

# SENIOR HOUSING PROPERTIES TRUST

## FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 02/21/12

Address	TWO NEWTON PLACE 255 WASHINGTON STREET NEWTON, MA 02458
Telephone	6173323990
CIK	0001075415
Symbol	SNH
SIC Code	6798 - Real Estate Investment Trusts
Industry	Real Estate Operations
Sector	Services
Fiscal Year	12/31

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

**SCHEDULE 14A**

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

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SENIOR HOUSING PROPERTIES TRUST  
(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
    - (1) Title of each class of securities to which transaction applies: \_\_\_\_\_
    - (2) Aggregate number of securities to which transaction applies: \_\_\_\_\_
    - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): \_\_\_\_\_
    - (4) Proposed maximum aggregate value of transaction: \_\_\_\_\_
    - (5) Total fee paid: \_\_\_\_\_
  - Fee paid previously with preliminary materials.
  - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
    - (1) Amount Previously Paid: \_\_\_\_\_
    - (2) Form, Schedule or Registration Statement No.: \_\_\_\_\_
    - (3) Filing Party: \_\_\_\_\_
    - (4) Date Filed: \_\_\_\_\_
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**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on May 17, 2012.**

**SENIOR HOUSING PROPERTIES TRUST**



SENIOR HOUSING PROPERTIES TRUST  
TWO NEWTON PLACE  
255 WASHINGTON STREET, SUITE 300  
NEWTON, MA 02458

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**Meeting Information**

**Meeting Type:** Annual  
**For holders as of:** 2/17/2012  
**Date:** 5/17/2012 **Time:** 9:30 a.m., local time  
**Location:** Senior Housing Properties Trust  
Two Newton Place  
255 Washington Street, Suite 100  
Newton, MA 02458

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares.

**This communication presents only an overview of the more complete proxy materials that are available to you on the Internet or by mail. We encourage you to access and review all of the important information contained in the proxy materials before voting.**

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

— **Before You Vote** —  
How to Access the Proxy Materials

The Notice of Annual Meeting, Proxy Statement and Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

**How to View Online:**

Have the information that is printed in the box marked by the arrow →  (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com)

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before May 3, 2012, to facilitate timely delivery.

**How to Request and Receive a PAPER or E-MAIL Copy for the 2012 Annual Meeting and for Shareholder Meetings in the Future:**

- 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow →  (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor.

— **How To Vote** —

Please Choose One of the Following Voting Methods

**Vote In Person:** Shareholders of record of the company as of February 17, 2012, or their duly authorized proxies are entitled to vote in person at the meeting. At the meeting, you will need to request a ballot to vote these shares. To obtain directions for the annual meeting, please call 617-796-8350.

**Authorize Your Proxy By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow →  available and follow the instructions.

**Authorize Your Proxy By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

## Voting Items

**Our Board of Trustees Recommends You Vote "FOR" the Nominees for Trustee in Proposals 1 and 2 and "FOR" Proposals 3, 4 and 5.**

1. To elect the nominee named in our proxy statement to our Board of Trustees as the Independent Trustee in Group I.

**Nominee:** Jeffrey P. Somers

**Our Board recommends you vote FOR proposal 1.**

2. To elect the nominee named in our proxy statement to our Board of Trustees as the Managing Trustee in Group I.

**Nominee:** Barry M. Portnoy

**Our Board recommends you vote FOR proposal 2.**

3. To approve the adoption of the 2012 Senior Housing Properties Trust Equity Compensation Plan.

**Our Board recommends you vote FOR proposal 3.**

4. To approve a nonbinding advisory resolution on our executive compensation.

**Our Board recommends you vote FOR proposal 4.**

5. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2012.

**Our Board recommends you vote FOR proposal 5.**





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