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AMERICAN RETIREMENT CORP
Form SC TO-I/A
September 26, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549

SCHEDULE TO
(RULE 14D-100)

TENDER OFFER STATEMENT UNDER
SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 6)

AMERICAN RETIREMENT CORPORATION
(Name of Subject Company (Issuer))

AMERICAN RETIREMENT CORPORATION (ISSUER)
(Names of Filing Persons (Identifying Status as Offeror, Issuer or Other Person))

5 3/4% CONVERTIBLE SUBORDINATED DEBENTURES DUE 2002
(Title of Class of Securities)

028913 AA 9

(CUSIP Number of Class of Securities)

W.E. SHERIFF
CHIEF EXECUTIVE OFFICER
AMERICAN RETIREMENT CORPORATION
111 WESTWOOD PLACE, SUITE 200
BRENTWOOD, TENNESSEE 37027
(615) 221-2250

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications on Behalf of Filing Persons)

COPY TO:
T. ANDREW SMITH
BASS, BERRY & SIMS PLC
315 DEADERICK STREET, SUITE 2700
NASHVILLE, TENNESSEE 37238
(615) 742-6200
CALCULATION OF FILING FEE

TRANSACTION VALUATION*	AMOUNT OF FILING FEE
----- \$126,000,000	----- \$11,592

* Estimated for purposes of calculating the amount of the filing fee only. The amount of the filing fee, calculated in accordance with Rule 0-11(b)(2) of the Securities Exchange Act of 1934, as amended, equals .000092 of the book value of the 5 3/4% Convertible Subordinated Debentures Due 2002 proposed to be acquired by American Retirement Corporation.

[X] Check the box if any part of the fee is offset as provided by Rule 0-11

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(a) (2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$11,592 Filing Party: American Retirement Corporation
Form or Registration No.: Schedule TO Date Filed: August 14, 2002
SEC File No. 005-53347

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

AMENDMENT NO. 6 TO SCHEDULE TO-FINAL AMENDMENT TO SCHEDULE TO

This Amendment No. 6 amends and supplements the Tender Offer Statement on Schedule TO ("Schedule TO") filed on August 14, 2002 by American Retirement Corporation, a Tennessee corporation ("ARC"), pursuant to Section 13(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). ARC filed an Amendment No. 1 to the Schedule TO on August 15, 2002, an Amendment No. 2 to the Schedule TO on August 22, 2002, an Amendment No. 3 to the Schedule TO on August 27, 2002, an Amendment No. 4 to the Schedule TO on August 29, 2002 and an Amendment No.5 to the Schedule TO on September 12, 2002. The Schedule TO relates to ARC's offer to exchange a combination of its 5 3/4% Series A Senior Subordinated Notes Due 2002 and its 10% Series B Convertible Senior Subordinated Notes Due 2008 (collectively, the "New Notes") for up to \$126.0 million aggregate principal amount of its outstanding 5 3/4% Convertible Subordinated Debentures Due 2002 (the "Old Convertible Debentures") upon the terms and subject to the conditions set forth in the Amended and Restated Offering Memorandum, dated September 12, 2002 (the "Offering Memorandum"), and in the related revised Letter of Transmittal, filed as Exhibits (a) (1) (F) and (a) (1) (G) to the Schedule TO, respectively.

ITEM 12. EXHIBITS.

Item 12 is hereby amended as follows:

- (a) (1) (A) Offering Memorandum, dated August 14, 2002.*
- (a) (1) (B) Letter of Transmittal, dated August 14, 2002.*
- (a) (1) (C) Notice of Guaranteed Delivery, dated August 14, 2002.*
- (a) (1) (D) Form of Letter to Clients, dated August 14, 2002.*

