

VENTAS INC
Form 8-K
May 20, 2013

**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 16, 2013**

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.)

353 N. Clark Street, Suite 3300, Chicago, Illinois
(Address of Principal Executive Offices)

60654
(Zip Code)

Registrant's Telephone Number, Including Area Code: **(877) 483-6827**

Not Applicable

Former Name or Former Address, if Changed Since Last Report

Edgar Filing: VENTAS INC - Form 8-K

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 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 16, 2013.

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 5, 2013:

1. The election of eleven directors to terms expiring at the 2014 Annual Meeting of Stockholders.

| Nominee | For | Against | Abstain | Broker Non-Votes |
|----------------------|-------------|------------|------------|------------------|
| Debra A. Cafaro | 233,576,225 | 6,156,516 | 11,118,327 | 13,852,832 |
| Douglas Crocker II | 248,700,069 | 1,981,486 | 169,513 | 13,852,832 |
| Ronald G. Geary | 248,801,965 | 1,877,751 | 171,352 | 13,852,832 |
| Jay M. Gellert | 246,511,535 | 4,169,991 | 169,542 | 13,852,832 |
| Richard I. Gilchrist | 247,897,723 | 2,784,172 | 169,173 | 13,852,832 |
| Matthew J. Lustig | 249,061,423 | 1,619,539 | 170,106 | 13,852,832 |
| Douglas M. Pasquale | 233,803,020 | 16,878,097 | 169,951 | 13,852,832 |
| Robert D. Reed | 250,547,326 | 134,829 | 168,913 | 13,852,832 |
| Sheli Z. Rosenberg | 235,424,713 | 15,263,382 | 162,973 | 13,852,832 |
| Glenn J. Rufrano | 250,545,318 | 135,900 | 169,850 | 13,852,832 |
| James D. Shelton | 247,953,732 | 2,728,242 | 169,094 | 13,852,832 |

2. The ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2013.

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 263,368,147 | 1,152,784 | 182,969 | |

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

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|---------|------------------|
| 230,942,916 | 19,320,676 | 587,476 | 13,852,832 |

4. A stockholder proposal regarding an equity retention policy.

Edgar Filing: VENTAS INC - Form 8-K

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 77,673,467 | 172,441,475 | 736,126 | 13,852,832 |

5. A stockholder proposal regarding an independent chairman.

| For | Against | Abstain | Broker Non-Votes |
|------------|-------------|---------|------------------|
| 41,602,467 | 208,854,364 | 394,237 | 13,852,832 |

6. A stockholder proposal regarding acceleration of equity award vesting.

| For | Against | Abstain | Broker Non-Votes |
|------------|-------------|---------|------------------|
| 90,831,807 | 159,429,699 | 589,562 | 13,852,832 |

As previously disclosed, a stockholder proposal regarding tax gross-up payments (Proposal 7) was withdrawn by the proponent prior to the Annual Meeting. Accordingly, no votes were tabulated with respect to this proposal at the Annual Meeting.

Item 8.01. Other Events.

On May 17, 2013, the Company announced that its Board of Directors declared a regular quarterly dividend of \$0.67 per share, payable in cash on June 28, 2013 to stockholders of record on June 5, 2013. The dividend is the second quarterly installment of the Company's 2013 annual dividend.

A copy of the press release issued by the Company on May 17, 2013 is filed herewith as Exhibit 99.1 and 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 17, 2013. |

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 20, 2013

By:

/s/ Kristen M. Benson
Kristen M. Benson
Vice President, Associate General
Counsel and Corporate Secretary

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|--|
| 99.1 | Press release issued by the Company on May 17, 2013. |