

VENTAS INC
Form S-4
April 11, 2011

Table of Contents

As filed with the Securities and Exchange Commission on April 11, 2011

Registration No. 333-[]

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form S-4

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

VENTAS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

6798
(Primary Standard Industrial
Classification Code Number)
111 S. Wacker Drive, Suite 4800
Chicago, Illinois 60606
(877) 483-6827

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

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

T. Richard Riney, Esq.
General Counsel
Ventas, Inc.
10350 Ormsby Park Place, Suite 300
Louisville, Kentucky 40223
(502) 357-9000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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51 West 52nd Street
New York, New York 10019
(212) 403-1000

Copies to:
Douglas M. Pasquale
President, Chief Executive Officer and
Chairman of the Board
Nationwide Health Properties, Inc.
610 Newport Center Drive, Suite 1150
Newport Beach, California 92660
(949) 718-4400

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Skadden, Arps, Slate,
Meagher & Flom LLP
300 South Grand Avenue, Suite 3400
Los Angeles, California 90071
(213) 687-5000

Approximate date of commencement of the proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and upon completion of the merger described in the enclosed document.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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. (Check one):

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Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller
reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee(4)
Common Stock, par value \$0.25 per share	103,107,047	N/A	\$5,501,401,914	\$638,713

(1) This number is based on (a)(i) 126,639,074 shares of common stock, par value \$0.10 per share, of Nationwide Health Properties, Inc. ("NHP") outstanding as of April 8, 2011, (ii) 1,766,673 shares of NHP common stock reserved for issuance under various NHP plans as of such date, and (iii) 2,673,641 shares of NHP common stock reserved for issuance upon redemption of Class A Partnership Units of NHP/PMB L.P. multiplied by (b) the exchange ratio of 0.7866 shares of common stock, par value \$0.25 per share, of the Registrant for each share of NHP common stock.

(2) Not included pursuant to Rule 457(o).

(3) The registration fee has been computed pursuant to Rule 457(c) and Rule 457(f)(1) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee based on the average of the high and low prices for shares of NHP common stock as reported on the New York Stock Exchange on April 7, 2011 (\$41.97 per share) multiplied by the maximum number of such shares (131,079,388) that may be exchanged for the securities being registered.

(4) The registration fee for the securities registered hereby has been calculated pursuant to Section 6(b) of the Securities Act of 1933.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such dates as the Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This document shall not constitute an offer to sell or the solicitation of any offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

PRELIMINARY SUBJECT TO COMPLETION DATED APRIL 11, 2011

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

The board of directors of Ventas, Inc., which we refer to as Ventas, and the board of directors of Nationwide Health Properties, Inc., which we refer to as NHP, have approved a merger agreement, dated as of February 27, 2011, which provides for the merger of NHP into a subsidiary of Ventas. As a result of the merger, Ventas will acquire NHP and its subsidiaries.

If the merger is completed, NHP stockholders will have the right to receive 0.7866 shares of Ventas common stock for each share of NHP common stock they own at closing, with cash paid in lieu of fractional shares. This exchange ratio is fixed and will not be adjusted to reflect stock price changes prior to closing of the merger. Ventas common stock and NHP common stock are both listed and traded on the New York Stock Exchange, under the ticker symbols "VTR" and "NHP," respectively. Based on the closing price of Ventas common stock on the New York Stock Exchange, or the NYSE, on February 25, 2011, the last trading day before public announcement of the merger, the exchange ratio of 0.7866 represented approximately \$44.99 in Ventas common stock for each share of NHP common stock. Based on the Ventas closing price on [], 2011, the 0.7866 exchange ratio represented approximately \$[] in Ventas common stock for each share of NHP common stock. Ventas stockholders will continue to own their existing Ventas shares. **The value of the merger consideration will fluctuate with changes in the market price of Ventas common stock. We urge you to obtain current market quotations of Ventas common stock and NHP common stock.**

Based on the number of shares of NHP common stock outstanding on the record date for the stockholder meetings, Ventas expects to issue approximately [] shares of Ventas common stock to NHP stockholders in the merger, and expects to reserve approximately [] additional shares of Ventas common stock for issuance in connection with equity awards and other arrangements that Ventas will assume in connection with the merger. Upon completion of the merger, we estimate that current Ventas stockholders will own approximately 65% of the combined company and former NHP stockholders will own approximately 35% of the combined company.

