

HEALTH CARE REIT INC /DE/

Form 8-K

April 07, 2006

**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) April 6, 2006

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.)

One SeaGate, Suite 1500, Toledo, Ohio
(Address of principal executive offices)

43604
(Zip Code)

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

(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))
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Item 7.01 Regulation FD Disclosure.

On April 6, 2006, Health Care REIT, Inc. (the Company) announced the pricing of an offering of 3,000,000 shares of common stock of the Company. The press release issued by the Company in connection with the announcement is furnished herewith as Exhibit 99.1 to this Current Report.

The Company is also affirming its 2006 guidance for FFO (funds from operations) and FAD (funds available for distribution) as originally announced in the Company s Form 8-K furnished to the Securities and Exchange Commission on February 7, 2006.

Item 8.01 Other Events.

On April 6, 2006, in connection with the Company s Registration Statement on Form S-3/A (File No. 333-120917), declared effective May 24, 2005, the Company entered into an Underwriting Agreement with Deutsche Bank Securities Inc. and UBS Securities LLC, as representatives of the several underwriters, for an offering of 3,000,000 shares of common stock of the Company, plus up to an additional 450,000 shares of common stock if the over-allotment option granted therein is exercised in full.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

None.

(b) Pro Forma Financial Information.

None.

(c) Exhibits.

1.1 Underwriting Agreement

5 Opinion of Shumaker, Loop & Kendrick, LLP

8 Tax Opinion of Arnold & Porter LLP

23 Consent of Shumaker, Loop & Kendrick LLP to the use of their opinion as an exhibit to this Form 8-K is included in their opinion filed herewith as Exhibit 5

99.1 Press release dated April 6, 2006

SIGNATURE

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

HEALTH CARE REIT, INC.

By: /s/ GEORGE L. CHAPMAN

George L. Chapman

Its: Chairman of the Board and Chief Executive Officer

Dated: April 6, 2006