

VENTAS INC  
Form 8-K  
June 17, 2005

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 8-K

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### CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): June 14, 2005

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## VENTAS, INC.

(Exact Name of Registrant as Specified in Its Charter)

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Delaware  
(State or Other Jurisdiction)

of Incorporation)

1-10989  
(Commission File Number)

61-1055020  
(IRS Employer

Identification No.)

10350 Ormsby Park Place, Suite 300, Louisville, Kentucky  
(Address of Principal Executive Offices)

40223  
(Zip Code)

Registrant's Telephone Number, Including Area Code: (502) 357-9000

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**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 1.01. Entry into a Material Definitive Agreement.**

The disclosure contained in Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement under the caption Registration Rights Agreement and Exhibit 4.2 to this Current Report on Form 8-K are incorporated in this Item 1.01 by reference.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.**

*6<sup>5</sup>/<sub>8</sub>% Senior Notes due 2014*

On June 14, 2005, Ventas Realty, Limited Partnership ( Ventas Realty ) and Ventas Capital Corporation (together with Ventas Realty, the Issuers ), both wholly owned subsidiaries of Ventas, Inc. (the Company ), issued and sold an additional \$50.0 million aggregate principal amount of their 6<sup>5</sup>/<sub>8</sub>% Senior Notes due 2014 (the Notes ) through a private placement to qualified institutional buyers pursuant to Rule 144A and in offshore transactions pursuant to Regulation S, promulgated under the Securities Act of 1933, as amended (the Securities Act ). The Notes were issued under the Indenture dated as of October 15, 2004 (as supplemented, the Indenture ) among the Issuers, the Company and certain of its subsidiaries, as guarantors, and U.S. Bank National Association, as trustee. The Issuers previously issued \$125.0 million aggregate principal amount of Notes under the Indenture on October 15, 2004.

The Notes bear interest at a rate of 6<sup>5</sup>/<sub>8</sub>% per annum, payable semi-annually in arrears on April 15 and October 15 of each year. Interest accrues on the Notes issued on June 14, 2005 from April 15, 2005, and the next interest payment date is October 15, 2005. The Notes are unconditionally guaranteed, jointly and severally, on a senior unsecured basis by the Company and certain of its subsidiaries until certain conditions are met.

The Notes are general unsecured obligations of the Issuers, the Company and the other guarantors, ranking equal in right of payment with such entities existing and future senior unsecured indebtedness and ranking senior in right of payment to all of such entities existing and future subordinated indebtedness. The Notes will be effectively subordinated to all borrowings and other obligations under the Company's Third Amended and Restated Credit, Security and Guaranty Agreement, dated as of September 8, 2004 (as modified and amended, the Credit Agreement ), among the Company, as guarantor, Ventas Realty, as borrower, and the lenders identified therein, with respect to the assets securing those obligations. The Notes will also be structurally subordinated to the indebtedness and other obligations of the Company's subsidiaries that are not guarantors with respect to the assets of those entities.

The Issuers used the net proceeds from the sale of the Notes to repay a portion of the outstanding indebtedness under the Credit Agreement.

The terms of the Notes, summarized below, are governed by the Indenture. The Indenture contains certain covenants that limit the Issuers' ability and the ability of the Company and its Restricted Subsidiaries (as defined therein) to, among other things: incur debt; incur secured

debt; make certain dividend payments, distributions and investments; enter into certain transactions, including transactions with affiliates; restrict dividends or other payments from subsidiaries; merge, consolidate or transfer all or substantially all of their respective assets; and sell assets. Upon the occurrence of certain types of changes of control, the Indenture requires the Issuers to make an offer to repurchase the Notes at 101% of the principal amount thereof, plus any accrued and unpaid interest to the repurchase date, unless certain conditions are met.

The Issuers may redeem the Notes, in whole at any time or in part from time to time, (i) at a redemption price of 100% of the principal amount thereof plus a make-whole premium if the redemption occurs prior to October 15, 2009 and (ii) at redemption prices of 103.313%, 102.208% and 101.104% of the principal amount thereof if the redemption occurs during the respective 12-month periods beginning on October 15 of the years 2009, 2010 and 2011 and at a redemption price of 100% of the principal amount thereof on and after October 15, 2012, in each case, plus any accrued and unpaid interest to the redemption date. In addition, the Issuers may redeem up to 35% of the Notes before October 15, 2007 with net cash proceeds from certain equity offerings at a redemption price of 106.625% of the principal amount of the Notes to be so redeemed, plus any accrued and unpaid interest to the redemption date.

