



DIVISION OF  
CORPORATION FINANCE

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

May 5, 2015

Mr. T. Andrew Smith  
Chief Executive Officer  
Brookdale Senior Living Inc.  
111 Westwood Place, Suite 400  
Brentwood, Tennessee 37027

**Re: Brookdale Senior Living Inc.  
Form 10-K for Fiscal Year Ended December 31, 2014  
Filed February 25, 2015  
File No. 001-32641**

Dear Mr. Smith:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Robert S. Littlepage, for

Mr. Larry Spigel  
Assistant Director