

Riverside Nursing Home Associates Two, L.L.C.

Form S-3/A

January 07, 2014

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As filed with the Securities and Exchange Commission on January 7, 2014

**Registration No. 333-192681**

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**Amendment No. 1**

**to**

**FORM S-3**

**REGISTRATION STATEMENT**

*Under*

***THE SECURITIES ACT OF 1933***

**AVIV REIT, INC.**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or other jurisdiction of**

**27-3200673**  
**(IRS Employer**

**incorporation or organization)**

**Identification Number)**

**For co-registrants, please see Table of Co-Registrants beginning on the following page.**

**303 West Madison Street, Suite 2400,**

**Chicago, Illinois 60606,**

**(312) 855-0930**

**(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)**

**Craig M. Bernfield**

**Chief Executive Officer**

**Aviv REIT, Inc.**

**303 West Madison Street, Suite 2400**

**Chicago, Illinois 60606**

**(312) 855-0930**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*with copies to:*

**Steven Sutherland**

**Luke J. Valentino**

**Sidley Austin LLP**

**One South Dearborn Street**

**Chicago, Illinois 60603**

**(312) 853-7000**

**Approximate date of commencement of proposed sale of the securities to the public:** From time to time after this registration statement is declared effective.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) of the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) of the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

|                         |   |                           |                          |
|-------------------------|---|---------------------------|--------------------------|
| Large accelerated filer | <input type="checkbox"/>  | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input checked="" type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |

**The registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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| <b>Exact name of registrant as specified in its charter</b> | <b>State or other jurisdiction of incorporation or organization</b> | <b>IRS Employer Identification Number</b> |
|---|---|---|
| Aviv Healthcare Properties Limited Partnership              | Delaware  | 35-2249166                                |
| Aviv Healthcare Capital Corporation                         | Delaware  | 27-4536064                                |
| 446 Sycamore Road, L.L.C.                                   | Delaware  | 32-0380782                                |
| Alamogordo Aviv, L.L.C.                                     | New Mexico  | 27-0123540                                |
| Arkansas Aviv, L.L.C.                                       | Delaware  | 30-0509615                                |
| Arma Yates, L.L.C.  | Delaware  | 27-3971035                                |
| Aviv Asset Management, L.L.C.                               | Delaware  | 30-0305067                                |
| Aviv Financing I, L.L.C.                                    | Delaware  | 11-3747125                                |
| Aviv Financing II, L.L.C.                                   | Delaware  | 36-4597042                                |
| Aviv Financing III, L.L.C.                                  | Delaware  | 36-4641210                                |
| Aviv Financing IV, L.L.C.                                   | Delaware  | 27-0836481                                |
| Aviv Financing V, L.L.C.                                    | Delaware  | 27-0836548                                |
| Aviv Foothills, L.L.C.                                      | Delaware  | 36-4572035                                |
| Aviv Healthcare Properties Operating Partnership I, L.P.    | Delaware  | 11-3747120                                |
| Aviv Liberty, L.L.C.  | Delaware  | 36-4572034                                |
| Avon Ohio, L.L.C.   | Delaware  | 36-4601433                                |
| Belleville Illinois, L.L.C.                                 | Delaware  | 32-0188341                                |
| Bellingham II Associates, L.L.C.                            | Delaware  | 11-3747130                                |
| Benton Harbor, L.L.C.                                       | Illinois  | 36-4204807                                |
| Bethel ALF Property, L.L.C.                                 | Delaware  | 36-4759871                                |
| BHG Aviv, L.L.C.  | Delaware  | 36-4601432                                |
| Biglerville Road, L.L.C.                                    | Delaware  | 35-2410897                                |
| Bonham Texas, L.L.C.  | Delaware  | 30-0358809                                |
| Bradenton ALF Property, L.L.C.                              | Delaware  | 45-4444919                                |
| Burton NH Property, L.L.C.                                  | Delaware  | 11-3714506                                |
| California Aviv, L.L.C.                                     | Delaware  | 38-3786697                                |
| California Aviv Two, L.L.C.                                 | Delaware  | 26-4117080                                |
| Camas Associates, L.L.C.                                    | Delaware  | 36-4340182                                |
| Casa/Sierra California Associates, L.L.C.                   | Delaware  | 36-4572017                                |
| Champaign Williamson Franklin, L.L.C.                       | Delaware  | 36-4769741                                |
| Chardon Ohio Property, L.L.C.                               | Delaware  | 61-1722650                                |
| Chatham Aviv, L.L.C.  | Delaware  | 27-0354315                                |
| Chenal Arkansas, L.L.C.                                     | Delaware  | 04-3835270                                |
| Chippewa Valley, L.L.C.                                     | Illinois  | 36-4065826                                |
| Clarkston Care, L.L.C.                                      | Delaware  | 76-0802028                                |
| Clayton Associates, L.L.C.                                  | New Mexico  | 36-4572014                                |
| Colonial Madison Associates, L.L.C.                         | Delaware  | 38-3741678                                |
| Columbia View Associates, L.L.C.                            | Delaware  | 36-4204809                                |
| Columbus Texas Aviv, L.L.C.                                 | Delaware  | 38-3735473                                |
| Columbus Western Avenue, L.L.C.                             | Delaware  | 71-0960205                                |

