VENTAS INC Form 8-K August 14, 2008

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): August 11, 2008

VENTAS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction 1-10989 (Commission File Number) 61-1055020 (IRS Employer

of Incorporation)

Identification No.)

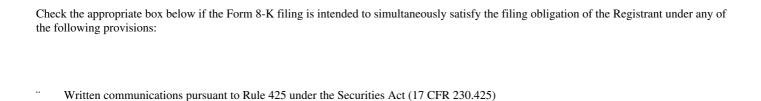
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111 South Wacker Drive, Suite 4800, Chicago, Illinois
(Address of Principal Executive Offices)

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

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)



- " 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 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
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1.1	Underwriting Agreement dated August 11, 2008 among Ventas, Inc., Ventas Realty, Limited Partnership and Merrill
	Lynch, Pierce, Fenner & Smith Incorporated.
5.1	Opinion of Willkie Farr & Gallagher LLP.

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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: August 13, 2008 By: /s/ T. Richard Riney

T. Richard Riney

Executive Vice President, Chief Administrative Officer,

General Counsel and Corporate Secretary

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EXHIBIT INDEX

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