

VENTAS INC  
Form 8-K  
April 03, 2009

**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): March 31, 2009**

**VENTAS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction

of Incorporation)

**1-10989**  
(Commission File Number)

**61-1055020**  
(IRS Employer

Identification No.)

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111 S. Wacker Drive, Suite 4800, Chicago, Illinois  
(Address of Principal Executive Offices)

60606  
(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))

**Item 1.01. Entry Into a Material Definitive Agreement.**

On March 31, 2009, Ventas, Inc. (the Company), together with certain of its subsidiaries, as guarantors, and Ventas Realty, Limited Partnership, a wholly owned subsidiary of the Company ( Ventas Realty), and certain other subsidiaries of the Company, as borrowers, entered into a Third Amendment (the Amendment) to that certain Credit and Guaranty Agreement dated as of April 26, 2006 (as previously amended and modified, the Credit Agreement) with Bank of America, N.A., as Administrative Agent, and the lenders identified therein. The Amendment addresses, among other things, applicable interest rates, the extension of the maturity date and borrowing capacity under the Credit Agreement.

The foregoing description is qualified by reference in its entirety to the Amendment, a copy of which is filed herewith as Exhibit 10.1 and 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.**

The description of the Amendment set forth under Item 1.01. Entry into a Material Definitive Agreement above and Exhibit 10.1 to this Current Report on Form 8-K are incorporated in this Item 2.03 by reference. Such description is qualified by reference in its entirety to such exhibit.

**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**

10.1 Third Amendment dated as of March 31, 2009 to that certain Credit and Guaranty Agreement dated as of April 26, 2006 among Ventas Realty, Limited Partnership and the additional borrowers named therein, as borrowers, the guarantors named therein, Bank of America, N.A., as Administrative Agent, Issuing Bank and Swingline Lender, and the lenders identified therein.

**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: April 3, 2009

By: /s/ T. Richard Riney  
T. Richard Riney  
Executive Vice President, Chief Administrative Officer, General  
Counsel and Corporate Secretary

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
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