

VENTAS INC
Form 8-K
February 13, 2018

**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): **February 13, 2018**

VENTAS, INC.
(Exact Name of Registrant as Specified in Its Charter)

| | | |
|---|-----------------------------|---|
| Delaware | 1-10989 | 61-1055020 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |
| 353 N. Clark Street, Suite 3300, Chicago, Illinois | 60654 | |
| (Address of Principal Executive Offices) | (Zip Code) | |

Registrant's Telephone Number, Including Area Code: **(877) 483-6827**

Not Applicable
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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events

On February 13, 2018, Ventas Realty, Limited Partnership, a Delaware limited partnership and Ventas Capital Corporation, a Delaware corporation, both of which are wholly-owned subsidiaries of Ventas, Inc., announced that they commenced a cash tender offer (the “Tender Offer”) for any and all of their outstanding \$600 million aggregate principal amount of 4.00% Senior Notes due 2019, which are fully and unconditionally guaranteed by Ventas, Inc. A copy of the press release, dated February 13, 2018, announcing the commencement of the Tender Offer is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

Exhibit

| No. | Description |
|------------|---|
| 99.1 | Press release dated February 13, 2018, announcing the commencement of the Tender Offer. |

SIGNATURES

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

VENTAS, INC.

Date: February 13, 2018 By: /s/ T. Richard Riney

T. Richard Riney

Executive Vice President, Chief Administrative

Officer, General Counsel and Ethics and

Compliance Officer

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EXHIBIT INDEX

Exhibit

| No. | Description |
|-------------|--|
| <u>99.1</u> | <u>Press release dated February 13, 2018, announcing the commencement of the Tender Offer.</u> |

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