

VENTAS INC  
Form 10-Q/A  
November 14, 2008  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A**

(Amendment No. 1)

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2008**  
OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_**  
Commission file number: 1-10989

**Ventas, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**61-1055020**  
(I.R.S. Employer  
Identification No.)

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

**60606**

(Zip Code)

**(877) 483-6827**

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

**Class of Common Stock:**  
Common Stock, \$0.25 par value

**Outstanding at October 31, 2008:**  
143,293,231

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**EXPLANATORY NOTE**

This Amendment No. 1 to Ventas, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2008, as filed with the Securities and Exchange Commission (SEC) on November 5, 2008 (the Original Filing), is being filed solely to incorporate by reference into the Original Filing ElderTrust Operating Limited Partnership's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008, filed with the SEC on November 14, 2008. Ventas, Inc. (Ventas) owns substantially all of the partnership interests in ElderTrust Operating Limited Partnership (ETOP), and ETOP's financial results are reflected in Ventas's consolidated financial results, included in the Original Filing.

Except as described above, this Amendment No. 1 does not reflect events or transactions occurring after the date of the Original Filing or modify or update those disclosures that may have been affected by events or transactions occurring subsequent to such filing date, and all information included in the Original Filing remains unchanged. Currently-dated certifications from Ventas's Chief Executive Officer and Chief Financial Officer have been included as exhibits to this Amendment No. 1.

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<b>Certain Information Regarding ElderTrust Operating Limited Partnership</b>	

On November 14, 2008, ElderTrust Operating Limited Partnership ( ETOP ) filed its Quarterly Report on Form 10-Q for the quarter ended September 30, 2008, which Quarterly Report is incorporated by reference in this Quarterly Report on Form 10-Q.

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**PART II OTHER INFORMATION**

**ITEM 6. EXHIBITS**

<b>Exhibit Number</b>	<b>Description of Document</b>	<b>Location of Document</b>
31.1	Certification of Debra A. Cafaro, Chairman, President and Chief Executive Officer, pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.	Filed herewith.
31.2	Certification of Richard A. Schweinhart, Executive Vice President and Chief Financial Officer, pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.	Filed herewith.
32.1	Certification of Debra A. Cafaro, Chairman, President and Chief Executive Officer, pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934, as amended, and 18 U.S.C. 1350.	Filed herewith.
32.2	Certification of Richard A. Schweinhart, Executive Vice President and Chief Financial Officer, pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934, as amended, and 18 U.S.C. 1350.	Filed herewith.

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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.

Date: November 14, 2008

VENTAS, INC.

By: */s/ Debra A. Cafaro*  
**Debra A. Cafaro**  
**Chairman, President and**  
**Chief Executive Officer**

By: */s/ Richard A. Schweinhart*  
**Richard A. Schweinhart**  
**Executive Vice President and**  
**Chief Financial Officer**

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