



DIVISION OF  
CORPORATION FINANCE

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

August 13, 2020

Chad C. White  
Executive Vice President, General Counsel and Secretary  
Brookdale Senior Living Inc.  
111 Westwood Place, Suite 400  
Brentwood, Tennessee 37027

**Re: Brookdale Senior Living Inc.**  
**Registration Statement on Form S-3**  
**Filed August 11, 2020**  
**File No. 333-244394**

Dear Mr. White:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Laura Crotty at (202) 551-7614 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Life Sciences

cc: Joseph A. Coco