

Lazard Senior Housing Partners LP
 Form 3
 May 16, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â PROMETHEUS SENIOR QUARTERS LLC		(Month/Day/Year)	VENTAS INC [VTR]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	
30 ROCKEFELLER PLAZA			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
NEW YORK, Â NY Â 10020			5. If Amendment, Date Original Filed(Month/Day/Year)	
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	24,958,543 <u>(3)</u>	I <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>	See Footnote <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PROMETHEUS SENIOR QUARTERS LLC 30 ROCKEFELLER PLAZA NEW YORK, NY 10020	^	^ X	^	^
Lazard Senior Housing Partners LP 30 ROCKEFELLER PLAZA NEW YORK, NY 10020	^	^ X	^	^
LSHP Coinvestment Partnership I LP 30 ROCKEFELLER PLAZA NEW YORK, NY 10020	^	^ X	^	^
LFSRI II CADIM ALTERNATIVE PARTNERSHIP L P 30 ROCKEFELLER PLAZA NEW YORK, NY 10020	^	^ X	^	^
LF STRATEGIC REALTY INVESTORS II L P 30 ROCKEFELLER PLAZA NEW YORK, NY 10020	^	^ X	^	^
LFSRI II ALTERNATIVE PARTNERSHIP L P 30 ROCKEFELLER PLAZA NEW YORK, NY 10020	^	^ X	^	^
LAZARD FRERES REAL ESTATE INVESTORS LLC 30 ROCKEFELLER PLAZA NEW YORK, NY 10020	^	^ X	^	^
Lazard Senior Housing Partners GP LLC 30 ROCKEFELLER PLAZA NEW YORK, NY 10020	^	^ X	^	^
LSHP Coinvestment I GP LLC 30 ROCKEFELLER PLAZA NEW YORK, NY 10020	^	^ X	^	^
Lazard Alternative Investments LLC 30 ROCKEFELLER PLAZA NEW YORK, NY 10020	^	^ X	^	^

Signatures

PROMETHEUS SENIOR QUARTERS LLC, By: Lazard Freres Real Estate Investors L.L.C.,
the General Partner of its Managing Members, By: /s/ Matthew J Lustig, Managing Principal

05/16/2011

**Signature of Reporting Person

Date

05/16/2011

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LAZARD SENIOR HOUSING PARTNERS LP, By: Lazard Senior Housing Partners GP LLC, its General Partner, By: /s/ Matthew J. Lustig, Managing Principal and CEO	
**Signature of Reporting Person	Date
LSHP COINVESTMENT PARTNERSHIP I LP, By: LSHP Coinvestment I GP LLC, its General Partner, By: /s/ Matthew J. Lustig, Managing Principal and CEO	05/16/2011
**Signature of Reporting Person	Date
LFSRI II-CADIM ALTERNATIVE PARTNERSHIP L.P., By: Lazard Freres Real Estate Investors L.L.C., its General Partner, By: /s/ Matthew J. Lustig, Managing Principal	05/16/2011
**Signature of Reporting Person	Date
LF STRATEGIC REALTY INVESTORS II L.P., By: Lazard Freres Real Estate Investors L.L.C., its General Partner, By: /s/ Matthew J. Lustig, Managing Principal	05/16/2011
**Signature of Reporting Person	Date
LFSRI II ALTERNATIVE PARTNERSHIP L.P, By: Lazard Freres Real Estate Investors L.L.C., its General Partner, By: /s/ Matthew J. Lustig, Managing Principal	05/16/2011
**Signature of Reporting Person	Date
LAZARD FRERES REAL ESTATE INVESTORS L.L.C., By: /s/ Matthew J. Lustig, Managing Principal	05/16/2011
**Signature of Reporting Person	Date
LAZARD SENIOR HOUSING PARTNERS GP LLC, By: /s/ Matthew J. Lustig, Managing Principal and CEO	05/16/2011
**Signature of Reporting Person	Date
LSHP COINVESTMENT I GP LLC, By: /s/ Matthew J. Lustig, Managing Principal and CEO	05/16/2011
**Signature of Reporting Person	Date
LAZARD ALTERNATIVE INVESTMENTS LLC, By: /s/ Matthew J. Lustig, Managing Director	05/16/2011
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This statement is being filed jointly by (i) Prometheus Senior Quarters LLC, a Delaware limited liability company ("Prometheus"), (ii) Lazard Senior Housing Partners LP, a Delaware limited partnership ("LSHP"), (iii) LSHP Coinvestment Partnership I LP, a Delaware limited partnership ("LSHP Coinvest"), (iv) LFSRI II-CADIM Alternative Partnership L.P., a Delaware limited partnership, (v) LF Strategic Realty Investors II L.P., a Delaware limited partnership, (vi) LFSRI II Alternative Partnership L.P., a Delaware limited partnership, (vii) Lazard Freres Real Estate Investors L.L.C., a New York limited liability company ("LFREI"), (viii) Lazard Senior Housing Partners GP LLC, a Delaware limited liability company ("LSHP GP"),

