VENTAS INC Form 8-K April 13, 2009

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 7, 2009

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

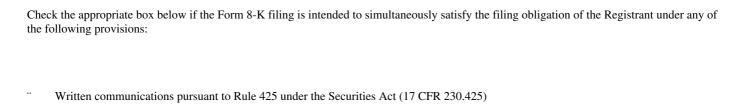
of Incorporation)

Identification No.)

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



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.

 $(a) {\it Financial Statements of Businesses Acquired}.$

Not applicable.

(b) Pro Forma Financial Information.

Not applicable.

(c) Shell Company Transactions.

Not applicable.

(d) Exhibits:

Exhibit Number 1.1	Description Underwriting Agreement dated April 7, 2009 among Ventas, Inc., Ventas Realty, Limited Partnership and the Underwriters named therein (relating to common stock).
1.2	Underwriting Agreement dated April 7, 2009 among Ventas, Inc., Ventas Realty, Limited Partnership, Ventas LP Realty, LLC, Ventas Capital Corporation and the Underwriters named therein (relating to senior notes).
5.1	Opinion of Willkie Farr & Gallagher LLP (relating to common stock).
5.2	Opinion of Willkie Farr & Gallagher LLP (relating to senior notes).

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: April 13, 2009 By: /s/ T. Richard Riney

T. Richard Riney

Executive Vice President, Chief Administrative Officer, General

Counsel and Corporate Secretary

EXHIBIT INDEX

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