

VENTAS INC
Form 8-K
March 30, 2007

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): March 27, 2007

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.)

10350 Ormsby Park Place, Suite 300, Louisville, Kentucky
(Address of Principal Executive Offices)

40223
(Zip Code)

Registrant's Telephone Number, Including Area Code: (502) 357-9000

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:

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- .. 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 1.01. Entry Into a Material Definitive Agreement.

On March 27, 2007, Ventas, Inc. (the Company) agreed with Sunrise Senior Living Real Estate Investment Trust, a trust existing under the laws of Ontario, Canada (Sunrise REIT), that the special meeting of Sunrise REIT's unitholders to approve the transactions contemplated by that certain Purchase Agreement, dated January 14, 2007 (the Purchase Agreement), between the Company and its wholly owned subsidiaries, Ventas SSL Ontario I, Inc. (formerly 2124678 Ontario Inc.) and Ventas SSL Ontario II, Inc. (formerly 2124680 Ontario Inc.), Sunrise REIT, Sunrise REIT Trust and Sunrise REIT GP Inc., in its capacity as general partner of Sunrise Canadian UPREIT, LP, will take place at 2:00 p.m. (Toronto time) on Wednesday, April 11, 2007, and that, if Sunrise REIT's unitholders approve the transactions, the closing is expected to occur on or about Friday, April 13, 2007 (the Closing Date). The Company has also agreed to permit Sunrise REIT to declare and pay, in addition to the normal monthly distribution for March 2007, a pro rata amount of Sunrise REIT's regular monthly distribution of Cdn \$0.0729 per unit for the period from April 1, 2007 up to but excluding the Closing Date.

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: March 30, 2007

By: /s/ T. Richard Riney
T. Richard Riney
Executive Vice President, Chief Administrative Officer,

General Counsel and Corporate Secretary

p" colspan="2" style="border: solid black; border-top-width: 1; border-left-width: 0; border-right-width: 1; border-bottom-width: 1">4. Transaction Code

(Instr. 8)5. Number of Derivative Securities Acquired (A) or Disposed of (D)

(Instr. 3, 4, and 5)6. Date Exercisable and Expiration Date

(Month/Day/Year)7. Title and Amount of Underlying Securities

(Instr. 3 and 4)8. Price of Derivative Security

(Instr. 5)9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)11. Nature of Indirect Beneficial Ownership

(Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CALDWELL DONALD R C/O RUBICON TECHNOLOGY INC. 900 EAST GREEN ST., UNIT A BENSENVILLE, IL 60106	X	X		

Signatures

/s/ Scott Glickson,
attorney-in-fact

01/03/2014

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Consists of restricted stock pursuant to grants that vest according to the following schedule: 995 shares vest on March 31, 2014, 995 shares vest on June 30, 2014, 996 shares vest on September 30, 2014 and 996 shares vest on December 31, 2014.

(2) Includes 3,982 shares of restricted stock pursuant to grants that vest as indicated in footnote 1.

Under the terms of the applicable partnership agreements of the Funds (as defined below), the Reporting Person is deemed to hold the newly acquired shares plus an additional 15,781 shares (for a total of 19,763 shares), for the benefit of the Funds, which are entitled to receive the net economic benefit of the shares as a credit against the management fees owed by the Funds to Cross Atlantic Capital Partners, Inc. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.

(4)

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Consists of shares held by Cross Atlantic Technology Fund, II, L.P. and/or The Co-Investment 2000 Fund, L.P. (the "Funds"). The Reporting Person is the owner and director of Cross Atlantic Capital Partners, Inc., which is the investment manager for each of the Funds. The Reporting Person is a director, shareholder and officer of Cross Atlantic Capital Partners II, Inc., which is the general partner of XATF Management II, L.P., which is the general partner of Cross Atlantic Technology Fund II, L.P. The Reporting Person is a shareholder, director and officer of Co-Invest Capital Partners, Inc., which is the general partner of Co-Invest Management, L.P., which is the general partner of The Co-Investment 2000 Fund, L.P. The Reporting Person disclaims beneficial ownership of the shares held by the Funds except to the extent of his pecuniary interest therein.

- (5) Cross Atlantic Technology Fund II, L.P. holds 2,230,198 shares of common stock and The Co-Investment 2000 Fund, L.P. holds 2,487,653 shares of common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.