

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-19** | Period of Report: **2013-03-18**
SEC Accession No. [0001104659-13-022255](#)

(HTML Version on secdatabase.com)

REPORTING OWNER

APOLLO REAL ESTATE CAPITAL ADVISORS III INC

CIK: **1247180**
Type: **4** | Act: **34** | File No.: **001-14012** | Film No.: **13702664**

Mailing Address
TWO MANHATTANVILLE
ROAD
PURCHASE NY 10577

APOLLO REAL ESTATE ADVISORS III L P

CIK: **1247182**
Type: **4** | Act: **34** | File No.: **001-14012** | Film No.: **13702667**

Mailing Address
TWO MANHATTANVILLE
ROAD
PURCHASE NY 10577

APOLLO REAL ESTATE INVESTMENT FUND IV L P

CIK: **1089772**
Type: **4** | Act: **34** | File No.: **001-14012** | Film No.: **13702661**

Business Address
TWO MANHATTANVILLE
ROAD
PURCHASE NY 10577
9146948000

APOLLO REAL ESTATE INVESTMENT FUND III LP

CIK: **1210237**
Type: **4** | Act: **34** | File No.: **001-14012** | Film No.: **13702665**

Business Address
TWO MANHATTAN ROAD
PURCHASE NY 10577
9146948000

ISSUER

EMERITUS CORP(WA)

CIK: **1001604** | IRS No.: **911605464** | State of Incorp.: **WA** | Fiscal Year End: **1231**
SIC: **8050** Nursing & personal care facilities

Mailing Address
3131 ELLIOTT AVE STE 500
SEATTLE WA 98121

Business Address
3131 ELLIOTT AVENUE
SUITE 500
SEATTLE WA 98121
2062982909

APOLLO REAL ESTATE MANAGEMENT III LP

CIK: **1249223**
Type: **4** | Act: **34** | File No.: **001-14012** | Film No.: **13702663**

Mailing Address
TWO MANHATTANVILLE
ROAD
PURCHASE NY 10577

Business Address
TWO MANHATTANVILLE
ROAD
PURCHASE NY 10577
9146948000

Apollo Real Estate Capital Advisors IV, Inc.

CIK:**1411844** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-14012** | Film No.: **13702659**

Mailing Address
*C/O APOLLO REAL ESTATE
ADVISORS
60 COLUMBUS CIRCLE,
20TH FLOOR
NEW YORK NY 10023*

Business Address
*C/O APOLLO REAL ESTATE
ADVISORS
60 COLUMBUS CIRCLE,
20TH FLOOR
NEW YORK NY 10023
212-515-3200*

Apollo Real Estate Management IV, L.P.

CIK:**1411845** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-14012** | Film No.: **13702658**

Mailing Address
*C/O APOLLO REAL ESTATE
ADVISORS
60 COLUMBUS CIRCLE,
20TH FLOOR
NEW YORK NY 10023*

Business Address
*C/O APOLLO REAL ESTATE
ADVISORS
60 COLUMBUS CIRCLE,
20TH FLOOR
NEW YORK NY 10023
212-515-3200*

Apollo Real Estate Advisors IV, L.P.

CIK:**1411847** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-14012** | Film No.: **13702660**

Mailing Address
*C/O APOLLO REAL ESTATE
ADVISORS
60 COLUMBUS CIRCLE,
20TH FLOOR
NEW YORK NY 10023*

Business Address
*C/O APOLLO REAL ESTATE
ADVISORS
60 COLUMBUS CIRCLE,
20TH FLOOR
NEW YORK NY 10023
212-515-3200*

AP Summerville II, LLC

CIK:**1411849** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-14012** | Film No.: **13702662**

Mailing Address
*C/O APOLLO REAL ESTATE
ADVISORS
60 COLUMBUS CIRCLE,
20TH FLOOR
NEW YORK NY 10023*

Business Address
*C/O APOLLO REAL ESTATE
ADVISORS
60 COLUMBUS CIRCLE,
20TH FLOOR
NEW YORK NY 10023
212-515-3200*

AP Summerville, LLC

CIK:**1411850** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-14012** | Film No.: **13702666**

Mailing Address
*C/O APOLLO REAL ESTATE
ADVISORS
60 COLUMBUS CIRCLE,
20TH FLOOR
NEW YORK NY 10023*

Business Address
*C/O APOLLO REAL ESTATE
ADVISORS
60 COLUMBUS CIRCLE,
20TH FLOOR
NEW YORK NY 10023
212-515-3200*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person APOLLO REAL ESTATE ADVISORS III LP			2. Issuer Name and Ticker or Trading Symbol EMERITUS CORP\WA\ [ESC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/18/2013			6. Individual or Joint/Group Filing (Check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person		
TWO MANHATTANVILLE ROAD, (Street) PURCHASE, NY 10577			4. If Amendment, Date Original Filed(Month/Day/Year)					
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.0001	03/18/2013		<u>S</u>		3,455,496	D	\$26.19	0	I (1)	See footnote (1)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Reporting Owners

