

HEALTH CARE REIT INC /DE/  
Form 8-A12B  
November 20, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**HEALTH CARE REIT, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of incorporation or**  
**organization)**

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

**34-1096634**  
**(I.R.S. Employer Identification**  
**No.)**

**43615**  
**(Zip Code)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

| <b>Title of each class<br/>to be so registered</b> | <b>Name of each exchange on which<br/>each class is to be registered</b> |
|----------------------------------------------------|--------------------------------------------------------------------------|
| <b>4.800% Notes due 2028</b>                       | <b>New York Stock Exchange</b>                                           |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **333-181185**  
(if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

**None**

**(Title of Class)**

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

Health Care REIT, Inc. (the Company) has filed with the Securities and Exchange Commission (the Commission) pursuant to Rule 424(b) under the Securities Act of 1933, as amended, a prospectus supplement dated November 8, 2013 (the Prospectus Supplement) to a Prospectus dated May 4, 2012 contained in the Company's effective Registration Statement on Form S-3 (File No. 333-181185) (the Registration Statement), which Registration Statement was filed with the Commission on May 4, 2012 (the Prospectus), relating to the securities to be registered hereunder. The Company incorporates by reference the Prospectus and the Prospectus Supplement to the extent set forth below.

### **Item 1. Description of Registrant's Securities to be Registered.**

The information required by this item is incorporated by reference to the information contained in the sections captioned "Description of the Notes" and "Material U.S. Federal Income Tax Considerations" in the Prospectus Supplement and "Description of Debt Securities" in the Prospectus.

### **Item 2. Exhibits.**

The following exhibits are filed as a part of this Registration Statement:

| <b>Exhibit No.</b> | <b>Description</b>                                                                                                                                                                                                                                                                           |
|--------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1                | Indenture, dated as of March 15, 2010, between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee (filed with the 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. 9, dated as of November 20, 2013, between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee (filed with the Commission as Exhibit 4.2 to the Company's Form 8-K filed November 20, 2013, and incorporated herein by reference thereto). |
| 4.3                | Form of Global Note due 2028 (included in Exhibit 4.2 hereto).                                                                                                                                                                                                                               |

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**HEALTH CARE REIT, INC.**

Date: November 20, 2013

By: /s/ George L. Chapman

Name: George L. Chapman

Title: Chairman, Chief Executive Officer and President