

HEALTH CARE REIT INC /DE/
Form 8-K
December 11, 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 6, 2012

Health Care REIT, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-8923
(Commission

File Number)

34-1096634
(IRS Employer

Identification No.)

Edgar Filing: HEALTH CARE REIT INC /DE/ - Form 8-K

4500 Dorr Street, Toledo, Ohio
(Address of principal executive offices)

Registrant's telephone number, including area code (419) 247-2800

43615
(Zip Code)

(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 (see General Instruction A.2. below):

- .. 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))

Item 8.01 Other Events.

On December 6, 2012, Health Care REIT, Inc. (the Company) sold (i) \$450,000,000 aggregate principal amount of the Company's 2.250% senior unsecured notes due 2018 (the 2018 Notes), (ii) \$500,000,000 aggregate principal amount of the Company's 3.750% senior unsecured notes due 2023 (the 2023 Notes) and (iii) \$250,000,000 aggregate principal amount of the Company's 5.125% senior unsecured notes due 2043 (the 2043 Notes and, collectively with the 2018 Notes and the 2023 Notes, the Notes) pursuant to an automatic shelf registration statement of the Company on Form S-3 (File No. 333-181185) filed with the Securities and Exchange Commission on May 4, 2012.

The Notes were issued under an Indenture between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee (the Trustee), dated as of March 15, 2010 (the Indenture), as supplemented by Supplemental Indenture No. 7 between the Company and the Trustee, dated as of December 6, 2012 (the Supplemental Indenture). The 2018 Notes bear interest at a rate of 2.250% per year, the 2023 Notes bear interest at a rate of 3.750% per year and the 2043 Notes bear interest at a rate of 5.125% per year, each payable semi-annually in arrears on March 15 and September 15 of each year, commencing September 15, 2013. The 2018 Notes mature on March 15, 2018, the 2023 Notes mature on March 15, 2023 and the 2043 Notes mature on March 15, 2043.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

4.1 Indenture, dated as of March 15, 2010, between the Company and the Trustee (filed with the Securities and Exchange Commission as Exhibit 4.1 to the Company's Form 8-K filed March 15, 2010, and incorporated herein by reference thereto).

4.2 Supplemental Indenture No. 7, dated as of December 6, 2012, between the Company and the Trustee.

SIGNATURE

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

HEALTH CARE REIT, INC.

By: /s/ GEORGE L. CHAPMAN

George L. Chapman

Its: Chairman of the Board, Chief Executive
Officer and President

Dated: December 10, 2012