

VENTAS INC  
Form 8-K  
March 08, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**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): **March 7, 2013**

**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**

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**Not applicable**

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 March 7, 2013, Ventas, Inc. (the Company) entered into an ATM Equity Offering<sup>SM</sup> Sales Agreement (the Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., Citigroup Global Markets Inc., Goldman, Sachs & Co., J.P. Morgan Securities LLC, and RBC Capital Markets, LLC (collectively, the Sales Agents), pursuant to which the Company may offer and sell through the Sales Agents, from time to time, shares of the Company's common stock, par value \$0.25 per share (Common Stock), having an aggregate gross sales price of up to \$750,000,000 (the Shares). Sales, if any, of Shares will be made primarily in at-the-market offerings, as defined in Rule 415 under the Securities Act of 1933, as amended (the Securities Act), including sales made directly on the New York Stock Exchange, the existing trading market for the Common Stock, or sales made to or through a market maker or through an electronic communications network. Sales may also be made in privately negotiated transactions.

The Company intends to use the net proceeds from the offering for general corporate purposes, including to fund future acquisitions and investments and to repay indebtedness outstanding under its unsecured revolving credit facility.

The Shares will be offered and sold pursuant to the Company's Registration Statement on Form S-3 (File No. 333-180521) (the Registration Statement) previously filed by the Company under the Securities Act, which Registration Statement became effective automatically upon filing with the Securities and Exchange Commission on April 2, 2012.

A copy of the Agreement is filed herewith as Exhibit 1.1 and is incorporated by reference herein. The foregoing description of the material terms of the Agreement and the transactions contemplated thereby does not purport to be complete and is qualified in its entirety by reference to such exhibit.

**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.

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(d) *Exhibits:*

<b>Exhibit Number</b>	<b>Description</b>
1.1	ATM Equity OfferingSM Sales Agreement, dated March 7, 2013 among the Company, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., Citigroup Global Markets Inc., Goldman, Sachs & Co., J.P. Morgan Securities LLC, and RBC Capital Markets, LLC.
5.1	Opinion of Willkie Farr & Gallagher LLP.
23.1	Consent of Willkie Farr & Gallagher LLP (included in their opinion filed as Exhibit 5.1).

**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: March 8, 2013

By:

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

**EXHIBIT INDEX**

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