

VENTAS INC
Form 8-K
May 04, 2010

**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): April 30, 2010

VENTAS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

1-10989

61-1055020

(State or Other Jurisdiction
of Incorporation)

(Commission File Number)

(IRS Employer Identification No.)

111 S. Wacker Drive, Suite 4800, Chicago, Illinois

60606

(Address of Principal Executive Offices)

(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))
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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 April 30, 2010. 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 March 19, 2010:

- The election of eight directors to terms expiring at the 2011 Annual Meeting of Stockholders.

| Nominee | For | Withheld | Broker Non-Votes |
|--------------------|-------------|-----------------|-------------------------|
| Debra A. Cafaro | 119,369,534 | 5,992,179 | 13,026,467 |
| Douglas Crocker II | 124,583,897 | 777,816 | 13,026,467 |
| Ronald G. Geary | 124,297,225 | 1,064,488 | 13,026,467 |
| Jay M. Gellert | 125,212,783 | 148,930 | 13,026,467 |
| Robert D. Reed | 125,218,283 | 143,430 | 13,026,467 |
| Sheli Z. Rosenberg | 123,264,420 | 2,097,293 | 13,026,467 |
| James D. Shelton | 125,202,689 | 159,024 | 13,026,467 |
| Thomas C. Theobald | 123,975,879 | 1,385,834 | 13,026,467 |

- The ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2010.

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 137,628,487 | 721,176 | 38,518 | |

- A stockholder proposal regarding the adoption of a majority vote standard for the election of directors.

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 92,864,155 | 32,404,912 | 92,646 | 13,026,467 |

Item 8.01. Other Events.

On May 3, 2010, Ventas, Inc. (the Company) announced that its Board of Directors declared a regular quarterly dividend of \$0.535 per share, payable in cash on June 30, 2010 to stockholders of record on June 11, 2010. The dividend is the second quarterly installment of the Company's 2010 annual dividend.

A copy of the press release issued by the Company on May 3, 2010 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 3, 2010.

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 4, 2010

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

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|---|
| 99.1 | Press release issued by the Company on May 3, 2010. |