

AMERICAN RETIREMENT VILLAS PROPERTIES II

Form SC TO-T/A

May 17, 2004

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE TO
(Rule 14d 100)
Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934
(Amendment No. 5)**

**AMERICAN RETIREMENT VILLAS PROPERTIES II,
A CALIFORNIA LIMITED PARTNERSHIP
(Name of Subject Company (Issuer))**

**ARVP II ACQUISITION, L.P.
ARV ASSISTED LIVING, INC.**

ATRIA SENIOR LIVING GROUP, INC.

(Name of Filing Person (Offeror))

LIMITED PARTNERSHIP UNITS

(Title of Class of Securities)

(CUSIP Number of Class of Securities)

**John A. Moore
Chief Executive Officer
ARVP II Acquisition, L.P.
ARV Assisted Living, Inc.
Atria Senior Living Group, Inc.
501 South Fourth Avenue, Suite 140
Louisville, KY 40202
(502) 719-1600**

**(Name, address and telephone numbers of person authorized to receive notice and communications on behalf of
filing person)**

With a copy to:

**Lee Parks, Esq.
Fried, Frank, Harris, Shriver & Jacobson LLP
One New York Plaza
New York, New York 10004
(212) 859-8000**

CALCULATION OF FILING FEE

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Transaction valuation*
\$5,009,269.80

Amount of filing fee**
\$635

* For purposes of calculating amount of filing fee only. This calculation assumes the purchase of 16,697.566 of the outstanding limited partnership units of American Retirement Villas Properties II at a purchase price of \$300 per unit.

** The amount of the filing fee calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals 0.012670% of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount previously Paid: \$353.92

Form or Registration No.: Schedule TO

Filing Party: Atria Senior Living Group, Inc., ARVP II Acquisition, L.P. and ARV Assisted Living, Inc.

Date Filed: January 21, 2004

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

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:

SCHEDULE TO

This Amendment No. 5 to Tender Offer Statement on Schedule TO (this Amended Statement) amends and supplements the Tender Offer Statement on Schedule TO (the Initial Statement) filed with the Securities and Exchange Commission (the SEC) on January 21, 2004, by ARVP II Acquisition, L.P., a California limited partnership (the Purchaser), Atria Senior Living Group, Inc. (Atria) and ARV Assisted Living, Inc., a Delaware corporation (ARV, and together with Atria and the Purchaser, the Filing Persons), as amended and supplemented by Amendment No. 1 to the Initial Statement on Schedule TO filed by the Filing Persons with the SEC on March 4, 2004, Amendment No. 2 to the Initial Statement on Schedule TO filed by the Filing Persons with the SEC on March 26, 2004, Amendment No. 3 to the Initial Statement on Schedule TO filed by the Filing Persons with the SEC on May 5, 2004 and Amendment No. 4 to the Initial Statement on Schedule TO filed by the Filing Persons with the SEC on May 11, 2004 (the Amendments , together with the Initial Statement, the Statement). ARV, which is wholly-owned by Atria, is the general partner of the Purchaser. This Amended Statement is being filed in connection with the Offer to Purchase and Consent Solicitation Statement filed with the SEC on March 26, 2004 by the Filing Persons (the Offer to Purchase). Because the Offer to Purchase is also serving as a consent solicitation statement by the Purchaser, it has also been filed as part of the proxy statement filed with the SEC on March 26, 2004 on Schedule 14A by the Filing Persons. This Amended Statement relates to the contemplated offer (the Offer) by the Purchaser for all of the outstanding limited partnership units of American Retirement Villas Properties II, a California limited partnership. Because the transactions contemplated by the Offer to Purchase would be a Rule 13e-3 transaction, this Amended Statement is also being filed on the date hereof in compliance with that rule.

In accordance with the rules of the SEC, the Filing Persons are amending and supplementing the Statement as set forth below. The information set forth in the Offer to Purchase (including all schedules and annexes thereto) is hereby incorporated by reference herein in answer to the items of this Amended Statement. All capitalized terms used herein shall have the meanings assigned to them in the Offer to Purchase, unless otherwise defined herein.

ITEMS 1, 4 and 11

Items 1, 4 and 11 of the Statement are amended and supplemented by adding the following thereto:

The offer period of the Offer, which was scheduled to expire at 11:59 p.m., Eastern time, on Friday, May 14, 2004, has been extended to 11:59 p.m., Eastern time, on Friday, June 4, 2004, unless the Offer is further extended. In addition, the Offer Price has been increased by \$50 to \$350 per Unit, in cash, less the amount of any cash distribution made or declared with respect to the Units on or after March 24, 2004 until the date the Units are tendered, to the extent that the Purchaser does not receive those distributions with respect to any Units accepted for payment. Furthermore, the date of the fairness hearing to be held with respect to the Merger before the California Commissioner of Corporations has been postponed until June 9, 2004. On May 17, 2004, the Filing Persons issued a press release and sent a letter to Unitholders describing the foregoing and sent a notice to Unitholders announcing the postponement of the fairness hearing.

A copy of the press release issued by the Filing Persons on May 17, 2004 is filed herewith as Exhibit (a)(1)(J) and is incorporated herein by reference.

A copy of the letter sent by the Purchaser to Unitholders on May 17, 2004 is filed herewith as Exhibit (a)(1)(K) and is incorporated herein by reference.

A copy of the notice sent by the Purchaser to Unitholders on May 17, 2004 is filed herewith as Exhibit (a)(5)(B) and is incorporated herein by reference.

ITEM 12. Exhibits

- (a)(1)(J) Press release, dated May 17, 2004
- (a)(1)(K) Letter to Unitholders, dated May 17, 2004
- (a)(5)(B) Notice of Hearing

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SIGNATURE

After due inquiry and to my best knowledge and belief, I certify that the information set forth in this Amended Statement is true, complete and correct.

ARV Assisted Living, Inc.

By: /s/ Mark
 Jessee

Name: Mark Jessee
Title: Chief
Financial Officer

ARVP II Acquisition, L.P.

By: ARV Assisted
Living, Inc., its general
partner

By: /s/ Mark
 Jessee

Name: Mark Jessee
Title: Chief
Financial Officer

Atria Senior Living Group,
Inc.

By: /s/ Mark
 Jessee

Name: Mark Jessee
Title: Chief
Financial Officer

EXHIBIT INDEX

- (a)(1)(J) Press Release, dated May 17, 2004
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