

Edgar Filing: VENTAS INC - Form FWP

VENTAS INC  
Form FWP  
November 08, 2010

Issuer Free Writing Prospectus filed pursuant to Rule 433  
supplementing the Preliminary Prospectus Supplement dated  
November 8, 2010 and the Prospectus dated April 6, 2009  
Registration No. 333-158424

**VENTAS REALTY, LIMITED PARTNERSHIP**

**VENTAS CAPITAL CORPORATION**

**Fully and unconditionally guaranteed by Ventas, Inc.**

**\$400,000,000 3.125% Senior Notes due 2015**

|                                      |   |
|--------------------------------------|---|
| <b>Issuers:</b>                      | Ventas Realty, Limited Partnership and Ventas Capital Corporation         |
| <b>Guarantor:</b>                    | Ventas, Inc.  |
| <b>Aggregate Principal Amount:</b>   | \$400,000,000   |
| <b>Final Maturity Date:</b>          | November 30, 2015   |
| <b>Public Offering Price:</b>        | 99.528%, plus accrued and unpaid interest, if any, from November 16, 2010 |
| <b>Coupon:</b>                       | 3.125%  |
| <b>Yield to Maturity:</b>            | 3.227%  |
| <b>Benchmark Treasury:</b>           | 1.250% due October 31, 2015   |
| <b>Benchmark Treasury Yield:</b>     | 1.127%  |
| <b>Spread to Benchmark Treasury:</b> | T+210 bps   |
| <b>Interest Payment Dates:</b>       | May 30 and November 30, commencing May 30, 2011                           |
| <b>Optional Redemption:</b>          | Make-whole call at any time based on U.S. Treasury plus 40 basis points   |

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**Joint Book-Running Managers:** Merrill Lynch, Pierce, Fenner & Smith Incorporated  
Barclays Capital Inc.  
Citigroup Global Markets Inc.

**Book-Running Manager:** Credit Agricole Securities (USA) Inc.

**Co-Managers:** BMO Capital Markets Corp.  
Deutsche Bank Securities Inc.  
Goldman, Sachs & Co.  
KeyBanc Capital Markets Inc.  
RBC Capital Markets, LLC  
UBS Securities LLC

**CUSIP / ISIN:** 92276M AV7 / US92276MAV72

**Trade Date:** November 8, 2010

**Settlement Date:** November 16, 2010 (T+5). Under Rule 15(c)6-1 of the Exchange Act, trades in the secondary market generally are required to settle in three business days unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the notes on the date of pricing of the notes or the next two succeeding business day will be required, by virtue of the fact that the notes initially will settle in T+5, to specify an alternative settlement cycle at the time of any such trade to prevent failed settlement and should consult their own advisors.

**Form of Offering:** SEC Registered (Registration No. 333-158424)

Ventas, Inc. and the issuers have filed a registration statement (including a prospectus and a prospectus supplement) with the Securities and Exchange Commission ( SEC ) for the offering to which this communication relates. Before you invest, you should read the prospectus and the prospectus supplement in that registration statement and other documents that Ventas, Inc. and the issuers have filed with the SEC for more complete information about Ventas, Inc., the issuers and this offering. You may get these documents for free by visiting the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, Ventas, Inc., the issuers, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and the prospectus supplement if you request them by contacting Merrill Lynch, Pierce, Fenner & Smith Incorporated by telephone at 800-294-1322 or via email at [dg.Prospectus\\_Requests@baml.com](mailto:dg.Prospectus_Requests@baml.com), Barclays Capital Inc. by telephone at 888-603-5847 or via email at [barclaysprospectus@broadridge.com](mailto:barclaysprospectus@broadridge.com), or by contacting Citigroup Global Markets Inc. by telephone toll-free at 877-858-5407.

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