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|                                      |          |            |
|--------------------------------------|----------|------------|
| Commerce Nursing Homes, L.L.C.       | Illinois | 36-4122632 |
| Commerce Sterling Hart Drive, L.L.C. | Delaware | 27-5458991 |
| Conroe Rigby Owen Road, L.L.C.       | Delaware | 27-5458820 |
| CR Aviv, L.L.C.                      | Delaware | 20-5354773 |
| Crooked River Road, L.L.C.           | Delaware | 27-5081057 |
| Cuyahoga Falls Property, L.L.C.      | Delaware | 35-2419468 |
| Darien ALF Property, L.L.C.          | Delaware | 30-0694838 |
| Denison Texas, L.L.C.                | Delaware | 32-0173170 |
| East Rollins Street, L.L.C.          | Delaware | 38-3838004 |
| Edgewood Drive Property, L.L.C.      | Delaware | 32-0405276 |

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| <b>Exact name of registrant as specified in its charter</b> | <b>State or other jurisdiction of incorporation or organization</b> | <b>IRS Employer Identification Number</b> |
|---|---|---|
| Effingham Associates, L.L.C.                                | Illinois  | 36-4150491                                |
| Elite Mattoon, L.L.C.                                       | Delaware  | 36-4454111                                |
| Elite Yorkville, L.L.C.                                     | Delaware  | 36-4454114                                |
| Falcon Four Property Holding, L.L.C.                        | Delaware  | 46-3986352                                |
| Falcon Four Property, L.L.C.                                | Delaware  | 30-0794160                                |
| Falfurrias Texas, L.L.C.                                    | Delaware  | 61-1501714                                |
| Florence Heights Associates, L.L.C.                         | Delaware  | 11-3747131                                |
| Florida ALF Properties, L.L.C.                              | Delaware  | 32-0417622                                |
| Florida Four Properties, L.L.C.                             | Delaware  | 35-2456486                                |
| Fort Stockton Property, L.L.C.                              | Delaware  | 38-3918639                                |
| Fountain Associates, L.L.C.                                 | Delaware  | 36-4572016                                |
| Four Fountains Aviv, L.L.C.                                 | Delaware  | 36-4601434                                |
| Fredericksburg South Adams Street, L.L.C.                   | Delaware  | 27-5459311                                |
| Freewater Oregon, L.L.C.                                    | Delaware  | 36-2280966                                |
| Fullerton California, L.L.C.                                | Delaware  | 36-4480527                                |
| Gardnerville Property, L.L.C.                               | Delaware  | 37-1657201                                |
| Germantown Property, L.L.C.                                 | Delaware  | 45-4444655                                |
| Giltex Care, L.L.C.   | Delaware  | 36-4572036                                |
| Glendale NH Property, L.L.C.                                | Delaware  | 61-1686455                                |
| Gonzales Texas Property, L.L.C.                             | Delaware  | 32-0403901                                |
