

FIVE STAR QUALITY CARE, INC.  
Form SC14D9C  
October 27, 2016

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**SCHEDULE 14D-9**

(Rule 14d-101)

**SOLICITATION/RECOMMENDATION STATEMENT UNDER  
SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**

**FIVE STAR QUALITY CARE, INC.**

(Name of Subject Company)

**FIVE STAR QUALITY CARE, INC.**

(Names of Person(s) Filing Statement)

**Common Stock, par value \$.01 per share**

(Title of Class of Securities)

**33832D106**

(CUSIP Number of Class of Securities)

**Richard A. Doyle  
Chief Financial Officer and Treasurer  
Five Star Quality Care, Inc.  
400 Centre Street  
Newton, Massachusetts 02458**

**(617) 796-8387**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the person(s) filing statement)

Copy to:

**Howard E. Berkenblit**

**Nicole L. Rives**

**Sullivan & Worcester LLP**

**One Post Office Square**

**Boston, Massachusetts 02109**

**(617) 338-2800**

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

This Solicitation/Recommendation Statement on Schedule 14D-9 consists of the following documents related to an intention to commence a tender offer announced by Senior Star Management Company, William F. Thomas, Robert D. Thomas and Gemini Properties for up to 10,000,000 common shares of Five Star Quality Care, Inc., or Five Star:

- Current Report on Form 8-K filed by Five Star with the Securities and Exchange Commission on October 27, 2016; and
- Press Release issued by Five Star on October 27, 2016.

These documents are attached as Exhibits 99.1 and 99.2 hereto.

**Item 9. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Current Report on Form 8-K (including all exhibits thereto).
99.2	Press Release (including all attachments thereto).