[continued from Footnote 1](ix) LSHP Coinvestment I GP LLC, a Delaware limited liability company ("LSHP Coinvest GP"), (x) Lazard Alternative Investments LLC, a Delaware limited liability company ("LAI"), (xi) Lazard Alternative Investments Holdings LLC, a Delaware limited liability company ("LAI Holdings"), and (xii) LFCM Holdings LLC, a Delaware limited liability company (collectively, the "Reporting Persons"). As a result of the 10 Reporting Person per joint filing limitation of the electronic system, this Form 3 is being filed in duplicate (10 Reporting Persons have filed on this Form 3 and 2 Reporting Persons have filed on a duplicate Form 3).

On May 12, 2011, Prometheus, LSHP and LSHP Coinvest were issued 17,928,146, 5,813,718 and 1,216,679 shares, respectively (in the aggregate, the "Merger Shares"), of common stock, par value \$0.25 ("Common Stock"), of Ventas, Inc., a Delaware corporation (the "Issuer"), in connection with the Issuer's acquisition of substantially all of the real estate assets of Atria Senior Living Group, Inc, a Delaware corporation, One Lantern Senior Living Inc, a Delaware corporation, and LSHP Coinvestment I Inc., a Delaware corporation.

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The Managing Members of Prometheus are LFSRI II-CADIM Alternative Partnership L.P., LF Strategic Realty Investors II L.P. and LFSRI II Alternative Partnership L.P. and LFREI is the general partner of each such limited partnership. LSHP GP is the general partner of LSHP. LSHP Coinvest GP is the general partner of LSHP Coinvest. LAI is the Managing Member of each of LFREI, LSHP GP and LSHP Coinvest GP. LAI is a wholly owned subsidiary of LAI Holdings, which is a wholly owned subsidiary of LFCM Holdings LLC.

- (5) On May 12, 2011, the Funds and the Issuer entered into an agreement pursuant to which the Funds, collectively, have the right to designate one individual for nomination to the board of directors of the Issuer for so long as the Funds and certain transferees collectively beneficially own Merger Shares representing 3% or more of the outstanding shares of the Common Stock.

- (6) The Merger Shares beneficially owned by Prometheus may be deemed to be beneficially owned by each of LFSRI II-CADIM Alternative Partnership L.P., LF Strategic Realty Investors II L.P. and LFSRI II Alternative Partnership L.P., as its Managing Members, and by LFREI, as their general partner. The Merger Shares beneficially owned by LSHP may be deemed to be beneficially owned by LSHP GP, as its general partner. The Merger Shares beneficially owned by LSHP Coinvest may be deemed to be beneficially owned by LSHP Coinvest GP, as its general partner. LAI (as the Managing Member of each of LFREI, LSHP GP and LSHP Coinvest GP), LAI Holdings (as the parent of LAI), and LFCM Holdings LLC (as the parent of LAI Holdings and the ultimate parent of LAI) may be deemed to beneficially own all of the Merger Shares. Each of the Reporting Persons expressly disclaims beneficial ownership of the Merger Shares, except to the extent of its pecuniary interest therein, if any.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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