| Great Bend Property, L.L.C.                                 | Delaware  | 27-3971138                                |
| Heritage Monterey Associates, L.L.C.                        | Illinois  | 36-4056688                                |
| HHM Aviv, L.L.C.  | Delaware  | 32-0205746                                |
| Hidden Acres Property, L.L.C.                               | Delaware  | 27-2457250                                |
| Highland Leasehold, L.L.C.                                  | Delaware  | 20-2873499                                |
| Hobbs Associates, L.L.C.                                    | Illinois  | 36-4177337                                |
| Hot Springs Aviv, L.L.C.                                    | Delaware  | 30-0470700                                |
| Houston Texas Aviv, L.L.C.                                  | Delaware  | 36-4587739                                |
| Hutchinson Kansas, L.L.C.                                   | Delaware  | 51-0559326                                |
| Idaho Associates, L.L.C.                                    | Illinois  | 36-4114446                                |
| Iowa Lincoln County Property, L.L.C.                        | Delaware  | 45-4445450                                |
| Jasper Springhill Street, L.L.C.                            | Delaware  | 27-5458704                                |
| Kansas Five Property, L.L.C.                                | Delaware  | 36-1647542                                |
| Karan Associates, L.L.C.                                    | Delaware  | 11-3747208                                |
| Karan Associates Two, L.L.C.                                | Delaware  | 61-1514965                                |
| KB Northwest Associates, L.L.C.                             | Delaware  | 36-4572025                                |
| Kingsville Texas, L.L.C.                                    | Delaware  | 37-1522939                                |
| Louisville Dutchmans Property, L.L.C.                       | Delaware  | 61-1715555                                |
| Magnolia Drive Property, L.L.C.                             | Delaware  | 30-0793756                                |
| Manor Associates, L.L.C.                                    | Delaware  | 36-4572020                                |
| Mansfield Aviv, L.L.C.                                      | Delaware  | 32-0183852                                |
| Massachusetts Nursing Homes, L.L.C.                         | Delaware  | 20-2873416                                |
| McCarthy Street Property, L.L.C.                            | Delaware  | 38-3855495                                |
| Minnesota Associates, L.L.C.                                | Delaware  | 36-4469552                                |
| Mishawaka Property, L.L.C.                                  | Delaware  | 36-4734067                                |

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| Missouri Associates, L.L.C.              | Delaware | 36-4572033 |
| Missouri Regency Associates, L.L.C.      | Delaware | 36-4572031 |
| Montana Associates, L.L.C.               | Illinois | 36-4149849 |
| Monterey Park Leasehold Mortgage, L.L.C. | Delaware | 32-0267202 |
| Mount Washington Property, L.L.C.        | Delaware | 45-5010153 |
| Mt. Vernon Texas, L.L.C.                 | Delaware | 35-2270167 |
| Murray County, L.L.C.                    | Delaware | 36-4708756 |

