

VENTAS INC
Form 8-K
May 11, 2016

**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): **May 10, 2016**

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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Douglas Crocker II, a member of the Board of Directors (the “Board”) of Ventas, Inc. (the “Company”), has retired from the Board effective as of immediately prior to the Annual Meeting of Stockholders of the Company in connection with the Company’s director retirement policy.

A copy of the press release issued by the Company on May 10, 2016 announcing Mr. Crocker’s retirement is filed herewith as Exhibit 99.1 and incorporated in this Item 5.02 by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders of the Company was held on May 10, 2016.

Proxies for the Annual Meeting were solicited pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended. Set forth below are the voting results for the proposals considered and voted upon at the Annual Meeting, all of which were described in the Company’s definitive Proxy Statement, filed with the Securities and Exchange Commission on March 29, 2016:

- The election of nine directors to terms expiring at the 2017 Annual Meeting of Stockholders.

| Nominee | For | Against | Abstain | Broker Non-Votes |
|----------------------|-------------|----------------|----------------|-------------------------|
| Melody C. Barnes | 272,552,921 | 5,054,974 | 313,245 | 32,075,648 |
| Debra A. Cafaro | 255,338,178 | 8,153,865 | 14,429,097 | 32,075,648 |
| Jay M. Gellert | 271,099,444 | 6,500,642 | 321,054 | 32,075,648 |
| Richard I. Gilchrist | 272,181,802 | 5,421,777 | 317,561 | 32,075,648 |
| Matthew J. Lustig | 276,611,505 | 849,012 | 460,623 | 32,075,648 |
| Douglas M. Pasquale | 266,675,868 | 10,819,253 | 426,019 | 32,075,648 |
| Robert D. Reed | 277,128,359 | 387,906 | 404,875 | 32,075,648 |
| Glenn J. Rufrano | 277,141,414 | 380,856 | 398,870 | 32,075,648 |
| James D. Shelton | 257,365,138 | 20,152,509 | 403,493 | 32,075,648 |

- The ratification of the selection of KPMG LLP as the Company’s independent registered public accounting firm for fiscal year 2016.

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 309,085,685 | 455,469 | 455,634 | — |

- The approval, on an advisory basis, of the Company’s executive compensation.

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 187,974,254 | 89,226,409 | 720,477 | 32,075,648 |

Item 8.01. Other Events.

On May 10, 2016, the Company announced that its Board of Directors declared a regular quarterly dividend of \$0.73 per share, payable in cash on June 30, 2016 to stockholders of record on June 6, 2016. The dividend is the second quarterly installment of the Company's 2015 annual dividend.

A copy of the press release issued by the Company on May 10, 2016 is incorporated in this Item 8.01 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) *Shell Company Transactions.*

Not applicable.

(d) *Exhibits:*

Exhibit

Number Description

99.1 Press release issued by the Company on May 10, 2016.

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 10, 2016 By: /s/ T. Richard Riney
T. Richard Riney
Executive Vice President, Chief
Administrative Officer, General
Counsel and Ethics and Compliance
Officer

EXHIBIT INDEX

Exhibit

Number **Description**

99.1 Press release issued by the Company on May 10, 2016.