At the special meeting of Ventas stockholders, Ventas stockholders will be asked to vote to approve the issuance of shares of Ventas common stock to NHP stockholders in connection with the merger and an amendment to the Ventas charter to increase the number of authorized shares of Ventas common stock, which approvals are necessary to effect the merger. At the special meeting of NHP stockholders, NHP stockholders will be asked to vote to adopt the merger agreement and approve the merger and the other transactions contemplated by the merger agreement.

We cannot complete the merger unless the stockholders of both of our companies approve the respective proposals related to the merger. **Your vote is very important, regardless of the number of shares you own. Whether or not you expect to attend the Ventas or NHP special meeting, as applicable, in person, please vote your shares as promptly as possible by (1) accessing the Internet website specified on your proxy card, (2) calling the toll-free number specified on your proxy card, or (3) signing and returning all proxy cards that you receive in the postage-paid envelope provided, so that your shares may be represented and voted at the Ventas or NHP special meeting, as applicable.** If you are an NHP stockholder, please note that a failure to vote your shares is the equivalent of a vote against the merger. If you are a Ventas stockholder, please note that a failure to vote your shares is equivalent to a vote against the issuance of shares of Ventas common stock to NHP stockholders in connection with the merger and the Ventas charter amendment to increase the number of authorized shares of Ventas common stock.

The Ventas board of directors unanimously recommends that the Ventas stockholders vote "FOR" the issuance of shares of Ventas common stock to NHP stockholders in connection with the merger and "FOR" the Ventas charter amendment to increase the number of authorized shares of Ventas common stock. The NHP board of directors unanimously recommends that the NHP

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stockholders vote "FOR" the adoption of the merger agreement and approval of the merger and the other transactions contemplated by the merger agreement.

The obligations of Ventas and NHP to complete the merger are subject to the satisfaction or waiver of several conditions set forth in the merger agreement. More information about Ventas, NHP and the merger is contained in this joint proxy statement/prospectus. **Ventas and NHP encourage you to read this entire joint proxy statement/prospectus carefully, including the section entitled "Risk Factors" beginning on page 16.**

We look forward to the successful combination of Ventas and NHP.

Sincerely,

Sincerely,

Debra A. Cafaro
Chairman and Chief Executive Officer
Ventas, Inc.

Douglas M. Pasquale
*Chairman of the Board, President and Chief
Executive Officer*
Nationwide Health Properties, Inc.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under this joint proxy statement/prospectus or determined that this joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated [], 2011 and is first being mailed to the stockholders of Ventas and stockholders of NHP on or about [], 2011.

Table of Contents

Ventas, Inc.

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS To Be Held On [], 2011

Dear Stockholders of Ventas, Inc.:

We are pleased to invite you to attend the special meeting of stockholders of Ventas, Inc., a Delaware corporation, which will be held at [], on [], 2011, at [], local time, to consider and vote upon the following matters:

a proposal to approve the issuance of Ventas common stock, par value \$0.25 per share, to NHP stockholders in connection with the merger contemplated by the Agreement and Plan of Merger, dated as of February 27, 2011, by and among Ventas, Inc., its wholly owned subsidiary, Needles Acquisition LLC, and NHP, as such agreement may be amended from time to time, a copy of which is attached as Annex A to the joint proxy statement/prospectus accompanying this notice;

a proposal to amend Ventas's Amended and Restated Certificate of Incorporation, as previously amended, to increase the number of authorized shares of Ventas capital stock from 310,000,000 to 610,000,000, and the number of authorized shares of Ventas common stock from 300,000,000 to 600,000,000;

a proposal to approve any adjournments of the Ventas special meeting, if necessary, to solicit additional proxies if there are not sufficient votes for the proposals to issue Ventas common stock in connection with the merger and the charter amendment to increase the number of authorized shares of Ventas common stock; and

any other matters that may properly be brought before the special meeting and at any adjournments or postponements thereof.