The Indenture contains customary events of default including, without limitation, failure to make required payments, failure to comply with certain agreements or covenants, cross-defaults to certain other indebtedness in excess of specified amounts, certain events of bankruptcy and insolvency, and failure to pay certain judgments. An event of default under the Indenture will allow either the Trustee or the holders of at least 25% in principal amount of the then outstanding Notes to accelerate, or in certain cases, will automatically cause the acceleration of the amounts due under the Notes.

U.S. Bank National Association, the trustee under the Indenture, is also the trustee under each of the indentures relating to the Issuers' 8¼% Senior Notes due 2009, 6¾% Senior Notes due 2010, 9% Senior Notes due 2012 and 7⅛% Senior Notes due 2015.

The foregoing description of the Notes and the Indenture is qualified by reference in its entirety to the Indenture, a copy of which is incorporated by reference as Exhibit 4.1 hereof and incorporated in this Item 2.03 by reference.

The Notes issued on June 14, 2005 have not been registered under the Securities Act, or applicable state securities laws, and may not be offered or sold in the United States absent registration under the Securities Act and applicable state securities laws or applicable exemptions from these registration requirements.

#### *Registration Rights Agreement*

On June 14, 2005, the Issuers, the Company, Ventas LP Realty, L.L.C. (collectively, the "Ventas Entities") and Banc of America Securities LLC, as initial purchaser, entered into a Registration Rights Agreement (the "Registration Rights Agreement") in connection with the issuance of the Notes, pursuant to which the Ventas Entities agreed to file with the Securities and Exchange Commission (the "Commission") a registration statement (the "Exchange Offer")

Registration Statement ) under the Securities Act with respect to an offer to exchange (the Exchange Offer ) the Notes issued on June 14, 2005 for new 6<sup>5</sup>/<sub>8</sub>% Senior Notes due 2014 (the Exchange Notes ), with terms substantially similar to the Notes, on or prior to the 60th day following June 14, 2005. The Ventas Entities are required to use their commercially reasonable efforts to have the Exchange Offer Registration Statement declared effective by the Commission on or prior to the 180th day following June 14, 2005 and use their best efforts to consummate the Exchange Offer within 30 business days, or longer if required by the federal securities laws, after the date on which the Exchange Offer Registration Statement is declared effective by the Commission.

If the Exchange Offer is prohibited by applicable law or Commission policy, or is otherwise not consummated within 30 business days after the 180th day following June 14, 2005, or under certain other circumstances, the Ventas Entities are required to file with the Commission a shelf registration statement ( Shelf Registration Statement ) to cover resales of the Notes by the holders of Notes who satisfy certain conditions. If so obligated, the Ventas Entities are required to use their best efforts to file the a Shelf Registration Statement with the Commission on or prior to the 45th day after such filing obligation arises and use their commercially reasonable efforts to cause such Shelf Registration Statement to be declared effective by the Commission on or prior to the 180th day after such filing obligation arises.

The Ventas Entities must pay additional interest on the Notes to certain holders of the Notes if: (i) the Exchange Offer Registration Statement is not filed with the Commission on or prior to the 60th day following June 14, 2005, (ii) the Commission does not declare the Exchange Offer Registration Statement effective on or prior to the 180th day following June 14, 2005, (iii) the Exchange Offer is not consummated on or prior to the 30th business day after the 180th day following June 14, 2005, (iv) the Shelf Registration Statement is not filed with the Commission on or prior to the 45th day after the filing obligation arises, or (v) the Shelf Registration Statement is not declared effective by the Commission on or prior to the 180th day after the filing obligation arises.

The foregoing description of the Registration Rights Agreement is qualified by reference in its entirety to the Registration Rights Agreement, a copy of which is filed herewith as Exhibit 4.2 and incorporated in this Item 2.03 by reference.

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

(a) *Financial Statements of Businesses Acquired.*

Not applicable.

(b) *Pro Forma Financial Information.*

Not applicable.

(c) *Exhibits:*

<u>Exhibit Number</u>	<u>Description</u>
4.1	Indenture, dated as of October 15, 2004, by and among Ventas Realty, Limited Partnership and Ventas Capital Corporation, as Issuers, the Guarantors named therein, as Guarantors, and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on October 15, 2004).
4.2	Registration Rights Agreement, dated as of June 14, 2005, by and among Ventas Realty, Limited Partnership and Ventas Capital Corporation, as Issuers, Ventas, Inc. and Ventas LP Realty, L.L.C., as Guarantors, and Banc of America Securities LLC, as Initial Purchaser.

**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: June 17, 2005

By: /s/ T. Richard Riney

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T. Richard Riney  
Executive Vice President, General  
Counsel and Corporate Secretary

**EXHIBIT INDEX**

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