
**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): **February 14, 2017**

VENTAS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-10989
(Commission
File Number)

61-1055020
(IRS Employer
Identification No.)

353 N. Clark Street, Suite 3300, Chicago, Illinois
(Address of Principal Executive Offices)

60654
(Zip Code)

Registrant's Telephone Number, Including Area Code: **(877) 483-6827**

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)
 - 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 8.01. Other events.

In connection with the registration statement on Form S-3 filed by Ventas, Inc. (the “Company”) on March 6, 2015 (File No. 333-202586), opinions with respect to the validity of certain of the offered securities and the tax status of the Company will be issued by Latham & Watkins LLP, Chicago, Illinois and Latham & Watkins LLP, Los Angeles, California. The opinions filed herewith as Exhibits 5.1 and 8.1 shall supersede the opinions filed as Exhibit 5.1 to the Current Report on Form 8-K filed by the Company on March 9, 2015 and Exhibit 8.1 to the registration statement on Form S-3 filed by the Company on March 6, 2015, respectively. Latham & Watkins LLP disclaims status as an expert except to the extent indicated in such opinions.

Item 9.01. Financial Statements and Exhibits.

(a) *Financial Statements of Businesses Acquired.*

Not applicable.

(b) *Pro Forma Financial Information.*

Not applicable.

(c) *Shell Company Transactions.*

Not applicable.

(d) *Exhibits:*

Exhibit Number	Description
5.1	Opinion of Latham & Watkins LLP.
8.1	Opinion of Latham & Watkins LLP as to certain tax matters.
23.1	Consent of Latham & Watkins LLP (included in their opinion filed as Exhibit 5.1)
23.2	Consent of Latham & Watkins LLP (included in their opinion filed as Exhibit 8.1)

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: February 14, 2017

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

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of Latham & Watkins LLP.
8.1	Opinion of Latham & Watkins LLP as to certain tax matters.
23.1	Consent of Latham & Watkins LLP (included in their opinion filed as Exhibit 5.1)
23.2	Consent of Latham & Watkins LLP (included in their opinion filed as Exhibit 8.1)

LATHAM & WATKINS LLP

330 North Wabash Avenue
 Suite 2800
 Chicago, Illinois 60611
 Tel: +1.312.876.7700 Fax: +1.312.993.9767
 www.lw.com

FIRM / AFFILIATE OFFICES

Barcelona	Moscow
Beijing	Munich
Boston	New York
Brussels	Orange County
Century City	Paris
Chicago	Riyadh
Dubai	Rome
Düsseldorf	San Diego
Frankfurt	San Francisco
Hamburg	Seoul
Hong Kong	Shanghai
Houston	Silicon Valley
London	Singapore
Los Angeles	Tokyo
Madrid	Washington, D.C.
Milan	

February 14, 2017

Ventas, Inc.
 353 N. Clark Street, Suite 3300
 Chicago, Illinois 60654

Re: Offering of Shares of Common Stock, \$0.25 Par Value per Share

File No. 059263-0004

Ladies and Gentlemen:

We are acting as counsel to Ventas, Inc., a Delaware corporation (the “*Company*”), in connection with that certain Sales Agreement, dated March 6, 2015 (the “*Sales Agreement*”), by and among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., Citigroup Global Markets Inc., Credit Agricole Securities (USA) Inc., Credit Suisse Securities (USA) LLC, J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC and UBS Securities LLC (collectively, the “*Sales Agents*”), providing for the sale, from time to time by the Company to or through the Sales Agents, of shares of common stock of the Company, par value \$0.25 per share (the “*Common Stock*”), having an aggregate offering price of up to \$1,000,000,000, pursuant to a registration statement on Form S-3 under the Securities Act of 1933, as amended (the “*Act*”), filed by the Company with the Securities and Exchange Commission (the “*Commission*”) on March 6, 2015 (File No. 333-202586) (the “*Registration Statement*”), the base prospectus included as part of the Registration Statement (the “*Base Prospectus*”) and a prospectus supplement, dated March 6, 2015, filed with the Commission pursuant to Rule 424(b) under the Act (together with the Base Prospectus, the “*Prospectus*”). The Company has advised us that shares of Common Stock having an aggregate offering price of \$769,427,731.00 have heretofore been issued and sold pursuant to the Sales Agreement. Pursuant to the requirements of Item 601(b)(5) of Regulation S-K under the Act, this opinion is being furnished with respect to the issuance and sale, from time to time on or after the date hereof by the Company through the Sales Agents, of shares (the “*Shares*”) of Common Stock having an aggregate offering price of up to \$230,572,269.00 pursuant to the Sales Agreement, the Registration Statement and the Prospectus, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the Prospectus, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “*DGCL*”), and we express no opinion

with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction or, in the case of Delaware, any other laws, or as to any matters of municipal law or the laws of any local agencies within any state.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, the issue and sale of the Shares have been duly authorized by all necessary corporate action of the Company, and, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers, and have been issued by the Company against payment therefor (not less than par value nor greater than \$230,572,269.00 in the aggregate) in the circumstances contemplated by the Sales Agreement, the Shares will be validly issued, fully paid and non-assessable. In rendering the foregoing opinion, we have assumed that (i) the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL and (ii) upon the issue of any of the Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under its Amended and Restated Certificate of Incorporation.