Please refer to the attached joint proxy statement/prospectus for further information with respect to the business to be transacted at the Ventas special meeting.

Holders of record of shares of Ventas common stock at the close of business on [], 2011 are entitled to notice of, and may vote at, the special meeting and any adjournments of the special meeting.

The proposals to approve the issuance of Ventas common stock to NHP stockholders and the Ventas charter amendment each require the affirmative vote of the holders of a majority of the outstanding shares of Ventas common stock. The merger cannot be completed without the approval by Ventas stockholders of both of these proposals. A proposal to adjourn the Ventas special meeting would require the affirmative vote of holders of a majority of the shares of Ventas common stock represented, in person or by proxy, at the Ventas special meeting and entitled to vote on the proposal.

Your vote is important. Whether or not you expect to attend the Ventas special meeting in person, we urge you to vote your shares as promptly as possible by (1) accessing the Internet website specified on your proxy card, (2) calling the toll-free number specified on your proxy card, or (3) signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the Ventas special meeting. If your shares are held in the name of a bank, broker or other fiduciary, please follow the instructions on the voting instruction card furnished by the record holder of your shares.

By Order of the Board of Directors,

Debra A. Cafaro
Chairman and Chief Executive Officer

Chicago, Illinois
[], 2011

Table of Contents

Nationwide Health Properties, Inc.

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Held On [], 2011

Dear Stockholders of Nationwide Health Properties, Inc.:

We are pleased to invite you to attend a special meeting of stockholders of Nationwide Health Properties, Inc., a Maryland corporation, which will be held at [], on [], 2011, at [] local time, to consider and vote upon a proposal to adopt the Agreement and Plan of Merger, dated as of February 27, 2011, by and among Ventas, its wholly owned subsidiary, Needles Acquisition LLC, and NHP, as such agreement may be amended from time to time, a copy of which is attached as Annex A to the joint proxy statement/prospectus accompanying this notice, and approve the merger of NHP with and into Needles Acquisition LLC and the other transactions contemplated by the Agreement and Plan of Merger.

Please refer to the attached joint proxy statement/prospectus for further information with respect to the proposal to adopt the Agreement and Plan of Merger and approve the merger of NHP with and into Needles Acquisition LLC and the other transactions contemplated by the Agreement and Plan of Merger.

Holders of record of shares of NHP common stock at the close of business on [], 2011 are entitled to vote at the special meeting.

The proposal to adopt the Agreement and Plan of Merger and approve the merger and the other transactions contemplated by the Agreement and Plan of Merger requires the affirmative vote of record holders of two-thirds of the outstanding shares of NHP common stock.

Your vote is important. Whether or not you expect to attend the NHP special meeting in person, we urge you to vote your shares as promptly as possible by (1) accessing the Internet website specified on your proxy card, (2) calling the toll-free number specified on your proxy card, or (3) signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the NHP special meeting. If your shares are held in the name of a bank, broker or other fiduciary, please follow the instructions on the voting instruction card furnished by the record holder.

By order of the Board of Directors,

Douglas M. Pasquale
Chairman of the Board, President and Chief Executive Officer

Newport Beach, California
[], 2011

Table of Contents

ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates important business and financial information about Ventas and NHP from other documents that are not included in or delivered with this joint proxy statement/prospectus. This information is available to you without charge upon your request. You can obtain the documents incorporated by reference into this joint proxy statement/prospectus by requesting them from Ventas's or NHP's proxy solicitor in writing or by telephone at the following addresses and telephone numbers:

if you are a Ventas stockholder:

Innisfree M&A Incorporated

501 Madison Avenue
New York, New York 10022

Stockholders call toll-free:

(877) 750-9501

Banks and brokers call collect:

(212) 750-5833

if you are an NHP stockholder:

MacKenzie Partners, Inc.