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| <b>Exact name of registrant as specified in its charter</b> | <b>State or other jurisdiction of incorporation or organization</b> | <b>IRS Employer Identification Number</b> |
|---|---|---|
| New Hope Property, L.L.C.                                   | Delaware  | 61-1720871                                |
| Newtown ALF Property, L.L.C.                                | Delaware  | 27-4083571                                |
| N.M. Bloomfield Three Plus One Limited Company              | New Mexico  | 74-2748292                                |
| N.M. Espanola Three Plus One Limited Company                | New Mexico  | 74-2748289                                |
| N.M. Lordsburg Three Plus One Limited Company               | New Mexico  | 74-2748286                                |
| N.M. Silver City Three Plus One Limited Company             | New Mexico  | 74-2748283                                |
| North Royalton Ohio Property, L.L.C.                        | Delaware  | 37-1729308                                |
| Norwalk ALF Property, L.L.C.                                | Delaware  | 27-4083805                                |
| Oakland Nursing Homes, L.L.C.                               | Delaware  | 36-4572018                                |
| October Associates, L.L.C.                                  | Delaware  | 36-4572030                                |
| Ogden Associates, L.L.C.                                    | Delaware  | 36-4412291                                |
| Ohio Aviv, L.L.C.   | Delaware  | 36-4597043                                |
| Ohio Aviv Two, L.L.C.                                       | Delaware  | 27-5081906                                |
| Ohio Aviv Three, L.L.C.                                     | Delaware  | 27-5082021                                |
| Ohio Indiana Property, L.L.C.                               | Delaware  | 36-4764623                                |
| Ohio Pennsylvania Property, L.L.C.                          | Delaware  | 32-0350654                                |
| Oklahoma Three Property, L.L.C.                             | Delaware  | 35-2444669                                |
| Oklahoma Two Property, L.L.C.                               | Delaware  | 37-1695177                                |
| Oklahoma Warr Wind, L.L.C.                                  | Delaware  | 38-3886603                                |
| Omaha Associates, L.L.C.                                    | Delaware  | 36-4572019                                |
| Orange ALF Property, L.L.C.                                 | Delaware  | 27-4083471                                |
| Orange, L.L.C.  | Illinois  | 36-4095365                                |
| Oregon Associates, L.L.C.                                   | Delaware  | 36-4572024                                |
| Oso Avenue Property, L.L.C.                                 | Delaware  | 30-0767014                                |
| Peabody Associates, L.L.C.                                  | Delaware  | 36-4572029                                |
| Peabody Associates Two, L.L.C.                              | Delaware  | 27-5346222                                |
| Pennington Road Property, L.L.C.                            | Delaware  | 36-4768380                                |
| Pocatello Idaho Property, L.L.C.                            | Delaware  | 35-2449870                                |
| Pomona Vista L.L.C.   | Illinois  | 36-4111095                                |
| Prescott Arkansas, L.L.C.                                   | Delaware  | 04-3835264                                |
| Raton Property Limited Company                              | New Mexico  | 36-4111094                                |
| Ravenna Ohio Property, L.L.C.                               | Delaware  | 61-1692048                                |
| Red Rocks, L.L.C.   | Illinois  | 36-4192351                                |
| Richland Washington, L.L.C.                                 | Delaware  | 26-0081509                                |
| Riverside Nursing Home Associates, L.L.C.                   | Delaware  | 36-4340184                                |
| Riverside Nursing Home Associates Two, L.L.C.               | Delaware  | 27-3524946                                |
| Rockingham Drive Property, L.L.C.                           | Delaware  | 35-2485732                                |
| Rose Baldwin Park Property L.L.C.                           | Illinois  | 36-4111092                                |
| Salem Associates, L.L.C.                                    | Delaware  | 36-4572028                                |
| San Juan NH Property, L.L.C.                                | Delaware  | 11-3714511                                |
| Sandalwood Arkansas Property, L.L.C.                        | Delaware  | 61-1665105                                |
| Santa Ana-Bartlett, L.L.C.                                  | Illinois  | 36-4212739                                |
| Santa Fe Missouri Associates, L.L.C.                        | Illinois  | 36-4165126                                |



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| Savoy/Bonham Venture, L.L.C.        | Delaware | 36-4572026 |
| Searcy Aviv, L.L.C.                 | Delaware | 38-3779442 |
| Sedgwick Properties, L.L.C.         | Delaware | 36-4694767 |
| Seguin Texas Property, L.L.C.       | Delaware | 35-2456377 |
| Sierra Ponds Property, L.L.C.       | Delaware | 38-3888430 |
| Skyview Associates, L.L.C.          | Delaware | 36-4572023 |
| Southeast Missouri Property, L.L.C. | Delaware | 27-3502072 |
| Southern California Nevada, L.L.C.  | Delaware | 30-0705746 |
| Star City Arkansas, L.L.C.          | Delaware | 43-2089308 |

