

WELLTOWER INC.  
Form FWP  
October 09, 2015

**Issuer Free Writing Prospectus, dated October 9, 2015**

**Filed Pursuant to Rule 433**

**Relating to the Preliminary Prospectus Supplement**

**Dated October 9, 2015 and**

**Registration Statement No. 333-203802**

**Welltower Inc.**

**Pricing Term Sheet**

Issuer:	Welltower Inc.
Title of Securities:	4.000% Notes due 2025 (upon issuance will be fungible with outstanding \$750,000,000 of the Notes)
Principal Amount:	\$500,000,000
Maturity:	June 1, 2025
Coupon:	4.000% per year, accruing from May 26, 2015
Price to Public:	97.750%, plus accrued interest from May 26, 2015 in the amount of \$7,944,444.44
Yield to Maturity:	4.287%
Benchmark Treasury:	2.000% due August 15, 2025
Spread to Benchmark Treasury:	+ 217.6 basis points
Benchmark Treasury Price/Yield:	99.00+ / 2.111 %
Interest Payment Dates:	June 1 and December 1, commencing December 1, 2015
Optional Redemption Provision:	Make-whole call prior to March 1, 2025 at +30 basis points or at par on or after March 1, 2025
Sole Bookrunning Manager:	Merrill Lynch, Pierce, Fenner & Smith Incorporated
Trade Date:	October 9, 2015
Settlement Date:	T+5; October 19, 2015
CUSIP / ISIN:	42217K BF2 / US42217KBF21
Ratings* (Moody s/S&P/Fitch):	Baa2/BBB/BBB+

**\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC's website at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, the underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by contacting Merrill Lynch, Pierce, Fenner & Smith Incorporated, by phone (toll free): 1-800-294-1322.**