

HEALTH CARE REIT INC /DE/
Form 8-K
April 07, 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 7, 2010

Health Care REIT, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

1-8923

(Commission
File Number)

34-1096634

(IRS Employer
Identification No.)

One SeaGate, Suite 1500, Toledo, Ohio

(Address of principal executive offices)

43604

(Zip Code)

Registrant's telephone number, including area code (419) 247-2800

(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 (see General Instruction A.2. below):

- 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 8.01 Other Events.

On April 7, 2010, Health Care REIT, Inc. (the Company) sold \$300,000,000 aggregate principal amount of 6.125% senior notes of the Company due 2020 (the Notes) pursuant to an automatic shelf registration statement of the Company on Form S-3 (File No. 333-159040) filed with the Securities and Exchange Commission on May 7, 2009. The Notes were sold pursuant to a firm commitment underwriting agreement, dated as of March 30, 2010, between the Company and Banc of America Securities LLC, Deutsche Bank Securities Inc., Barclays Capital Inc. and Credit Agricole Securities (USA) Inc. (the Underwriting Agreement). The Underwriting Agreement was filed as Exhibit 1.1 to the Current Report on Form 8-K filed on April 5, 2010.

The Notes were issued under an Indenture between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee (the Trustee), dated as of March 15, 2010 (the Indenture), as supplemented by Supplemental Indenture No. 2 between the Company and the Trustee, dated as of April 7, 2010 (the Supplemental Indenture). The Notes bear interest at a rate of 6.125% per year, payable semi-annually in arrears on April 15 and October 15 of each year, commencing October 15, 2010. The Notes mature on April 15, 2020.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

- 4.1 Indenture, dated as of March 15, 2010, between the Company and the Trustee (filed with the Securities and Exchange Commission as Exhibit 4.1 to the Company's Form 8-K filed March 15, 2010, and incorporated herein by reference thereto).
- 4.2 Supplemental Indenture No. 2, dated as of April 7, 2010, between the Company and the Trustee.
- 5 Opinion of Shumaker, Loop & Kendrick, LLP.
- 8 Tax Opinion of Arnold & Porter LLP.
- 23 Consent of Shumaker, Loop & Kendrick, LLP to the use of their opinion as an exhibit to this Form 8-K is included in their opinion filed herewith as Exhibit 5.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

HEALTH CARE REIT, INC.

By: /s/ GEORGE L. CHAPMAN
George L. Chapman
Its: Chairman of the Board, Chief Executive
Officer and President

Dated: April 7, 2010