

WELLTOWER INC.
Form 8-K
June 21, 2018

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): June 21, 2018

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 7.01 *Regulation FD Disclosure.*

On June 21, 2018, Welltower Inc. (the Company) made available to its investors an updated document containing answers to certain questions regarding its proposed merger with Quality Care Properties, Inc., which was announced on April 25, 2018, and regarding certain related transactions (Updated Investor Q&A). The Updated Investor Q&A adds a question and an answer regarding the status of the Company s financing for the acquisition and also updates the answers to certain other questions to reflect the current status of the transaction. A copy of the Updated Investor Q&A is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

The information in this 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, or otherwise subject to the liabilities of that Section. The information in this Item 7.01 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, except as otherwise expressly stated in such filing.

Item 9.01 *Financial Statements and Exhibits.*

Exhibit

| Number | Exhibit Description |
|---------------|--|
| 99.1 | <u>QCP Acquisition, Welltower Investor Q&A, made available by Welltower Inc. on June 21, 2018.</u> |

EXHIBIT INDEX

Exhibit

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|---------------|---|
| 99.1 | QCP Acquisition, Welltower Investor Q&A, made available by Welltower Inc. on June 21, 2018. |

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.

WELLTOWER INC.

Date: June 21, 2018

By: /s/ Matthew McQueen

Name: Matthew McQueen

Title: Senior Vice President General Counsel &
Corporate Secretary