

HERMAN KIMBERLY  
Form 4  
January 09, 2019

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HERMAN KIMBERLY

2. Issuer Name and Ticker or Trading Symbol  
CAPITAL SENIOR LIVING CORP  
[CSU]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
  
14160 DALLAS  
PARKWAY, SUITE 300  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/07/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

DALLAS, TX 75254  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | Code V  | Amount or Price   |  |                                   |
| Common Stock                    | 01/07/2019                           |  |                                | A   | 73,620<br>(1)   | A  | \$ 0 104,575 D                    |
| Common Stock                    | 01/07/2019                           |  |                                | A   | 368,098<br>(2)  | A  | \$ 0 472,673 D                    |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount  |
| Non-qualified Stock Option (Right to Buy)  | \$ 7.46  | 01/07/2019                           |  | A                              | 147,239   | (3) 01/07/2029   | Common Stock 147,239  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| HERMAN KIMBERLY<br>14160 DALLAS PARKWAY<br>SUITE 300<br>DALLAS, TX 75254 | X             |           | President & CEO |       |

## Signatures

/s/ Kimberly S. Lody  
Date: 01/09/2019  
\*\*Signature of Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents shares of restricted stock granted on January 7, 2019 which are scheduled to vest in three installments of 33%, 33% and 34% on January 7, 2020, January 7, 2021 and January 7, 2022, respectively.
- (2) Represents shares of performance-based restricted stock, consisting of 147,239 shares that will vest upon achievement of the target performance objective and an additional 220,859 shares that are issuable upon achievement of the maximum performance objective.
- (3) The option is scheduled to vest in three installments of 33%, 33% and 34% on January 7, 2020, January 7, 2021 and January 7, 2022, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.