

VENTAS INC  
Form DEFA14A  
April 04, 2008

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

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of**

**the Securities Exchange Act of 1934**

**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**VENTAS, INC.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**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 control number.**

**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be held on May 19, 2008.**

*This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.*

The following materials are available for view:

**Notice of Annual Meeting and Proxy Statement**

**2007 Annual Report (consisting of the 2007 Chairman's Letter to Investors and 2007 Form 10-K)**

To view these materials, have your 12-digit Control #(s) (located on the following page) available and visit: [www.proxyvote.com](http://www.proxyvote.com)

**If you want to receive a paper or e-mail copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery, please make your request on or before May 1, 2008.**

To request materials: **Internet:** [www.proxyvote.com](http://www.proxyvote.com) **Telephone:** 1-800-579-1639 **\*\*E-mail:** [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

**\*\*If requesting materials by e-mail please send a blank e-mail with the 12-digit Control #(s) (located on the following page) in the subject line.**

Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

VENTAS, INC.

10350 ORMSBY PARK PLACE

SUITE 300

LOUISVILLE, KY 40223

**VENTAS, INC.**

**Vote In Person**

Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet**

To vote **now** by Internet, go to [WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM). Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the meeting date. Have your notice in hand when you access the web site and follow the instructions.

**Record Date**

The Board of Directors has set March 24, 2008 as the record

Date for the 2008 Annual Meeting of Stockholders.

**Meeting Date and Location**

The 2008 Annual Meeting of Stockholders will be held on

May 19, 2008 at 9:00 a.m. Central time

at: The Ritz-Carlton Chicago  
160 East Pearson Street at Water Tower Place

Chicago, IL 60611

**For directions to The Ritz-Carlton Chicago, please**

**call the hotel directly at (312) 266-1000 or access the**

**hotel s web site at [www.fourseasons.com/chicagorc](http://www.fourseasons.com/chicagorc).**

**Voting items**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE**

**FOR PROPOSALS 1, 2 AND 3.**

1. Election of Directors: to elect eight (8) directors to terms expiring at the 2009 Annual Meeting of Stockholders:

**Nominees:**

- (01) Debra A. Cafaro
- (02) Douglas Crocker II
- (03) Ronald G. Geary
- (04) Jay M. Gellert
- (05) Robert D. Reed
- (06) Sheli Z. Rosenberg
- (07) James D. Shelton
- (08) Thomas C. Theobald

2. DIRECTORS PROPOSAL: to ratify the appointment of Ernst & Young LLP as the independent registered public accounting firm for fiscal year 2008.

3. DIRECTORS PROPOSAL: to approve an amendment to the Amended and Restated Certificate of Incorporation to eliminate the Board's ability to grant waivers from the constructive ownership limitations in Article X thereof relating to Ventas's status as a qualified real estate investment trust under U.S. federal income tax law.