105 Madison Avenue
17th Floor

New York, New York 10016

(212) 929-5500 (call collect)

proxy@mackenziepartners.com

or

CALL TOLL-FREE (800) 322-2885

Investors may also consult Ventas's or NHP's website for more information concerning the merger described in this joint proxy statement/prospectus. Ventas's website is www.ventasreit.com. NHP's website is www.nhp-reit.com. Additional information is available at www.sec.gov. Information included on these websites is not incorporated by reference into this joint proxy statement/prospectus.

If you would like to request copies of any documents, please do so by [], 2011 in order to receive them before the special meetings.

For more information, see "Where You Can Find More Information" beginning on page 131.

ABOUT THIS DOCUMENT

This joint proxy statement/prospectus, which forms part of a registration statement on Form S-4 filed with the Securities and Exchange Commission, which we refer to as the SEC, by Ventas (File No. 333-[]), constitutes a prospectus of Ventas under Section 5 of the Securities Act of 1933, as amended (which we refer to as the Securities Act), with respect to the shares of Ventas common stock to be issued to NHP stockholders as required by the Agreement and Plan of Merger, dated as of February 27, 2011, by and among Ventas, Needles Acquisition LLC, a wholly owned subsidiary of Ventas, and NHP, as such agreement may be amended from time to time and which we refer to as the merger agreement. A copy of the merger agreement is attached as Annex A to this joint proxy statement/prospectus. This document also constitutes a joint proxy statement under Section 14(a) of the Securities Exchange Act of 1934, as amended (which we refer to as the Exchange Act). It also constitutes a notice of meeting with respect to the special meeting of Ventas stockholders and a notice of meeting with respect to the special meeting of NHP stockholders, at which Ventas stockholders and NHP stockholders will be asked to vote upon certain proposals to approve the merger of NHP with and into Needles Acquisition LLC and certain related matters.

You should rely only on the information contained or incorporated by reference into this joint proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this joint proxy statement/prospectus. This joint proxy statement/prospectus is dated [], 2011. You should not assume that the information contained in, or incorporated by reference into, this joint proxy statement/prospectus is accurate as of any date other than the date on the front cover of those documents. Neither our mailing of this joint proxy statement/prospectus to Ventas stockholders or NHP stockholders nor the issuance by Ventas of common stock in connection with the merger will create any implication to the contrary.

Table of Contents

This joint proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction in which or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. Information contained in this joint proxy statement/prospectus regarding Ventas has been provided by Ventas and information contained in this joint proxy statement/prospectus regarding NHP has been provided by NHP.

