

INSOFT STEVEN J
Form 3
March 20, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|--------------------------------------------------|---------|--------------------------------------|----------------------------------------------------|------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â INSOFT STEVEN J | | (Month/Day/Year) | AVIV REIT, INC. [AVIV] | |
| (Last) | (First) | (Middle) | 03/20/2013 | |
| C/O AVIV REIT, INC., 303 W. MADISON,Â SUITE 2400 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CHICAGO,Â ILÂ 60606 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | President&COO | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------|----------------------------------------------------------------------------|----------------------------------------------------------|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

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(Instr. 5)

| | | | | | | | |
|-----------------------|--------------|------------|--------------|---------|------------|---|---|
| Employee Stock Option | Â <u>(1)</u> | 09/17/2020 | Common Stock | 295,148 | \$ 16.5645 | D | Â |
| Employee Stock Option | Â <u>(2)</u> | 09/17/2020 | Common Stock | 590,297 | \$ 16.5645 | D | Â |
| Employee Stock Option | Â <u>(3)</u> | 09/30/2020 | Common Stock | 6,580 | \$ 17.9548 | D | Â |
| Employee Stock Option | Â <u>(2)</u> | 09/30/2020 | Common Stock | 13,100 | \$ 17.9548 | D | Â |
| Employee Stock Option | Â <u>(4)</u> | 01/04/2021 | Common Stock | 6,278 | \$ 18.6222 | D | Â |
| Employee Stock Option | Â <u>(2)</u> | 01/04/2021 | Common Stock | 12,556 | \$ 18.6222 | D | Â |
| Employee Stock Option | Â <u>(5)</u> | 10/28/2021 | Common Stock | 15,877 | \$ 18.8658 | D | Â |
| Employee Stock Option | Â <u>(2)</u> | 10/28/2021 | Common Stock | 31,754 | \$ 18.8658 | D | Â |
| Employee Stock Option | Â <u>(6)</u> | 02/10/2022 | Common Stock | 51,254 | \$ 18.8658 | D | Â |
| Employee Stock Option | Â <u>(2)</u> | 02/10/2022 | Common Stock | 102,508 | \$ 18.8658 | D | Â |
| Employee Stock Option | Â <u>(7)</u> | 03/28/2022 | Common Stock | 27,770 | \$ 18.6543 | D | Â |
| Employee Stock Option | Â <u>(2)</u> | 03/28/2022 | Common Stock | 55,540 | \$ 18.6543 | D | Â |
| Employee Stock Option | Â <u>(8)</u> | 07/24/2022 | Common Stock | 23,061 | \$ 18.6505 | D | Â |
| Employee Stock Option | Â <u>(2)</u> | 07/24/2022 | Common Stock | 46,122 | \$ 18.6505 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------------------|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| INSOFT STEVEN J C/O AVIV REIT, INC., 303 W. MADISON SUITE 2400 CHICAGO, IL 60606 | Â | Â | Â President&COO | Â |

Signatures

/s/ Samuel H. Kovitz, as
attorney-in-fact

03/20/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These options vest in 25% increments on each of the first four anniversaries of September 17, 2010 and shall vest in full upon a liquidity event, including the initial public offering of the common stock of Aviv REIT, Inc. (the "IPO").
- (2) These options vest upon a liquidity event, including the IPO, if certain performance thresholds are achieved.
- (3) These options vest in 25% increments on each of the first four anniversaries of September 30, 2010 and shall vest in full upon a liquidity event, including the IPO.
- (4) These options vest in 25% increments on each of the first four anniversaries of January 4, 2011 and shall vest in full upon a liquidity event, including the IPO.
- (5) These options vest in 25% increments on each of the first four anniversaries of October 28, 2011 and shall vest in full upon a liquidity event, including the IPO.
- (6) These options vest in 25% increments on each of the first four anniversaries of February 10, 2012 and shall vest in full upon a liquidity event, including the IPO.
- (7) These options vest in 25% increments on each of the first four anniversaries of March 28, 2012 and shall vest in full upon a liquidity event, including the IPO.
- (8) These options vest in 25% increments on each of the first four anniversaries of July 24, 2012 and shall vest in full upon a liquidity event, including the IPO.

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Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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