

WELLTOWER INC.
Form 8-K
July 28, 2017

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): July 26, 2017

Welltower Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

4500 Dorr Street, Toledo, Ohio

1-8923
(Commission

File Number)

34-1096634
(I.R.S. Employer

Identification No.)

43615

(Address of principal executive offices)

(Zip Code)

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

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 26, 2017, the Board of Directors of Welltower Inc. (the Company) appointed Gary Whitelaw as a member of the Board of Directors, which increased the size of the Board of Directors from ten to eleven directors. Mr. Whitelaw will be a member of the Nominating/Corporate Governance and Investment Committees.

Mr. Whitelaw will be compensated for his service as a director on the same basis as other non-employee directors of the Company. Compensation for the Company s non-employee directors is described in the Company s Proxy Statement for its 2017 Annual Meeting of Shareholders as filed with the Securities and Exchange Commission (the SEC) on March 24, 2017 and the Summary of Director Compensation as filed with the SEC as an exhibit to the Company s Form 10-Q for the quarter ended June 30, 2017.

In connection with the appointment, the Company will enter into an indemnification agreement with Mr. Whitelaw. The agreement will be substantially identical to the agreements previously entered into between the Company and its other directors and will generally provide that the Company will, in certain circumstances, indemnify Mr. Whitelaw against any and all expenses, judgments, fines, penalties and amounts paid in settlement arising out of his service to the Company. Also, the agreement will provide for the advancement of expenses in connection with a threatened, pending or completed action, suit or proceeding.

Item 7.01 Regulation FD Disclosure.

On July 28, 2017, the Company issued a press release announcing the appointment of Mr. Whitelaw to the Board of Directors. A copy of the press release is furnished herewith as Exhibit 99.1 and incorporated in this Item 7.01 by reference.

The information contained in, or incorporated into, Item 7.01, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any registration statement or other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference to such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release of Welltower Inc. dated July 28, 2017.

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.

Date: July 28, 2017

WELLTOWER INC.

By: /s/ Matthew McQueen

Name: Matthew McQueen

Title: Senior Vice President - General Counsel &

Corporate Secretary

Exhibit Index

99.1 Press release of Welltower Inc. dated July 28, 2017.