

VENTAS INC
Form 8-K
May 16, 2018

**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 15, 2018**

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))

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The Annual Meeting of Stockholders of Ventas, Inc. (the “Company”) was held on May 15, 2018.

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 April 2, 2018:

1. The election of nine directors to terms expiring at the 2019 Annual Meeting of Stockholders.

| Nominee | For | Against | Abstain | Broker Non-Votes |
|----------------------|-------------|----------------|----------------|-------------------------|
| Melody C. Barnes | 281,376,949 | 1,363,340 | 397,006 | 40,826,048 |
| Debra A. Cafaro | 256,418,373 | 8,451,016 | 18,267,906 | 40,826,048 |
| Jay M. Gellert | 272,305,660 | 10,416,852 | 414,783 | 40,826,048 |
| Richard I. Gilchrist | 280,453,335 | 2,270,932 | 413,028 | 40,826,048 |
| Matthew J. Lustig | 281,791,993 | 924,747 | 420,555 | 40,826,048 |
| Roxanne M. Martino | 280,528,298 | 2,210,319 | 398,678 | 40,286,048 |
| Walter C. Rakowich | 281,349,008 | 1,374,043 | 414,244 | 40,826,048 |
| Robert D. Reed | 281,113,161 | 1,614,207 | 409,927 | 40,826,048 |
| James D. Shelton | 261,924,228 | 20,802,282 | 410,785 | 40,826,048 |

2. The ratification of the selection of KPMG LLP as the Company’s independent registered public accounting firm for fiscal year 2018.

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 322,282,846 | 1,067,342 | 613,155 | — |

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

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 167,573,596 | 114,704,636 | 859,063 | 40,826,048 |

Item 8.01. Other Events.

On May 16, 2018, the Company announced that its Board of Directors declared a regular quarterly dividend of \$0.79 per share, payable in cash on July 12, 2018 to stockholders of record on July 2, 2018. The dividend is the second quarterly installment of the Company’s 2018 annual dividend.

A copy of the press release issued by the Company on May 16, 2018 is filed herewith as Exhibit 99.1 and incorporated in this Item 8.01 by reference.

Item Financial Statements and Exhibits.

9.01.

(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 16, 2018.

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 16, 2018 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

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