

VENTAS INC  
Form 8-K  
May 14, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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): May 14, 2007

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**VENTAS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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

**1-10989**  
(Commission  
  
File Number)

**61-1055020**  
(IRS Employer  
  
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:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- “ 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 8.01. Other Events.**

Ventas, Inc. (the Company) has submitted for stockholder approval at its 2007 Annual Meeting of Stockholders a proposal to amend its Certificate of Incorporation to include certain provisions limiting the constructive ownership of the Company's capital stock in order to provide further assurances for its continued compliance as a qualified real estate investment trust under U.S. federal income tax law. Assuming stockholders approve the proposal and in keeping with its best corporate governance practices, the Company intends to submit for future stockholder approval, at the earliest practicable time, a proposal to delete Section (4) of the proposed amendment relating to Board waivers.

**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 14, 2007

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