
02-26-99	bcm	buy	50,000	22.0547
02-26-99	bcm	buy	50,000	22.2497
03-01-99	bcm	buy	25,000	23.2514
03-01-99	bamco	buy	2,000	23.2514
03-02-99	bcm	buy	25,000	23.9025
03-03-99	bcm	buy	40,000	24.1875
03-04-99	bcm	buy	10,000	23.9100
03-05-99	bcm	buy	8,000	24.2383
03-08-99	bcm	buy	5,300	24.0000
03-09-99	bcm	buy	10,000	24.2288
03-17-99	bcm	buy	40,000	23.0000
03-17-99	bcm	buy	10,000	22.8750
03-18-99	bcm	buy	25,000	23.5000
03-19-99	bcm	buy	25,000	23.5000