

VENTAS INC  
Form DEFA14A  
May 09, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

VENTAS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

---

**ANNUAL MEETING OF STOCKHOLDERS**  
**To be Held on May 17, 2012**

---

**SUPPLEMENTAL INFORMATION REGARDING EXECUTIVE COMPENSATION**

---

As previously disclosed, on March 22, 2011, Debra A. Cafaro, the Chief Executive Officer of Ventas, Inc. ( Ventas, we or us ), received a special one-time equity incentive award of \$8,000,000 in shares of our restricted stock, subject to vesting over a five-year period beginning on the first anniversary of the grant date. We are providing the following supplemental information to clarify the purpose of this award.

After thorough review and analysis, the independent members of our Board of Directors approved the special equity incentive award to Ms. Cafaro to recognize her contributions to our superior long-term performance (23.4% compound annual total shareholder return for the ten years ended December 31, 2011) and to support her continued retention. The independent members of our Board gave particular attention to the connection between Ms. Cafaro's performance and her compensation and to the importance of her retention to the future of our company. This award was reflected in an amendment to Ms. Cafaro's employment agreement.

At the same time, the independent members of our Board approved other amendments to Ms. Cafaro's employment agreement, which included the elimination of two provisions (change of control modified single trigger and change of control tax gross-up payments) to make the employment agreement more favorable to our company and our stockholders. While coincident, no value was attributed by the independent members of our Board to the elimination of these two provisions, and the equity incentive award was not given in exchange, or as a quid pro quo, for the elimination of these two provisions.

---