

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **2013-01-10**  
SEC Accession No. [0000902664-13-000082](#)

(HTML Version on [secdatabase.com](http://secdatabase.com))

SUBJECT COMPANY

**SUNRISE SENIOR LIVING INC**

CIK: [1011064](#) | IRS No.: [541746596](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13G/A** | Act: **34** | File No.: [005-46163](#) | Film No.: **13522539**  
SIC: **8050** Nursing & personal care facilities

Mailing Address  
7902 WESTPARK DR  
MCLEAN VA 22102

Business Address  
7902 WESTPARK DR  
MCLEAN VA 22102  
7032737500

FILED BY

**CARLSON CAPITAL L P**

CIK: [1056973](#) | IRS No.: [752494317](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13G/A**

Mailing Address  
2100 MCKINNEY AVE  
STE 1800  
DALLAS TX 75201

Business Address  
2100 MCKINNEY AVE  
STE 1800  
DALLAS TX 75201  
2149329600

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13G/A

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Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

Sunrise Senior Living, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

86768K106

(CUSIP Number)

December 27, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

(Page 1 of 10 Pages)

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\* 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 the disclosures provided in a prior cover page.

The information required in 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 (the "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).

|  |   |
|--|---|
| <b>1</b>   | NAMES OF REPORTING PERSONS<br>Double Black Diamond Offshore Ltd.  |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |
| <b>3</b>   | SEC USE ONLY  |
| <b>4</b>   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Cayman Islands  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH: | <b>5</b> SOLE VOTING POWER<br>- 0 -   |
|  | <b>6</b> SHARED VOTING POWER<br>- 0 -   |
|  | <b>7</b> SOLE DISPOSITIVE POWER<br>- 0 -  |
|  | <b>8</b> SHARED DISPOSITIVE POWER<br>- 0 -  |
| <b>9</b>   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>- 0 -   |
| <b>10</b>  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                               |
| <b>11</b>  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>0.0%   |
| <b>12</b>  | TYPE OF REPORTING PERSON<br>CO  |

|  |   |
|--|---|
| <b>1</b>   | NAMES OF REPORTING PERSONS<br>Black Diamond Offshore Ltd.   |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |
| <b>3</b>   | SEC USE ONLY  |
| <b>4</b>   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Cayman Islands  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH: | <b>5</b> SOLE VOTING POWER<br>- 0 -   |
|  | <b>6</b> SHARED VOTING POWER<br>- 0 -   |
|  | <b>7</b> SOLE DISPOSITIVE POWER<br>- 0 -  |
|  | <b>8</b> SHARED DISPOSITIVE POWER<br>- 0 -  |
| <b>9</b>   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>- 0 -   |
| <b>10</b>  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                               |
| <b>11</b>  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>0.0%   |
| <b>12</b>  | TYPE OF REPORTING PERSON<br>CO  |

|  |   |
|--|---|
| <b>1</b>   | NAMES OF REPORTING PERSONS<br>Black Diamond Relative Value Offshore Ltd.  |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |
| <b>3</b>   | SEC USE ONLY  |
| <b>4</b>   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Cayman Islands  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH: | <b>5</b> SOLE VOTING POWER<br>- 0 -   |
|  | <b>6</b> SHARED VOTING POWER<br>- 0 -   |
|  | <b>7</b> SOLE DISPOSITIVE POWER<br>- 0 -  |
|  | <b>8</b> SHARED DISPOSITIVE POWER<br>- 0 -  |
| <b>9</b>   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>- 0 -   |
| <b>10</b>  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                               |
| <b>11</b>  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>0.0%   |
| <b>12</b>  | TYPE OF REPORTING PERSON<br>CO  |

|  |   |   |
|--|---|---|
| <b>1</b>   | NAMES OF REPORTING PERSONS<br>Carlson Capital, L.P.                   |   |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                      | (a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |
| <b>3</b>   | SEC USE ONLY  |   |
| <b>4</b>   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware                      |   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH: | <b>5</b>  | SOLE VOTING POWER<br>- 0 -  |
|  | <b>6</b>  | SHARED VOTING POWER<br>- 0 -  |
|  | <b>7</b>  | SOLE DISPOSITIVE POWER<br>- 0 -   |
|  | <b>8</b>  | SHARED DISPOSITIVE POWER<br>- 0 -                                       |
| <b>9</b>   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>- 0 - |   |
| <b>10</b>  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  | <input type="checkbox"/>  |
| <b>11</b>  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>0.0 %            |   |
| <b>12</b>  | TYPE OF REPORTING PERSON<br>PN; IA                                    |   |

