

FIVE STAR QUALITY CARE INC
Form DEFA14A
April 02, 2008

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

SCHEDULE 14A
(Rule 14a-101)
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

FIVE STAR QUALITY CARE, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (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)

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Proposed maximum aggregate value of transaction:

(5) Total fee paid:

o Fee paid previously with preliminary materials.

o 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.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be held on May 15, 2008.

This is the Notice of the 2008 Annual Meeting of Shareholders of Five Star Quality Care, Inc. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

To view this material, have the 12-digit Control #(s) available.

If you want to receive a paper or e-mail copy of the above listed documents, you must request one. There is no charge to you for requesting a copy. Please make the request as instructed below before May 2, 2008 to facilitate timely delivery.

To request material: **Internet:** www.proxyvote.com **Telephone:** 1-800-579-1639 ****Email:** sendmaterial@proxyvote.com

If requesting material by e-mail please send a blank e-mail with the **12-digit Control# (located on the following page) in the subject line. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

FIVE STAR QUALITY CARE, INC.

Vote In Person

Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the Meeting you will need to request a ballot to vote these shares.

Vote By Internet

To vote now by Internet, go to WWW.PROXYVOTE.COM. Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.

FIVE STAR QUALITY CARE, INC.
400 CENTRE STREET
NEWTON, MA 02458-2076

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Meeting Location

The Annual Meeting for holders as of March 18, 2008 is to be held on May 15, 2008 at 2:30 p.m. EDT to consider the voting items set forth on the next page at:

400 Centre Street
Newton, MA 02458

DIRECTIONS TO 400 CENTRE STREET, NEWTON, MA

From the East

Take the Massachusetts Turnpike (I-90) West to Exit 17 (Newton/Watertown). After exiting, stay in the middle lane and bear to your left (away from Watertown).

Keep the Sheraton Hotel on your left at all times, crossing over I-90 and making a complete loop around it. After circling the Sheraton Hotel, and passing **straight** through one set of traffic lights, move to the **right lane** and go through 2 more sets of traffic lights, taking a **right** onto Park Street. (You should be in the lane marked "right lane must turn right" and will notice a large green sign marked "Brighton".)

Take an **immediate** right onto Elmwood Street. Elmwood is a short street and the entrance to the parking lot at 400 Centre Street is at its end.

From the West

Take the Massachusetts Turnpike (I-90) East to Exit 17 (Newton/Watertown). After exiting and passing **straight** through one set of traffic lights, move to the **right lane** and go through 2 more sets of traffic lights, taking a **right** onto Park Street. (You should be in the lane marked "right lane must turn right" and will notice a large green sign marked "Brighton".)

Take an **immediate** right onto Elmwood Street. Elmwood is a short street and the entrance to the parking lot at 400 Centre Street is at its end.

Voting items

Our Board of Directors Recommends a Vote "FOR" the Proposals in Items 1 and 2.

1. To elect one Independent Director in Group I to our Board.
Nominee:
Barbara D. Gilmore, R.N.
 2. To elect one Managing Director in Group I to our Board.
Nominee:
Barry M. Portnoy
 3. In their discretion, the Proxies are authorized to vote and otherwise represent the undersigned on such other matters as may properly come before the meeting or at any adjournment or postponement thereof.
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