

FIVE STAR QUALITY CARE INC  
Form POS EX  
December 08, 2004

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As filed with the Securities and Exchange Commission on December 8, 2004

Registration No. 333-119955

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

**POST-EFFECTIVE AMENDMENT NO. 1  
FILED PURSUANT TO RULE 462(d)  
TO**

**FORM S-1**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**FIVE STAR QUALITY CARE, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**8051**  
(Primary Standard Industrial  
Classification Code Number)

**04-3516029**  
(I.R.S. Employer  
Identification Number)

**400 Centre Street  
Newton, Massachusetts 02458  
(617) 796-8387**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Evrett W. Benton, President  
Five Star Quality Care, Inc.  
400 Centre Street  
Newton, Massachusetts 02458  
(617) 796-8387**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**Copies to:**

William J. Curry, Esq.  
Sullivan & Worcester LLP  
One Post Office Square  
Boston, Massachusetts 02109  
(617) 338-2800

William J. Grant, Jr., Esq.  
Daniel D. Rubino, Esq.  
Willkie Farr & Gallagher LLP  
787 Seventh Avenue  
New York, New York 10019  
(212) 728-8000

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**Approximate date of commencement of proposed sale to the public: As soon as practicable after filing this Post-Effective Amendment No. 1 to Form S-1.**

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

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**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 to Form S-1 (File No. 333-119955) is filed pursuant to Rule 462(d) under the Securities Act of 1933 solely to file additional exhibits to such registration statement.

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**Part II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits and financial statement schedules**

The following exhibit is filed with this Post-Effective Amendment No. 1 to Form S-1:

- 1.1 Underwriting Agreement, dated December 7, 2004, by and between Five Star Quality Care, Inc. and UBS Securities LLC, as Representative of the several Underwriters named therein.
  - 5.1 Legal Opinion of Venable LLP.
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**Signatures**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Newton, Commonwealth of Massachusetts, on December 8, 2004.

**FIVE STAR QUALITY CARE, INC.**

By: /s/ EVRETT W. BENTON

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Evrett W. Benton  
*President and Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

## Edgar Filing: FIVE STAR QUALITY CARE INC - Form POS EX

| Signature  | Title   | Date             |
|--|---|------------------|
| <hr/><br>/s/ EVRETT W. BENTON<br><hr/> Evrett W. Benton                        | President and Chief Executive Officer                                   | December 8, 2004 |
| <hr/><br>/s/ BRUCE J. MACKEY JR.<br><hr/> Bruce J. Mackey Jr.                  | Chief Financial Officer and Treasurer<br>(Principal accounting officer) | December 8, 2004 |
| *<br><hr/><br>Barry M. Portnoy   | Managing Director   | December 8, 2004 |
| *<br><hr/><br>Gerard M. Martin   | Managing Director   | December 8, 2004 |
| *<br><hr/><br>Bruce M. Gans  | Director  | December 8, 2004 |
| *<br><hr/><br>Barbara D. Gilmore   | Director  | December 8, 2004 |
| *<br><hr/><br>Arthur G. Koumartzelis   | Director  | December 8, 2004 |
| *By: /s/ EVRETT W. BENTON<br><hr/> Evrett W. Benton<br><i>Attorney-in-fact</i> |   |                  |

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### Exhibit index

- 1.1 Underwriting Agreement, dated December 7, 2004, by and between Five Star Quality Care, Inc. and UBS Securities LLC, as Representative of the several Underwriters named therein.
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### QuickLinks

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