Reporting Owner Name / Address	Relationships
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	Director	10% Owner	Officer	Other
APOLLO REAL ESTATE ADVISORS III L P TWO MANHATTANVILLE ROAD PURCHASE, NY 10577		X		
AP Summerville, LLC C/O APOLLO REAL ESTATE ADVISORS 60 COLUMBUS CIRCLE, 20TH FLOOR NEW YORK, NY 10023		X		
APOLLO REAL ESTATE INVESTMENT FUND III LP		X		
APOLLO REAL ESTATE CAPITAL ADVISORS III INC TWO MANHATTANVILLE ROAD PURCHASE, NY 10577		X		
APOLLO REAL ESTATE MANAGEMENT III LP TWO MANHATTANVILLE ROAD PURCHASE, NY 10577		X		
AP Summerville II, LLC C/O APOLLO REAL ESTATE ADVISORS 60 COLUMBUS CIRCLE, 20TH FLOOR NEW YORK, NY 10023		X		
APOLLO REAL ESTATE INVESTMENT FUND IV L P		X		
Apollo Real Estate Advisors IV, L.P. C/O APOLLO REAL ESTATE ADVISORS 60 COLUMBUS CIRCLE, 20TH FLOOR NEW YORK, NY 10023		X		
Apollo Real Estate Capital Advisors IV, Inc. C/O APOLLO REAL ESTATE ADVISORS 60 COLUMBUS CIRCLE, 20TH FLOOR NEW YORK, NY 10023		X		
Apollo Real Estate Management IV, L.P. C/O APOLLO REAL ESTATE ADVISORS 60 COLUMBUS CIRCLE, 20TH FLOOR NEW YORK, NY 10023		X		

Explanation of Responses:

1. See Exhibit 99.1.

Signatures

[\[see signatures attached as Exhibit 99.2\]](#)

** Signature of Reporting Person

[03/19/2013](#)

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

- (1) Pursuant to an underwriting agreement dated March 12, 2013 (the “Underwriting Agreement”) by and among Emeritus Corporation (the “Issuer”), AP Summerville, LLC (“APS”), Apollo Real Estate Investment Fund III, L.P. (“AREIF III”), AP Summerville II, LLC (“APS II”), Apollo Real Estate Investment Fund IV, L.P. (“AREIF IV”), Goldman, Sachs & Co., and the other selling shareholders thereto, as discussed in the Issuer’s prospectus supplement dated March 12, 2013, supplementing the Issuer’s registration statement on Form S-3 (File No. 333-187175) filed with the Securities and Exchange Commission on March 11, 2013 (collectively, the “Registration Statement”), APS and AREIF III sold 920,564 shares and 2,534,932 shares, respectively, of the Issuer’s common stock on March 18, 2013. The price per share reflects the public offering price of \$27.00 less an underwriting discount of \$0.81 per share pursuant to the Underwriting Agreement. Following the sale of the shares pursuant to the Underwriting Agreement, APS and AREIF III no longer own any shares of common stock of the Issuer.

Kronus Property III, Inc. (“Kronus III”) serves as the manager of APS. Apollo Real Estate Management III, L.P. (“AREM III LP”) is the manager of AREIF III. Apollo Real Estate Management III, Inc. (“AREM III Inc.”) is the general partner of AREM III LP. Apollo Real Estate Advisors III, L.P. (“AREA III”) is the general partner of AREIF III. Apollo Real Estate Capital Advisors III, Inc. (“ARECA III”, and together with APS, AREIF III, Kronus III, AREM III LP, AREM III Inc., AREA III, ARECA III, the “Apollo III Funds”) is the general partner of AREA III. The Apollo III Funds, the executive officers and directors and principals, as the case may be, of AREM III Inc. and ARECA III, and the executive officers and directors and principals, as the case may be, of Kronus III, disclaim beneficial ownership of all shares of the Issuer reported herein in excess of their pecuniary interests, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

