

VENTAS INC
Form 8-K
February 14, 2017

**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): **February 14, 2017**

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

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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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other events.

In connection with the registration statement on Form S-3 filed by Ventas, Inc. (the Company) on March 6, 2015 (File No. 333-202586), opinions with respect to the validity of certain of the offered securities and the tax status of the Company will be issued by Latham & Watkins LLP, Chicago, Illinois and Latham & Watkins LLP, Los Angeles, California. The opinions filed herewith as Exhibits 5.1 and 8.1 shall supersede the opinions filed as Exhibit 5.1 to the Current Report on Form 8-K filed by the Company on March 9, 2015 and Exhibit 8.1 to the registration statement on Form S-3 filed by the Company on March 6, 2015, respectively. Latham & Watkins LLP disclaims status as an expert except to the extent indicated in such opinions.

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 |
|-----------------------|--|
| 5.1 | Opinion of Latham & Watkins LLP. |
| 8.1 | Opinion of Latham & Watkins LLP as to certain tax matters. |
| 23.1 | Consent of Latham & Watkins LLP (included in their opinion filed as Exhibit 5.1) |
| 23.2 | Consent of Latham & Watkins LLP (included in their opinion filed as Exhibit 8.1) |

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: February 14, 2017

By:

/s/ T. Richard Riney
T. Richard Riney
Executive Vice President, Chief Administrative
Officer, General Counsel and Ethics and Compliance
Officer

EXHIBIT INDEX

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