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| <b>Exact name of registrant as<br/>specified in its charter</b> | <b>State or other jurisdiction<br/>of incorporation or organization</b> | <b>IRS Employer<br/>Identification Number</b> |
|---|---|---|
| Stevens Avenue Property, L.L.C.                                 | Delaware  | 35-2446030                                    |
| Sun-Mesa Properties, L.L.C.                                     | Illinois  | 36-4047650                                    |
| Texas Fifteen Property, L.L.C.                                  | Delaware  | 35-2437626                                    |
| Texhoma Avenue Property, L.L.C.                                 | Delaware  | 35-2470607                                    |
| Tujunga, L.L.C.   | Delaware  | 36-4389732                                    |
| VRB Aviv, L.L.C.  | Delaware  | 76-0802032                                    |
| Washington-Oregon Associates, L.L.C.                            | Illinois  | 36-4192347                                    |
| Watauga Associates, L.L.C.                                      | Illinois  | 36-4163268                                    |
| Wellington Leasehold, L.L.C.                                    | Delaware  | 27-3971187                                    |
| West Pearl Street, L.L.C.                                       | Delaware  | 81-0637081                                    |
| Wheeler Healthcare Associates, L.L.C.                           | Texas   | 74-2752353                                    |
| Whitlock Street Property, L.L.C.                                | Delaware  | 32-0419832                                    |
| Willis Texas Aviv, L.L.C.                                       | Delaware  | 37-1522942                                    |
| Yuba Aviv, L.L.C.   | Delaware  | 11-3750228                                    |

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**The information in this prospectus is not complete and may be changed. We may not sell these securities and the selling stockholders may not resell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.**

**Subject to Completion, Dated January 7, 2014**

**PROSPECTUS**

**\$1,000,000,000**

**Aviv REIT, Inc.**

**COMMON STOCK, PREFERRED STOCK, WARRANTS, RIGHTS AND UNITS**

**Aviv Healthcare Properties Limited Partnership and**

**Aviv Healthcare Capital Corporation**

**DEBT SECURITIES**

**Guarantees of Debt Securities by Aviv REIT, Inc. and the Subsidiary Guarantors**

**5,450,576 Shares**

**Aviv REIT, Inc.**

**COMMON STOCK**

We may offer from time to time, in one or more series:

shares of our common stock;

shares of our preferred stock;

senior and/or subordinated debt securities;

guarantees related to the debt securities;

warrants to purchase common stock and/or preferred stock;

rights to purchase common stock and/or preferred stock; and

units consisting of two or more of these classes or series of securities.

The selling stockholders named herein may offer from time to time up to 5,450,576 shares of our common stock issuable in exchange for units of limited partnership ( OP Units ) in Aviv Healthcare Properties Limited Partnership, our operating partnership, tendered for redemption by one or more of such selling stockholders pursuant to their contractual rights.

We, or the selling stockholders, may offer these securities in amounts, at prices and on terms determined at the time of offering. The specific plan of distribution for any securities to be offered will be provided in a prospectus supplement. If we use agents, underwriters or dealers to sell these securities, a prospectus supplement will name them and describe their compensation.

The specific terms of any securities to be offered will be described in a supplement to this prospectus. The prospectus supplement may also add, update or change information contained in this prospectus. You should read this prospectus and any prospectus supplement, together with additional information described under the heading Where You Can Find More Information, before you make an investment decision.

Our common stock is listed on the New York Stock Exchange, or NYSE, under the symbol AVIV. On December 5, 2013, the closing sale price of our common stock, as reported on the NYSE, was \$24.86 per share.

