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FIVE STAR QUALITY CARE INC  
Form 8-A12B  
December 07, 2001

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

FIVE STAR QUALITY CARE, INC.  
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(Exact Name of Registrant as Specified in its Charter)

MARYLAND

04-3516029

-----  
(State of Incorporation or Organization)

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(I.R.S. Employer Identification No.)

400 CENTRE STREET  
NEWTON, MASSACHUSETTS

02458

-----  
(Address of Principal Executive Offices)

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(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. /X/

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. / /

Securities Act registration statement file number to which this form relates: 333-69846

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(if applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered -----	Name of Each Exchange on Which Each Class is to be Registered -----
COMMON STOCK, PAR VALUE \$.01 PER SHARE	AMERICAN STOCK EXCHANGE

Securities to be registered pursuant to Section 12(g) of the Act:

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NONE

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(Title of Class)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

This Registration Statement relates to the common stock, par value \$.01 per share (the "Common Stock"), of Five Star Quality Care, Inc., a Maryland corporation (the "Registrant"). A description of the Common Stock is contained in the Prospectus (the "Prospectus") filed pursuant to Rule 424(b)(3) forming part of the Registration Statement on Form S-1, File No. 333-69846. Such description is incorporated herein by this reference.

ITEM 2. EXHIBITS.

Exhibit

Number Description of Exhibit

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- 1.1 Articles of Amendment and Restatement of the Registrant. (Incorporated by reference to the Registrant's Registration Statement on Form S-1, File No. 333-69846).
- 1.2 Amended and Restated Bylaws of the Registrant. (Incorporated by reference to the Registrant's Registration Statement on Form S-1, File No. 333-69846).
- 1.3 Form of Specimen Certificate for shares of Common Stock. (Incorporated by reference to the Registrant's Registration Statement on Form S-1, File No. 333-69846).

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

FIVE STAR QUALITY CARE, INC.

Date: December 7, 2001

By: /s/ Bruce J. Mackey Jr.

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Name: Bruce J. Mackey Jr.

Title: Chief Financial Officer and Treasurer

