

VENTAS INC
Form 8-K
December 13, 2012

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): **December 13, 2012**

VENTAS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

1-10989
(Commission

File Number)

61-1055020
(IRS Employer

Identification No.)

353 N. Clark Street, Suite 3300, Chicago, Illinois
(Address of Principal Executive Offices)

60654
(Zip Code)

Registrant's Telephone Number, Including Area Code: **(877) 483-6827**

Not Applicable

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Former Name or Former Address, if Changed Since Last Report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01.

Other Events.

On December 13, 2012, Ventas Realty, Limited Partnership and Ventas Capital Corporation (collectively, the Issuers), each a wholly owned subsidiary of Ventas, Inc. (the Company), issued and sold (i) \$700 million aggregate principal amount of their 2.00% Senior Notes due 2018 (the 2018 Notes) and (ii) \$225 million principal amount of their 3.25% Senior Notes due 2022 (the 2022 Notes) and, together with the 2018 Notes, the Notes) in a registered public offering pursuant to a Registration Statement on Form S-3 (File No. 333-180521) filed under the Securities Act of 1933, as amended, which Registration Statement became automatically effective on April 2, 2012. The Notes were sold pursuant to Underwriting Agreements dated December 6, 2012 among the Issuers, the Company, and the underwriters named therein.

The 2018 Notes were issued under the Indenture dated as of September 19, 2006 (the Base Indenture), as amended by the Eighth Supplemental Indenture dated as of December 13, 2012 (the Eighth Supplemental Indenture), among the Issuers, the Company and U.S. Bank National Association, as trustee. The 2022 Notes

were issued under the Base Indenture, as amended by the Seventh Supplemental Indenture dated as of August 3, 2012 (the Seventh Supplemental Indenture), among the Issuers, the Company and U.S. Bank National Association, as trustee. The 2022 Notes are expected to be treated fungibly as a single class and traded together with the Issuers' existing 3.25% Senior Notes due 2022 that were issued on August 3, 2012.

Copies of the Base Indenture, the Seventh Supplemental Indenture and the Eighth Supplemental Indenture are incorporated by reference herein or filed herewith as Exhibits 4.1, 4.2 and 4.3, respectively.

Item 9.01. Financial Statements and Exhibits.

(a) *Financial Statements of Businesses Acquired.*

Not applicable.

(b) *Pro Forma Financial Information.*

Not applicable.

(c) *Shell Company Transactions.*

Not applicable.

(d) *Exhibits:*

| Exhibit Number | Description |
|---------------------------|---|
| 4.1 | Indenture dated as of September 19, 2006 by and among Ventas, Inc., Ventas Realty, Limited Partnership and Ventas Capital Corporation, as Issuer(s), the Guarantors named therein, as Guarantors, and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.9 to the Company's Registration Statement on Form S-3, File No. 333-133115). |
| 4.2 | Seventh Supplemental Indenture dated as of August 3, 2012 by and among Ventas Realty, Limited Partnership and Ventas Capital Corporation, as Issuers, Ventas, Inc., as Guarantor, and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2012). |
| 4.3 | Eighth Supplemental Indenture dated as of December 13, 2012 by and among Ventas Realty, Limited Partnership and Ventas Capital Corporation, as Issuers, Ventas, Inc., as Guarantor, and U.S. Bank National Association, as Trustee. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

VENTAS, INC.

Date: December 13, 2012

By:

/s/ Kristen M. Benson
Kristen M. Benson
Vice President, Associate General
Counsel and Corporate Secretary

EXHIBIT INDEX

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