

CAPITAL SENIOR LIVING CORP
Form SC 13G/A
February 14, 2012

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

SCHEDULE 13G

(Amendment No. 2)*

Under the Securities Exchange Act of 1934

CAPITAL SENIOR LIVING CORPORATION
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

140475104
(CUSIP Number)

December 31, 2011
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 140475104

1 NAME OF REPORTING PERSON: WS Capital, L.L.C.

I.R.S. Identification Nos. of above persons (entities only):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) GROUP
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Texas

| | | |
|--|---|-----------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON | 5 | SOLE VOTING POWER: 0 |
| | 6 | SHARED VOTING POWER: 0 |
| | 7 | SOLE DISPOSITIVE POWER: 0 |
| | 8 | SHARED DISPOSITIVE POWER: 0 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0%

12 TYPE OF REPORTING PERSON
HC/OO

CUSIP No. 140475104

1 NAME OF REPORTING PERSON: WS Capital Management, L.P.

I.R.S. Identification Nos. of above persons (entities only):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) GROUP
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Texas

| | | |
|--|---|-----------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON | 5 | SOLE VOTING POWER: 0 |
| | 6 | SHARED VOTING POWER: 0 |
| | 7 | SOLE DISPOSITIVE POWER: 0 |
| | 8 | SHARED DISPOSITIVE POWER: 0 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0%

12 TYPE OF REPORTING PERSON
IA/PN

CUSIP No. 140475104

1 NAME OF REPORTING PERSON: Reid S. Walker

I.R.S. Identification Nos. of above persons (entities only):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (a) A GROUP (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

| | | |
|--|---|-----------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON | 5 | SOLE VOTING POWER: 0 |
| | 6 | SHARED VOTING POWER: 0 |
| | 7 | SOLE DISPOSITIVE POWER: 0 |
| | 8 | SHARED DISPOSITIVE POWER: 0 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0%

12 TYPE OF REPORTING PERSON
IN

CUSIP No. 140475104

1 NAME OF REPORTING PERSON: G. Stacy Smith

I.R.S. Identification Nos. of above persons (entities only):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (a) A GROUP
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

| | | |
|--|---|-----------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON | 5 | SOLE VOTING POWER: 0 |
| | 6 | SHARED VOTING POWER: 0 |
| | 7 | SOLE DISPOSITIVE POWER: 0 |
| | 8 | SHARED DISPOSITIVE POWER: 0 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0%

12 TYPE OF REPORTING PERSON
IN

Item 1(a). Name of Issuer: CAPITAL SENIOR LIVING CORPORATION

Item 1(b). Address of Issuer's Principal Executive Offices:

14160 Dallas Parkway, Suite 300
Dallas, Texas 75254

Item 2(a). Name of Person Filing:

WS Capital, L.L.C.
WS Capital Management, L.P.
Reid S. Walker
G. Stacy Smith

Item 2(b). Address of Principal Business Office or if none, Residence:

300 Crescent Court, Suite 1111
Dallas, Texas 75201

Item 2(c). Citizenship:

| | |
|-----------------------------|---------------|
| WS Capital, L.L.C. | Texas |
| WS Capital Management, L.P. | Texas |
| Reid S. Walker | United States |
| G. Stacy Smith | United States |

Item 2(d). Title of Class of Securities: Common Stock, par value \$0.01 per share

Item 2(e). CUSIP Number: 140475104

Item 3. Not Applicable.

Item 4. Ownership:

(a) Amount Beneficially
Owned:

| | |
|-----------------------------|---|
| WS Capital, L.L.C. | 0 |
| WS Capital Management, L.P. | 0 |
| Reid S. Walker | 0 |
| G. Stacy Smith | 0 |

(b) Percent of Class:

| | |
|--------------------------------|----|
| WS Capital, L.L.C. | 0% |
| WS Capital Management, L.P. | 0% |
| Reid S. Walker | 0% |
| G. Stacy Smith | 0% |

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

| | |
|--------------------------------|---|
| WS Capital, L.L.C. | 0 |
| WS Capital Management, L.P. | 0 |
| Reid S. Walker | 0 |
| G. Stacy Smith | 0 |

(ii) shared power to vote or to direct the vote:

| | |
|--------------------------------|---|
| WS Capital, L.L.C. | 0 |
| WS Capital Management, L.P. | 0 |
| Reid S. Walker | 0 |
| G. Stacy Smith | 0 |

(iii) sole power to dispose or to direct the disposition of:

| | |
|--------------------------------|---|
| WS Capital, L.L.C. | 0 |
| WS Capital Management, L.P. | 0 |
| Reid S. Walker | 0 |
| G. Stacy Smith | 0 |

(iv) shared power to dispose or to direct the disposition of:

| | |
|--------------------------------|---|
| WS Capital, L.L.C. | 0 |
| WS Capital Management, L.P. | 0 |
| Reid S. Walker | 0 |
| G. Stacy Smith | 0 |

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the owner of more than five percent of the class of securities, check the following: [X]

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7. Identification and Classification of Subsidiary Which Acquired the Securities:

Not applicable.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2012

WS CAPITAL, L.L.C.

By: /s/ Reid S. Walker
Reid S. Walker, Member

WS CAPITAL MANAGEMENT, L.P.

By: WS Capital, L.L.C., its general partner

By: /s/ Reid S. Walker
Reid S. Walker, Member

/s/ Reid S. Walker
REID S. WALKER

/s/ G. Stacy Smith
G. STACY SMITH

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them a Statement on Schedule 13G (including amendments thereto) with regard to the common stock of CAPITAL SENIOR LIVING CORPORATION and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned, being duly authorized, hereby execute this Joint Filing Agreement as of February 14, 2012.

WS CAPITAL, L.L.C.

By: /s/ Reid S. Walker
Reid S. Walker, Member

WS CAPITAL MANAGEMENT, L.P.

By: WS Capital, L.L.C., its general partner

By: /s/ Reid S. Walker
Reid S. Walker, Member

/s/ Reid S. Walker
REID S. WALKER

/s/ G. Stacy Smith
G. STACY SMITH