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- (a) (1) (E) Letter to Registered Holders and Depository Trust Company Participants, dated August 14, 2002.*
- (a) (1) (F) Amended and Restated Offering Memorandum, dated September 12, 2002.*
- (a) (1) (G) Letter of Transmittal, dated September 12, 2002.*
- (a) (1) (H) Notice of Guaranteed Delivery, dated September 12, 2002.*
- (a) (1) (I) Form of Letter to Clients, dated September 12, 2002.*
- (a) (1) (J) Letter to Registered Holders and Depository Trust Company Participants, dated September 12, 2002.*
- (a) (2) None.
- (a) (3) None.
- (a) (4) None.
- (a) (5) (A) Press Release, issued by American Retirement Corporation on August 14, 2002 *
- (a) (5) (B) Letter to holders of Old Convertible Debentures dated August 26, 2002 *.
- (a) (5) (C) Supplement to Offering Memorandum, dated August 29, 2002.*
- (a) (5) (D) Press Release, issued by American Retirement Corporation on September 12, 2002.*
- (a) (5) (E) Press Release, issued by American Retirement Corporation on September 26, 2002.
- (b) Not applicable.
- (d) (1) Indenture, dated as of September 29, 1997, between ARC and IBJ Schroder Bank and Trust Company, relating to the Old Convertible Debentures (incorporated by reference to ARC's Registration Statement on Form S-1 filed with the Commission on September 23, 1997).
- (d) (2) Form of Indenture between ARC and U.S. Bank National Association relating to the 5 3/4% Series A Senior Subordinated Notes Due 2002*
- (d) (3) Form of Indenture between ARC and U.S. Bank National Association relating to the 10% Series B Convertible Senior Subordinated Notes Due 2008.*
- (d) (4) Loan Agreement, dated as of August 14, 2002, between ARCPI Holdings, Inc. and

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Health Care Property Investors, Inc.
(incorporated by reference to ARC's Current Report on Form 8-K filed with the Commission on August 15, 2002).

- (d) (5) Contribution Agreement, dated August 14, 2002, between ARCPI Holdings, Inc., Fort Austin Limited Partnership, ARC Santa Catalina, Inc., ARC Richmond Place, Inc., Freedom Village of Holland, Michigan, Freedom Village of Sun City Center, Ltd., Lake Seminole Square Management Company, Inc., Freedom Group-Lake Seminole Square, Inc., ARC Brandywine, LLC and Health Care Property Investors, Inc. (incorporated by reference to ARC's Current Report on Form 8-K filed with the Commission on August 15, 2002).
- (d) (6) Form of Master Lease between Fort Austin Real Estate Holdings, LLC, ARC Santa Catalina Real Estate Holdings, LLC, ARC Richmond Place Real Estate Holdings, LLC, ARC Holland Real Estate Holdings, LLC, ARC Sun City Center Real Estate Holdings, LLC, ARC Lake Seminole Square Real Estate Holdings, LLC and ARC Brandywine Real Estate Holdings, LLC and Fort Austin Limited Partnership, ARC Santa Catalina, Inc., ARC Richmond Place, Inc., Freedom Village of Holland, Michigan, Freedom Village of Sun City Center, Ltd., Lake Seminole Square Management Company, Inc., Freedom Group - Lake Seminole Square, Inc. and ARC Brandywine, LLC.*
- (g) Not applicable.
- (h) Not applicable.

* Previously filed.

SIGNATURE

After due 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.

AMERICAN RETIREMENT CORPORATION

By: /s/ W.E. Sheriff

Name: W.E. Sheriff
Title: Chairman and Chief Executive Officer

Dated: September 26, 2002

EXHIBIT INDEX

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ARC Holland Real Estate Holdings, LLC, ARC Sun City Center Real Estate Holdings, LLC, ARC Lake Seminole Square Real Estate Holdings, LLC and ARC Brand Estate Holdings, LLC and Fort Austin Limited Partnership, ARC Santa Clara, Inc., ARC Richmond Place, Inc., Freedom Village of Holland, Michigan, Village of Sun City Center, Ltd., Lake Seminole Square Management Company, Freedom Group -- Lake Seminole Square, Inc. and ARC Brandywine, LLC.*

* Previously filed.