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HEALTH CARE REIT INC /DE/
Form 8-K
July 10, 2003

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):
July 8, 2003

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, P.O. Box 1475, Toledo, Ohio (Address of principal executive offices) | | 43603-1475 (Zip Code) |

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

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ITEM 5. OTHER EVENTS.

On July 8, 2003, the Company issued a press release to announce investments of \$132.1 million for the quarter ended March 31, 2003. The press release is posted on the Company's Web site (www.hcreit.com) under the heading Press Releases. The press release has been furnished as Exhibit 99.1 to this Current Report.

Arnold & Porter issued a tax opinion to the Company in connection with the Company's sale on July 9, 2003 of 4,000,000 shares of its 7 7/8% Series D Cumulative Redeemable Preferred Stock pursuant to the Company's Registration Statement on Form S-3 (File No. 333-73936), declared effective December 7, 2001, and the Prospectus Supplement dated June 11, 2003. The tax opinion has been furnished as Exhibit 8.1 to this Current Report.

The Company has entered into a purchase agreement for the purchase and sale of 1,583,100 shares of common stock, \$1.00 par value per share, of the Company pursuant to the Company's Registration Statement on Form S-3 (File No. 333-73936), declared effective December 7, 2001. The purchase agreement has been furnished as Exhibit 10.1 to this Current Report. In connection with this transaction, Ernst & Young LLP has consented to be named as an expert in the Prospectus Supplement dated July 9, 2003. The consent has been furnished as Exhibit 23.1 to this Current Report.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

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(c) Exhibits.

- 8.1 Tax Opinion of Arnold & Porter.
- 10.1 Purchase Agreement by and among Cohen & Steers Capital Management, Inc., its client accounts described therein and the Company, dated July 9, 2003.
- 23.1 Consent of Independent Auditors.
- 99.1 Press Release dated July 8, 2003.

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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 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: July 9, 2003

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EXHIBIT INDEX

| Exhibit No. ----- | Designation Number Under Item 601 of Regulation S-K ----- | Description ----- |
|----------------------|---|---|
| 8.1 | 8 | Tax Opinion of Arnold & Porter. |
| 10.1 | 10 | Purchase Agreement by and among Cohen & Steers Capital Management, Inc., its client accounts described therein and the Company, dated July 9, 2003. |
| 23.1 | 23 | Consent of Independent Auditors. |
| 99.1 | 99 | Press Release dated July 8, 2003. |