Table of Contents**TABLE OF CONTENTS**

	Page
<u>QUESTIONS AND ANSWERS</u>	<u>vii</u>
<u>SUMMARY</u>	
<u>The Companies</u>	<u>1</u>
<u>The Merger and the Merger Agreement</u>	<u>3</u>
<u>Litigation Relating to the Merger</u>	<u>7</u>
<u>The Special Meetings</u>	<u>7</u>
<u>Rights of NHP Stockholders Will Change as a Result of the Merger</u>	<u>9</u>
<u>Risk Factors</u>	<u>9</u>
<u>Selected Historical Financial Data of Ventas</u>	<u>10</u>
<u>Selected Historical Financial Data of NHP</u>	<u>12</u>
<u>Summary Unaudited Pro Forma Condensed Consolidated Financial Information</u>	<u>13</u>
<u>Equivalent and Comparative Per Share Information</u>	<u>15</u>
<u>RISK FACTORS</u>	
<u>Risk Factors Relating to the Merger</u>	<u>16</u>
<u>Risk Factors Relating to Ventas Following the Merger</u>	<u>19</u>
<u>Operational Risks</u>	<u>19</u>
<u>Legal Risks</u>	<u>21</u>
<u>REIT Risks</u>	<u>21</u>
<u>Ventas and NHP Face Other Risks</u>	<u>22</u>
<u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>	
	<u>23</u>
<u>THE COMPANIES</u>	
<u>Ventas</u>	<u>25</u>
<u>NHP</u>	<u>25</u>
<u>Needles Acquisition LLC</u>	<u>26</u>
<u>THE VENTAS SPECIAL MEETING</u>	
<u>Date, Time and Place</u>	<u>27</u>
<u>Purpose of the Ventas Special Meeting</u>	<u>27</u>
<u>Recommendation of the Board of Directors of Ventas</u>	<u>27</u>
<u>Ventas Record Date; Stock Entitled to Vote</u>	<u>27</u>
<u>Quorum</u>	<u>28</u>
<u>Required Vote</u>	<u>28</u>
<u>Abstentions and Broker Non-Votes</u>	<u>28</u>
<u>Voting at the Special Meeting</u>	<u>28</u>
<u>Voting in Person</u>	<u>28</u>
<u>Voting of Proxies</u>	<u>28</u>
<u>Shares Held in Street Name</u>	<u>29</u>
<u>Revocability of Proxies or Voting Instructions</u>	<u>29</u>
<u>Solicitation of Proxies</u>	<u>30</u>
<u>VENTAS PROPOSALS</u>	
<u>PROPOSAL 1: APPROVAL OF THE ISSUANCE OF SHARES OF VENTAS COMMON STOCK</u>	<u>31</u>
<u>PROPOSAL 2: APPROVAL OF THE VENTAS CHARTER AMENDMENT</u>	<u>32</u>
<u>PROPOSAL 3: ADJOURNMENT OF THE VENTAS SPECIAL MEETING</u>	<u>33</u>

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Table of Contents

	Page
<u>THE NHP SPECIAL MEETING</u>	<u>34</u>
<u>Date, Time and Place</u>	<u>34</u>
<u>Purpose of the NHP Special Meeting</u>	<u>34</u>
<u>Recommendation of the Board of Directors of NHP</u>	<u>34</u>
<u>NHP Record Date; Stock Entitled to Vote</u>	<u>34</u>
<u>Quorum</u>	<u>34</u>
<u>Required Vote</u>	<u>34</u>
<u>Abstentions and Broker Non-Votes</u>	<u>35</u>
<u>Voting at the Special Meeting</u>	<u>35</u>
<u>Voting in Person</u>	<u>35</u>
<u>Voting of Proxies</u>	<u>35</u>
<u>Shares Held in Street Name</u>	<u>35</u>
<u>Revocability of Proxies or Voting Instructions</u>	<u>36</u>
<u>Solicitation of Proxies</u>	<u>36</u>
<u>NHP PROPOSAL</u>	<u>37</u>
<u>PROPOSAL: ADOPTION OF THE MERGER AGREEMENT AND APPROVAL OF THE MERGER</u>	<u>37</u>
<u>THE MERGER</u>	<u>38</u>
<u>Effects of the Merger</u>	<u>38</u>
<u>Background of the Merger</u>	<u>38</u>
<u>Ventas's Reasons for the Merger; Recommendation by the Ventas Board of Directors</u>	<u>46</u>
<u>NHP's Reasons for the Merger; Recommendation by the NHP Board of Directors</u>	<u>48</u>
<u>Opinion of Ventas's Financial Advisor</u>	<u>51</u>
<u>Opinion of NHP's Financial Advisor</u>	<u>56</u>
<u>Financial Interests of NHP's Directors and Executive Officers in the Merger</u>	<u>65</u>
<u>Board of Directors and Management Following the Merger</u>	<u>68</u>
<u>Accounting Treatment</u>	<u>68</u>
<u>Regulatory Approvals Required for the Merger</u>	<u>68</u>
<u>Litigation Relating to the Merger</u>	<u>69</u>
<u>Exchange of Shares in the Merger</u>	<u>70</u>
<u>Dividends</u>	<u>70</u>
<u>Listing of Ventas Common Stock</u>	<u>71</u>
<u>De-Listing and Deregistration of NHP Common Stock</u>	<u>71</u>
<u>Arrangements Between Ventas and NHP Prior to the Merger</u>	<u>71</u>
<u>No Appraisal Rights</u>	<u>71</u>
<u>Certain Ventas Financial Information</u>	<u>71</u>
<u>Certain NHP Financial Information</u>	<u>73</u>
<u>The Merger Agreement</u>	<u>75</u>
<u>MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES OF THE MERGER</u>	<u>97</u>
<u>Tax Consequences of the Merger</u>	<u>98</u>
<u>UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS</u>	<u>100</u>
<u>Unaudited Pro Forma Condensed Consolidated Balance Sheet</u>	<u>102</u>
<u>Unaudited Pro Forma Condensed Consolidated Statement of Income</u>	<u>103</u>
<u>Notes and Management's Assumptions to Unaudited Pro Forma Condensed Consolidated Financial Statements</u>	<u>104</u>