**Investing in our securities involves a high degree of risk. See Risk Factors on page 2 and the Risk Factors section contained in the applicable prospectus supplement and in the documents we incorporate by reference in this prospectus to read about factors you should consider before investing in our securities.**

**Neither the Securities and Exchange Commission nor any state or other domestic or foreign securities commission or regulatory authority has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

**The date of this prospectus is .**

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**ABOUT THIS PROSPECTUS**

This prospectus is part of a registration statement on Form S-3 that we filed with the SEC, using a shelf registration process. By using a shelf registration statement, we may sell any combination of our common stock, preferred stock, debt securities, warrants, rights and units from time to time and in one or more offerings and our selling stockholders may offer and sell shares of our common stock in one or more offerings. Each time we sell securities, we will provide a supplement to this prospectus that contains specific information about the securities being offered (if other than common stock) and the specific terms of that offering. The supplement may also add, update or change information contained in this prospectus. If there is any inconsistency between the information in this prospectus and any prospectus supplement, you should rely on the prospectus supplement. Before purchasing any securities, you should carefully read both this prospectus and any prospectus supplement, together with the additional information described under the headings Where You Can Find More Information and Incorporation of Certain Information by Reference.

You should rely only on the information contained or incorporated by reference in this prospectus and in any prospectus supplement. Neither we nor the selling stockholders have authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. This prospectus is not an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus and any prospectus supplement is accurate as of the date on its respective cover, and that any information incorporated by reference is accurate only as of the date of the document incorporated by reference, unless we indicate otherwise. Our business, financial condition, results of operations and prospects may have changed since those dates.



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**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus includes and incorporates by reference forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements provide our current expectations or forecasts of future events. Forward-looking statements include statements about our expectations, beliefs, intentions, plans, objectives, goals, strategies, future events, performance and underlying assumptions and other statements that are not historical facts. Examples of forward-looking statements include all statements regarding our expected future financial position, results of operations, cash flows, liquidity, financing plans, business strategy, projected growth opportunities and potential acquisitions, plans and objectives of management for future operations, and compliance with and changes in governmental regulations. You can identify forward-looking statements by their use of forward-looking words, such as may, will, anticipate, expect, believe, estimate, intend, plan, should, seek or comp negative use of those words, but the absence of these words does not necessarily mean that a statement is not forward-looking.

These forward-looking statements are made based on our current expectations and beliefs concerning future events affecting us and are subject to uncertainties and factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control, that could cause our actual results to differ materially from those matters expressed in or implied by these forward-looking statements.

Important factors that could cause actual results to differ materially from our expectations include those disclosed under Risk Factors and elsewhere in this prospectus and in filings made by us with the Securities and Exchange Commission (the SEC). These factors include, among others:

uncertainties relating to the operations of our operators, including those relating to reimbursement by government and other third-party payors, compliance with regulatory requirements and occupancy levels;

our ability to successfully engage in strategic acquisitions and investments;

competition in the acquisition and ownership of healthcare properties;

our ability to monitor our portfolio;

environmental liabilities associated with our properties;

our ability to re-lease or sell any of our properties;

the availability and cost of capital;

changes in interest rates;

the amount and yield of any additional investments;

changes in tax laws and regulations affecting real estate investment trusts ( REITs ); and

our ability to maintain our status as a REIT.

There may be additional risks of which we are presently unaware or that we currently deem immaterial.

Forward-looking statements are not guarantees of future performance. Except as required by law, we do not undertake any responsibility to release publicly any revisions to these forward-looking statements to take into account events or circumstances that occur after the date of this prospectus or to update you on the occurrence of any unanticipated events which may cause actual results to differ from those expressed or implied by the forward-looking statements contained in this prospectus.