This opinion is solely for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We hereby consent to your filing this opinion as an exhibit to the Company's Current Report on Form 8-K filed with the Commission on the date hereof. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

LATHAM & WATKINS LLP

355 South Grand Avenue
 Los Angeles, California 90071-1560
 Tel: +1.213.485.1234 Fax: +1.213.891.8763
 www.lw.com

February 14, 2017

FIRM / AFFILIATE OFFICES

Barcelona	Moscow
Beijing	Munich
Boston	New York
Brussels	Orange County
Century City	Paris
Chicago	Riyadh
Dubai	Rome
Düsseldorf	San Diego
Frankfurt	San Francisco
Hamburg	Seoul
Hong Kong	Shanghai
Houston	Silicon Valley
London	Singapore
Los Angeles	Tokyo
Madrid	Washington, D.C.
Milan	

Ventas, Inc.
 353 N. Clark Street, Suite 3300
 Chicago, Illinois 60654

Re: Ventas, Inc.

Ladies and Gentlemen:

We have acted as special tax counsel to Ventas, Inc., a Delaware corporation (the “*Company*”), in connection with its registration statement on Form S-3 under the Securities Act of 1933, as amended (the “*Act*”), filed with the Securities and Exchange Commission (the “*Commission*”) on March 6, 2015 (Registration No. 333-202586) (as so filed and as amended, the “*Registration Statement*”).

You have requested our opinion concerning certain of the federal income tax considerations relating to the Company, including with respect to its election to be taxed as a real estate investment trust (a “*REIT*”) under the Internal Revenue Code of 1986, as amended (the “*Code*”). This opinion is based on certain assumptions and factual representations, including the facts set forth in a base prospectus, dated March 6, 2015, included as part of the Registration Statement (the “*Base Prospectus*”), a prospectus supplement, dated March 6, 2015, filed with the Commission pursuant to Rule 424(b) under the Act (together with the Base Prospectus, the “*Prospectus*”), and the Company’s Annual Report on Form 10-K for the year ended December 31, 2016 filed with the Commission on February 14, 2017 (the “*Form 10-K*”), concerning the business, assets and governing documents of the Company and its subsidiaries. We have also been furnished with, and with your consent have relied upon, certain representations made by the Company and its subsidiaries with respect to certain factual matters through a certificate of an officer of the Company, dated as of the date hereof (the “*Officer’s Certificate*”).

In our capacity as special tax counsel to the Company, we have made such legal and factual examinations and inquiries, including an examination of originals or copies certified or otherwise identified to our satisfaction of such documents, corporate records and other instruments, as we have deemed necessary or appropriate for purposes of this opinion. For

purposes of our opinion, we have not made an independent investigation or audit of the facts set forth in the above referenced documents or in the Officer's Certificate. In addition, in rendering this opinion we have assumed the truth and accuracy of all representations and statements made to us that are qualified as to knowledge or belief, without regard to such qualification. In our examination, we have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures thereon, the legal capacity of natural persons executing such documents and the conformity to authentic original documents of all documents submitted to us as copies.

We are opining herein only with respect to the federal income tax laws of the United States, and we express no opinion with respect to the applicability thereto, or the effect thereon, of other federal laws or the laws of any state or other jurisdiction, or as to any matters of municipal law or the laws of any other local agencies within any state.

Based on such facts, and subject to the qualifications, assumptions, representations and limitations set forth herein, we hereby confirm that:

1. Commencing with its taxable year ended December 31, 2013, the Company has been organized and has operated in conformity with the requirements for qualification and taxation as a REIT under the Code, and its proposed method of operation will enable it to continue to meet the requirements for qualification and taxation as a REIT under the Code; and
2. The statements set forth in Part I, Item 1 of the Form 10-K under the caption "Certain U.S. Federal Income Tax Considerations," insofar as such statements purport to constitute summaries of United States federal income tax law and regulations or legal conclusions with respect thereto, constitute accurate summaries of the matters described therein in all material respects.

No opinion is expressed as to any matter not discussed herein.

This opinion is rendered to you as of the date of this letter, and we undertake no obligation to update this opinion subsequent to the date hereof. This opinion is based on various statutory provisions, regulations promulgated thereunder and interpretations thereof by the Internal Revenue Service and the courts having jurisdiction over such matters, all of which are subject to change either prospectively or retroactively. Any such change may affect the conclusions stated herein. Also, any variation or difference in the facts from those set forth in the Registration Statement, the Prospectus, the Form 10-K or the Officer's Certificate may affect the conclusions stated herein. As described in the Form 10-K, the Company's qualification and taxation as a REIT depend upon the Company's ability to meet the various requirements imposed under the Code, including through actual annual operating results, asset composition, distribution levels and diversity of stock ownership. The results of these tests have not been and will not be reviewed by Latham & Watkins LLP. Accordingly, no assurance can be given that the actual results of the Company's operation for any particular taxable year will satisfy such requirements.

This opinion is rendered only to you and is solely for your benefit in connection with the Registration Statement upon the understanding that we are not hereby assuming professional responsibility to any other person whatsoever. This opinion may not be relied upon by you for any other purpose, or furnished to, assigned to, quoted to or relied upon by any other person, firm or other entity for any purpose without our prior written consent, which may be granted or withheld in our discretion, provided that this opinion may be relied upon by persons entitled to rely on it pursuant to applicable provisions of federal securities law.

We hereby consent to the filing of this opinion as an exhibit to the Company's Current Report on Form 8-K filed with the Commission on the date hereof. In giving this consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Latham & Watkins LLP