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|--|---|
| <b>1</b>   | NAMES OF REPORTING PERSONS<br>Asgard Investment Corp.   |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |
| <b>3</b>   | SEC USE ONLY  |
| <b>4</b>   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH: | <b>5</b> SOLE VOTING POWER<br>- 0 -   |
|  | <b>6</b> SHARED VOTING POWER<br>- 0 -   |
|  | <b>7</b> SOLE DISPOSITIVE POWER<br>- 0 -  |
|  | <b>8</b> SHARED DISPOSITIVE POWER<br>- 0 -  |
| <b>9</b>   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>- 0 -   |
| <b>10</b>  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                               |
| <b>11</b>  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>0.0%   |
| <b>12</b>  | TYPE OF REPORTING PERSON<br>CO  |

|  |   |
|--|---|
| <b>1</b>   | NAMES OF REPORTING PERSONS<br>Clint D. Carlson  |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |
| <b>3</b>   | SEC USE ONLY  |
| <b>4</b>   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH: | <b>5</b> SOLE VOTING POWER<br>- 0 -   |
|  | <b>6</b> SHARED VOTING POWER<br>- 0 -   |
|  | <b>7</b> SOLE DISPOSITIVE POWER<br>- 0 -  |
|  | <b>8</b> SHARED DISPOSITIVE POWER<br>- 0 -  |
| <b>9</b>   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>- 0 -   |
| <b>10</b>  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                               |
| <b>11</b>  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>0.0%   |
| <b>12</b>  | TYPE OF REPORTING PERSON<br>IN  |



This Amendment No. 1 ("Amendment No. 1") amends and supplements the statement on Schedule 13G, filed with the Securities and Exchange Commission on January 10, 2012 (the "Original Schedule 13G" and together with this Amendment No. 1, the "Schedule 13G") with respect to the common stock, par value \$0.01 per share (the "Common Stock"), of Sunrise Senior Living, Inc. (the "Company"). Capitalized terms used herein and not otherwise defined in this Amendment No. 1 have the meanings set forth in the Schedule 13G. This Amendment No. 1 amends Items 4 and 5 as set forth below. This Amendment No. 1 constitutes an "exit filing" with respect to the Schedule 13G for the Reporting Persons.

**Item 4. OWNERSHIP.**

A. Double Offshore:

- (a) Amount beneficially owned: 0 shares of Common Stock
- (b) Percent of class: 0.0%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -0-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -0-

B. Offshore:

- (a) Amount beneficially owned: 0 shares of Common Stock
- (b) Percent of class: 0.0%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -0-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -0-

C. Relative Value Offshore:

- (a) Amount beneficially owned: 0 shares of Common Stock
- (b) Percent of class: 0.0%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -0-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -0-

D. Carlson Capital:

- (a) Amount beneficially owned: 0 shares of Common Stock
- (b) Percent of class: 0.0%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -0-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -0-

E. Asgard:

- (a) Amount beneficially owned: 0 shares of Common Stock
- (b) Percent of class: 0.0%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -0-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -0-

A. Mr. Carlson:

- (a) Amount beneficially owned: 0 shares of Common Stock
- (b) Percent of class: 0.0%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -0-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -0-



The Company's Proxy Statement on Schedule 14A, filed on December 5, 2012, indicates that the total number of outstanding shares of Common Stock as of November 21, 2012 was 61,094,528. The percentages used herein and in the rest of the Schedule 13G are based upon such number of shares of Common Stock outstanding.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.**

If this statement is being filed to report the fact that as of the date hereof the reporting persons has ceased to be the beneficial owner of more than 5% of the class of securities, check the following [X].

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**SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: January 10, 2013

**DOUBLE BLACK DIAMOND OFFSHORE LTD.**

By: Carlson Capital, L.P., its investment manager

/s/ Clint D. Carlson

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Name: Clint D. Carlson  
Title: President

**BLACK DIAMOND OFFSHORE LTD.**

By: Carlson Capital, L.P., its investment manager

/s/ Clint D. Carlson

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Name: Clint D. Carlson  
Title: President

**BLACK DIAMOND RELATIVE VALUE OFFSHORE LTD.**

By: Carlson Capital, L.P., its investment manager

/s/ Clint D. Carlson

---

Name: Clint D. Carlson  
Title: President

**CARLSON CAPITAL, L.P.**

/s/ Clint D. Carlson

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Name: Clint D. Carlson  
Title: President

**ASGARD INVESTMENT CORP.**

/s/ Clint D. Carlson

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Name: Clint D. Carlson  
Title: President

/s/ Clint D. Carlson

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Name: Clint D. Carlson

