

VENTAS INC  
Form 8-K  
April 16, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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 12, 2012**

**VENTAS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-10989**  
(Commission  
File Number)

**61-1055020**  
(IRS Employer  
Identification No.)

**353 N. Clark Street, Suite 3300, Chicago, Illinois**  
(Address of Principal Executive Offices)

**60654**  
(Zip Code)

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

**Not applicable**

Former Name or Former Address, if Changed Since Last Report

## Edgar Filing: VENTAS INC - Form 8-K

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))
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**Item 9.01. Financial Statements and Exhibits.**

(a) *Financial Statements of Businesses Acquired.*

Not applicable.

(b) *Pro Forma Financial Information.*

Not applicable.

(c) *Shell Company Transactions.*

Not applicable.

(d) *Exhibits:*

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 1.1                   | Underwriting Agreement dated April 12, 2012 among Ventas, Inc., Ventas Realty, Limited Partnership, Ventas Capital Corporation and the Underwriters named therein. |
| 5.1                   | Opinion of Willkie Farr & Gallagher LLP.   |

**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: April 16, 2012

By:

/s/ Kristen M. Benson  
Kristen M. Benson  
Vice President, Associate General Counsel and  
Corporate Secretary

**EXHIBIT INDEX**

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