Table of Contents

	<u>Page</u>
<u>COMPARATIVE STOCK PRICES AND DIVIDENDS</u>	<u>114</u>
<u>Market Prices and Dividend Data</u>	<u>114</u>
<u>DESCRIPTION OF VENTAS CAPITAL STOCK</u>	
<u>Authorized Capital Stock</u>	<u>116</u>
<u>Description of Ventas Common Stock</u>	<u>116</u>
<u>Certain Anti-Takeover Provisions</u>	<u>116</u>
<u>Transfer Agent and Registrar</u>	<u>117</u>
<u>New York Stock Exchange Listing</u>	<u>117</u>
<u>COMPARISON OF RIGHTS OF VENTAS STOCKHOLDERS AND</u>	
<u>NHP STOCKHOLDERS</u>	<u>118</u>
<u>Authorized Capital Stock</u>	<u>118</u>
<u>Cumulative Voting and Election of Directors</u>	<u>119</u>
<u>Size of the Board of Directors</u>	<u>119</u>
<u>Staggered Boards and Term of Directors</u>	<u>120</u>
<u>Removal of Directors</u>	<u>120</u>
<u>Vacancies on the Board of Directors</u>	<u>120</u>
<u>Standard of Conduct for Directors</u>	<u>120</u>
<u>Amendment of Charter and Bylaws</u>	<u>121</u>
<u>Stockholder Action Without a Meeting</u>	<u>122</u>
<u>Special Stockholder Meetings</u>	<u>122</u>
<u>Stockholder Proposals</u>	<u>122</u>
<u>Limitation of Liability of Directors and Officers</u>	<u>123</u>
<u>Indemnification</u>	<u>123</u>
<u>Dividends</u>	<u>125</u>
<u>Stockholder Rights; Stockholder Lists</u>	<u>125</u>
<u>Merger Approval</u>	<u>126</u>
<u>Business Combinations</u>	<u>126</u>
<u>Control Share Acquisitions</u>	<u>127</u>
<u>Stockholder Rights Plan</u>	<u>128</u>
<u>Appraisal Rights</u>	<u>128</u>
<u>Constituency and Related Provisions</u>	<u>129</u>
<u>STOCKHOLDER PROPOSALS</u>	<u>130</u>
<u>LEGAL MATTERS</u>	<u>130</u>
<u>EXPERTS</u>	<u>130</u>
<u>Ventas</u>	<u>130</u>
<u>Atria</u>	<u>130</u>
<u>NHP</u>	<u>131</u>
<u>OTHER MATTERS</u>	<u>131</u>
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	<u>131</u>
<u>ANNEX A: MERGER AGREEMENT</u>	<u>A-1</u>
<u>ANNEX B: FORM OF AMENDMENT TO THE AMENDED AND</u>	
<u>RESTATED CERTIFICATE OF INCORPORATION OF VENTAS,</u>	
<u>INC.</u>	<u>B-1</u>
<u>ANNEX C: OPINION OF CENTERVIEW PARTNERS LLC</u>	<u>C-1</u>
<u>ANNEX D: OPINION OF J.P. MORGAN SECURITIES LLC</u>	<u>D-1</u>
<u>PART II INFORMATION NOT REQUIRED IN PROSPECTUS</u>	
<u>SIGNATURES</u>	<u>II-1</u>
<u>EXHIBIT INDEX</u>	<u>II-5</u>
	<u>II-7</u>