The amount reported does not include any shares of common stock of the Issuer that are owned of record by APS II and AREIF IV. Kronus Property IV, Inc. (“Kronus IV”) serves as the manager of APS II. AREA Property Partners Administration LP (f/k/a Apollo Real Estate Management IV, L.P.) (“Administration LP”), is the manager of AREIF IV. Apollo Real Estate Management IV, Inc. (“AREM IV Inc.”) is the general partner of Administration LP. Apollo Real Estate Advisors IV, L.P. (“AREA IV”) is the general partner of AREIF IV. Apollo Real Estate Capital Advisors IV, Inc. (“ARECA IV”, and together with APS II, AREIF IV, Kronus IV, Administration LP, AREM IV Inc., AREA IV, ARECA IV, the “Apollo IV Funds”) is the general partner of AREA IV. The Apollo IV Funds, the executive officers and directors and principals, as the case may be, of AREM IV Inc. and ARECA IV, and the executive officers and directors and principals, as the case may be, of Kronus IV, disclaim beneficial ownership of all shares of the Issuer reported herein in excess of their pecuniary interests, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

This Statement on Form 4 is filed jointly by AP Summerville, LLC, Apollo Real Estate Investment Fund III, L.P., Kronus Property III, Inc., Apollo Real Estate Management III, L.P., Apollo Real Estate Advisors III, L.P., Apollo Real Estate Management III, Inc., Apollo Real Estate Capital Advisors III, Inc., AP Summerville II, LLC, Apollo Real Estate Investment Fund IV, L.P., Kronus Property IV, Inc., AREA Property Partners Administration LP, Apollo Real Estate Advisors IV, L.P., Apollo Real Estate Management IV, Inc., and Apollo Real Estate Capital Advisors IV, Inc. The principal business address of each of the Reporting Persons is c/o AREA Property Partners LP, Two Manhattanville Road, Suite 203, Purchase, New York 10577.

Name of Designated Filer: Apollo Real Estate Advisors III, L.P.

Date of Event Requiring Statement: March 18, 2013

Issuer Name and Ticker or Trading Symbol: Emeritus Corporation (ESC)

AP SUMMERVILLE, LLC

By: KRONUS PROPERTY III, INC.
Its Manager

By: /s/ Stuart Koenig

Name: Stuart Koenig

Title: Vice President

KRONUS PROPERTY III, INC.

By: /s/ Stuart Koenig

Name: Stuart Koenig

Title: Vice President

APOLLO REAL ESTATE INVESTMENT FUND III, L.P.

By: APOLLO REAL ESTATE ADVISORS III, L.P.
Its General Partner

By: APOLLO REAL ESTATE CAPITAL ADVISORS
III, INC.

Its General Partner

By: /s/ Stuart Koenig

Name: Stuart Koenig

Title: Vice President

APOLLO REAL ESTATE ADVISORS III, L.P.

By: APOLLO REAL ESTATE CAPITAL ADVISORS III, INC.
Its General Partner

By: _____ /s/ Stuart Koenig
Name: Stuart Koenig
Title: Vice President

APOLLO REAL ESTATE CAPITAL ADVISORS III, INC.

By: _____ /s/ Stuart Koenig
Name: Stuart Koenig
Title: Vice President

APOLLO REAL ESTATE MANAGEMENT III, L.P.

By: APOLLO REAL ESTATE MANAGEMENT III, INC.
Its General Partner

By: _____ /s/ Stuart Koenig
Name: Stuart Koenig
Title: Vice President

APOLLO REAL ESTATE MANAGEMENT III, INC.

By: _____ /s/ Stuart Koenig
Name: Stuart Koenig
Title: Vice President

AP SUMMERVILLE II, LLC

By: KRONUS PROPERTY IV, INC.
Its Manager

By: _____ /s/ Stuart Koenig
Name: Stuart Koenig
Title: Vice President

KRONUS PROPERTY IV, INC.

By: _____ /s/ Stuart Koenig
Name: Stuart Koenig
Title: Vice President

APOLLO REAL ESTATE INVESTMENT FUND IV, L.P.

By: APOLLO REAL ESTATE ADVISORS IV, L.P.
Its General Partner

By: APOLLO REAL ESTATE CAPITAL ADVISORS
IV, INC.
Its General Partner

By: /s/ Stuart Koenig

Name: Stuart Koenig

Title: Vice President

APOLLO REAL ESTATE ADVISORS IV, L.P.

By: APOLLO REAL ESTATE CAPITAL ADVISORS IV, INC.
Its General Partner

By: /s/ Stuart Koenig

Name: Stuart Koenig

Title: Vice President

APOLLO REAL ESTATE CAPITAL ADVISORS IV, INC.

By: /s/ Stuart Koenig

Name: Stuart Koenig

Title: Vice President

AREA PROPERTY PARTNERS ADMINISTRATION LP
(formerly known as Apollo Real Estate Management IV, L.P.)

By: APOLLO REAL ESTATE MANAGEMENT IV, INC.
Its General Partner

By: /s/ Stuart Koenig

Name: Stuart Koenig

Title: Vice President

APOLLO REAL ESTATE MANAGEMENT IV, INC.

By: /s/ Stuart Koenig

Name: Stuart Koenig

Title: Vice President

