

HEALTH CARE REIT INC /DE/  
Form 8-K  
March 29, 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) March 29, 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.)

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**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 March 27, 2012, in connection with the Registration Statement on Form S-3 (File No. 333-159040), effective May 7, 2009, Health Care REIT, Inc. (the Company) entered into an Underwriting Agreement with Barclays Capital Inc., J.P. Morgan Securities LLC and UBS Securities LLC, as representatives of the several underwriters, for an offering of \$600,000,000 aggregate principal amount of the Company's 4.125% senior notes due 2019. The offering is expected to close on April 3, 2012.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

1.1 Underwriting Agreement, dated as of March 27, 2012, between Health Care REIT, Inc. and Barclays Capital Inc., J.P. Morgan Securities LLC and UBS Securities LLC, as representatives of the several underwriters

5 Opinion of Shumaker, Loop & Kendrick, LLP

8 Tax Opinion of Arnold & Porter LLP

23.1 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

23.2 Consent of Arnold & Porter LLP to the use of their opinion as an exhibit to this Form 8-K is included in their opinion filed herewith as Exhibit 8

**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: March 29, 2012