Table of Contents

QUESTIONS AND ANSWERS

The following are answers to some questions that you, as a stockholder of Ventas or NHP, may have regarding the merger and the other matters being considered at the stockholder meetings of Ventas and NHP. Ventas and NHP urge you to read carefully the remainder of this joint proxy statement/prospectus because the information in this section does not provide all the information that might be important to you with respect to the merger and the other matters being considered at the special meetings. Additional important information is also contained in the annexes to and the documents incorporated by reference into this joint proxy statement/prospectus.

References to "we" or "our" and other similar references in this joint proxy statement/prospectus refer to both Ventas and NHP before completion of the merger.

Q: Why am I receiving this joint proxy statement/prospectus?

A:

Ventas and NHP have agreed to the acquisition of NHP by Ventas pursuant to the merger agreement, dated as of February 27, 2011, that is described in this joint proxy statement/prospectus. A copy of the merger agreement is attached to this joint proxy statement/prospectus as Annex A.

In order to complete the merger, NHP stockholders must vote to adopt the merger agreement and approve the merger and the other transactions contemplated by the merger agreement, and Ventas stockholders must vote to approve the issuance of shares of Ventas common stock to NHP stockholders in connection with the merger and the Ventas charter amendment to increase the number of authorized shares of Ventas common stock.

Ventas and NHP will hold separate special meetings to obtain these approvals. This joint proxy statement/prospectus contains important information about the merger and the stockholder meetings, and you should read it carefully. The enclosed voting materials allow you to vote your shares without attending your respective meeting.

Your vote is important. We encourage you to vote as soon as possible.

Q: When and where will the meetings be held?

A:

The Ventas special meeting will be held at [], on [], 2011, at [] local time. The NHP special meeting will be held at [], on [], 2011, at [] local time.

Q: How do I vote?

A:

If you are a stockholder of record of Ventas as of the record date for the Ventas special meeting or a stockholder of record of NHP as of the record date for the NHP special meeting, you may vote in person by attending your special meeting or, to ensure your shares are represented at the meeting, you may authorize a proxy by:

accessing the Internet website specified on your proxy card;

calling the toll-free number specified on your proxy card; or

signing and returning the enclosed proxy card in the postage-paid envelope provided.

If you hold shares of common stock of Ventas or NHP in the name of a broker, bank or nominee, please follow the voting instructions provided by your broker, bank or nominee to ensure that your shares are represented at the special meeting.

Table of Contents

Q: What am I being asked to vote upon?

A:

Ventas Stockholders. Ventas stockholders are being asked to approve the issuance of shares of Ventas common stock to NHP stockholders in connection with the merger and the Ventas charter amendment to increase the number of authorized shares of Ventas common stock.

NHP Stockholders. NHP stockholders are being asked to vote to adopt the merger agreement and approve the merger and the other transactions contemplated by the merger agreement.

The merger cannot be completed without the approval by Ventas stockholders and NHP stockholders of each of their respective proposals.