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**SUMMARY**

*This summary highlights selected information appearing or incorporated in this prospectus and may not contain all of the information that is important to you. This prospectus includes information about our securities as well as information regarding our business and detailed financial data. You should read this prospectus in its entirety, including Risk Factors and the financial statements and related notes incorporated by reference herein, before deciding to invest in our securities. Unless the context requires otherwise or except as otherwise noted, as used in this prospectus the words Aviv REIT, we, company, us and our refer to Aviv REIT, Inc. and its subsidiaries.*

**Our Company**

We are a self-administered real estate investment trust, or REIT, specializing in the ownership and triple-net leasing of post-acute and long-term care skilled nursing facilities, or SNFs. We have been in the business of investing in SNFs for over 30 years, including through our predecessors. Our management team has extensive knowledge of and a track record investing in SNFs and other healthcare real estate. We believe that we own one of the largest and highest-quality portfolios of post-acute and long-term care SNFs in the United States. We generate our cash rental stream by triple-net leasing our properties to third-party operators who have responsibility for the operation of the facilities, including for all operating costs and expenses related to the property, maintenance and repair obligations and other required capital expenditures. As of September 30, 2013, our portfolio consisted of 263 properties in 29 states leased to 36 operators who represent many of the largest and most experienced operators in the industry. We have a geographically diversified portfolio, with no state representing more than 18.3% of our contractual rent as of September 30, 2013. Our properties are leased to a diversified group of operators, with no single operator representing more than 15.7% of our contractual rent as of September 30, 2013.

We operate our business through our operating partnership, Aviv Healthcare Properties Limited Partnership. We are the general partner of our operating partnership and, as of September 30, 2013, we owned 75.7% of the OP Units of our operating partnership.

**Corporate Information**

Aviv REIT was incorporated as a Maryland corporation on July 30, 2010 and operates in a manner intended to allow it to qualify as a REIT for U.S. federal income tax purposes. Our operating partnership, Aviv Healthcare Properties Limited Partnership, a Delaware limited partnership, was formed on July 30, 2010, and was the successor to a Delaware limited partnership of the same name formed on March 4, 2005 in connection with the roll-up of various affiliated entities.

Our corporate offices are located at 303 West Madison Street, Suite 2400, Chicago, Illinois 60606. Our telephone number is (312) 855-0930. Our internet website is <http://www.avivreit.com>. The information contained on, or accessible through, our website is not incorporated by reference into this prospectus and should not be considered a part of this prospectus.

**Table of Contents****RISK FACTORS**

An investment in our securities involves significant risks. Before making an investment decision you should consider any risk factors set forth in the applicable prospectus supplement and the documents incorporated by reference in this prospectus, including our Annual Reports on Form 10-K and our Quarterly Reports on Form 10-Q, as well as other information we include or incorporate by reference in this prospectus and in the applicable prospectus supplement. See Where You Can Find More Information.

**RATIO OF EARNINGS TO FIXED CHARGES**

The table below presents our consolidated ratio of earnings to fixed charges for each of the periods indicated. We computed these ratios by dividing earnings by fixed charges. For this purpose, earnings consists of net income before fixed charges. Fixed charges consist of interest expensed and capitalized, amortized premiums, preferred dividends, discounts and capitalized expenses related to indebtedness. The ratios are based solely on historical financial information and no pro forma adjustments have been made.

| <b>Year Ended December 31,</b> |             |             |             |             | <b>Nine Months Ended<br/>September 30,</b> |  |
|--------------------------------|-------------|-------------|-------------|-------------|--|--|
| <b>2008</b>                    | <b>2009</b> | <b>2010</b> | <b>2011</b> | <b>2012</b> | <b>2013</b>                                |  |
| 1.63x                          | 2.23x       | 2.60x       | 1.29x       | 1.17x       | 1.37x                                      |  |

**USE OF PROCEEDS**

Unless we indicate otherwise in the applicable prospectus supplement, we intend to contribute all of the net proceeds from the sale of securities by Aviv REIT, Inc. to our operating partnership, Aviv Healthcare Properties Limited Partnership, in exchange for additional OP Units of our operating partnership. Unless otherwise indicated in the applicable prospectus supplement, our operating partnership intends to use any net proceeds from the sale of offered securities for general corporate purposes, including the potential acquisition of additional properties. We may invest funds not required immediately for such purposes in short-term invest