

NATIONWIDE HEALTH PROPERTIES INC  
Form 425  
May 09, 2011

**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): **May 6, 2011**

**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.)

**111 S. Wacker Drive, Suite 4800, Chicago, Illinois**  
(Address of Principal Executive Offices)

**60606**  
(Zip Code)

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

**Not Applicable**

Former Name or Former Address, if Changed Since Last Report

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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 8.01. Other Events.**

As previously announced, in October 2010, Ventas, Inc. ( Ventas ) entered into a definitive agreement to acquire substantially all of the real estate assets of Atria Senior Living Group, Inc. ( Atria ) and certain of its affiliated entities (including One Lantern Senior Living Inc ( One Lantern )), by way of merger, including 118 private pay seniors housing communities located in markets such as the New York metropolitan area, New England and California. Completion of the Atria transaction is subject to certain conditions. Ventas expects the Atria transaction to occur in the first half of 2011, although there can be no assurance as to whether or when the transaction will be completed.

Also as previously announced, in February 2011, Ventas entered into a definitive agreement to acquire Nationwide Health Properties, Inc. ( NHP ) in a stock-for-stock transaction. Completion of the NHP transaction is subject to, among other things, approval by Ventas stockholders and NHP stockholders. Ventas expects the NHP transaction to occur in the third quarter of 2011, although there can be no assurance as to whether or when the transaction will be completed.

**Additional Information about the Proposed NHP Transaction and Where to Find It**

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. In connection with the proposed NHP transaction, Ventas has filed with the SEC a registration statement on Form S-4 that includes a preliminary joint proxy statement of Ventas and NHP that also constitutes a preliminary prospectus for Ventas. Ventas and NHP also plan to file other documents with the SEC with respect to the proposed transaction. The registration statement has not been declared effective by the SEC, and the definitive joint proxy statement/prospectus is not currently available.

**INVESTORS ARE URGED TO READ THE PRELIMINARY JOINT PROXY STATEMENT/PROSPECTUS (INCLUDING ALL AMENDMENTS AND SUPPLEMENTS THERETO) AND, IF AND WHEN IT BECOMES AVAILABLE, THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS (INCLUDING ALL AMENDMENTS AND SUPPLEMENTS THERETO) AND OTHER RELEVANT DOCUMENTS FILED WITH THE SEC IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED NHP TRANSACTION.**

Investors may obtain free copies of the registration statement, the joint proxy statement/prospectus and other relevant documents filed by Ventas and NHP with the SEC (if and when they become available) through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). Copies of the documents filed by Ventas with the SEC are also available free of charge on Ventas' s website at [www.ventasreit.com](http://www.ventasreit.com), and copies of the documents filed by NHP with the SEC are available free of charge on NHP' s website at [www.nhp-reit.com](http://www.nhp-reit.com).

Ventas, NHP and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from Ventas' s and NHP' s stockholders in respect of the proposed transaction. Information regarding Ventas' s directors and executive officers can be

found in Ventas's definitive proxy statement filed with the SEC on March 28, 2011. Information regarding NHP's directors and executive officers can be found in NHP's Annual Report on Form 10-K for the year ended December 31, 2010, as amended. Additional information regarding the interests of such potential participants will be included in the joint proxy statement/prospectus and other relevant documents filed with the SEC in connection with the proposed NHP transaction if and when they become available. These documents are available free of charge on the SEC's website and from Ventas or NHP, as applicable, using the sources indicated above.

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

*(a) Financial Statements of Businesses Acquired.*

The audited consolidated financial statements of Atria as of and for the years ended December 31, 2010 and 2009 were filed as Exhibit 99.1 to Ventas's Current Report on Form 8-K, filed on April 11, 2011; and the unaudited condensed consolidated financial statements of Atria as of March 31, 2011 and for the three months ended March 31, 2011 and 2010 are filed herewith as Exhibit 99.1 and incorporated in this Item 9.01(a) by reference.

The audited consolidated financial statements of One Lantern as of and for the years ended December 31, 2010 and 2009 were filed as Exhibit 99.2 to Ventas's Current Report on Form 8-K, filed on April 11, 2011; and the unaudited condensed consolidated financial statements of One Lantern as of March 31, 2011 and for the three months ended March 31, 2011 and 2010 are filed herewith as Exhibit 99.2 and incorporated in this Item 9.01(a) by reference.

The audited consolidated financial statements of NHP as of and for the years ended December 31, 2010 and 2009 were filed as Exhibit 99.3 to Ventas's Current Report on Form 8-K, filed on April 11, 2011; and the unaudited condensed consolidated financial statements of NHP as of March 31, 2011 and for the three months ended March 31, 2011 and 2010 are filed herewith as Exhibit 99.3 and incorporated in this Item 9.01(a) by reference.

*(b) Pro Forma Financial Information.*

The unaudited pro forma condensed consolidated financial statements of Ventas as of and for the three months ended March 31, 2011 and for the year ended December 31, 2010, giving effect to the Atria and NHP transactions, are filed herewith as Exhibit 99.4 and incorporated in this Item 9.01(b) by reference.

*(c) Shell Company Transactions.*

Not applicable.

(d) *Exhibits:*

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 99.1                      | Unaudited condensed consolidated financial statements of Atria as of March 31, 2011 and for the three months ended March 31, 2011 and 2010. |

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 99.2                      | Unaudited condensed consolidated financial statements of One Lantern as of March 31, 2011 and for the three months ended March 31, 2011 and 2010.                       |
| 99.3                      | Unaudited condensed consolidated financial statements of NHP as of March 31, 2011 and for the three months ended March 31, 2011 and 2010.                               |
| 99.4                      | Unaudited pro forma condensed consolidated financial statements of Ventas as of and for the three months ended March 31, 2011 and for the year ended December 31, 2010. |

**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: May 6, 2011

By:

/s/ T. Richard Riney  
T. Richard Riney  
Executive Vice President, Chief Administrative  
Officer, General Counsel and Corporate Secretary

**EXHIBIT INDEX**

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| 99.3                      | Unaudited condensed consolidated financial statements of NHP as of March 31, 2011 and for the three months ended March 31, 2011 and 2010.                               |
| 99.4                      | Unaudited pro forma condensed consolidated financial statements of Ventas as of and for the three months ended March 31, 2011 and for the year ended December 31, 2010. |