

HEALTH CARE REIT INC /DE/

Form S-8

August 06, 2009

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As filed with the Securities and Exchange Commission on August 6, 2009

**Registration No. 333-\_\_\_\_\_**

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933  
HEALTH CARE REIT, INC.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

34-1096634  
(I.R.S. Employer Identification  
Number)

One SeaGate, Suite 1500  
Toledo, Ohio 43604  
Telephone: (419) 247-2800

(Address and Telephone Number of Principal Executive Offices)

**HEALTH CARE REIT, INC. AMENDED AND RESTATED 2005 LONG-TERM INCENTIVE PLAN**  
(Full Title of Plan)

George L. Chapman  
Chairman, Chief Executive  
Officer and President  
Health Care REIT, Inc.  
One SeaGate, Suite 1500  
Toledo, Ohio 43604  
(419) 247-2800

Copy to:  
Mary Ellen Pisanelli, Esq.  
Shumaker, Loop & Kendrick, LLP  
North Courthouse Square  
1000 Jackson Street  
Toledo, Ohio 43624  
(419) 241-9000

(Name, Address and Telephone Number of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE(2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(2)	AMOUNT OF REGISTRATION FEE
Common Stock, par value \$1.00 per share	4,000,000 shares	\$ 40.105	\$ 160,420,000	\$ 8,951

(1)

This  
Registration  
Statement on  
Form S-8  
covers, in  
addition to the  
number of  
shares of  
common stock,  
par value \$1.00  
per share, of  
Health Care  
REIT, Inc. set  
forth above,  
options and  
other rights to  
purchase or  
acquire the  
shares of  
common stock  
covered by this  
Registration  
Statement on  
Form S-8 and,  
pursuant to Rule  
416(c) under the  
Securities Act  
of 1933, as  
amended, an  
additional  
indeterminate  
number of  
shares, options  
and rights that  
may be offered  
or issued  
pursuant to the  
Health Care  
REIT, Inc.  
Amended and  
Restated 2005  
Long-Term  
Incentive Plan  
as a result of  
one or more  
adjustments  
under such plan  
to prevent  
dilution  
resulting from  
one or more

stock splits,  
stock dividends  
or similar  
transactions.

- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act of 1933, as amended, and based upon the average of the high and low prices for the Registrant's Common Stock reported on the New York Stock Exchange on July 30, 2009.
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**EXPLANATORY NOTE**

The 4,000,000 shares of common stock, par value \$1.00 per share, of Health Care REIT, Inc. (the Company) registered under this Registration Statement on Form S-8 consist of additional shares of common stock reserved for issuance under the terms of the Health Care REIT, Inc. Amended and Restated 2005 Long-Term Incentive Plan. The 2,200,000 shares of common stock previously reserved for issuance under the 2005 Long-Term Incentive Plan were registered under the Registration Statement on Form S-8 (Registration No. 333-126195) filed with the Securities and Exchange Commission (the Commission) on June 26, 2005.

The contents of the Registration Statement on Form S-8 (Registration No. 333-126195) filed by the Company on June 26, 2005 are hereby incorporated by reference into this Registration Statement on Form S-8.

Pursuant to General Instruction E to Form S-8, this Registration Statement on Form S-8 consists only of the facing page, the statement in the preceding paragraph incorporating the contents of the Registration Statement on Form S-8 (Registration No. 333-126195), responses to Items 3, 5 and 8 of the Instructions to Form S-8 and the signature page. As permitted by General Instruction E, responses to Items 4, 6, 7 and 9 of the Instructions to Form S-8 have been omitted.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents previously filed by the Company with the Commission pursuant to requirements of the Securities Exchange Act of 1934, as amended (the Exchange Act), are incorporated herein by reference; provided, however, that the Company is not incorporating any documents or information deemed to have been furnished and not filed in accordance with Commission rules:

1. Annual Report on Form 10-K for the year ended December 31, 2008.
2. Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2009;
3. Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2009;
4. Current Reports on Form 8-K filed on January 5, 2009, January 29, 2009 (except that the information furnished pursuant to Items 2.02 and 7.01 of Form 8-K and the exhibits relating to such information are not incorporated into this Registration Statement), January 30, 2009 (except that the information furnished pursuant to Item 7.01 of Form 8-K and the exhibit relating to such information are not incorporated into this Registration Statement), May 7, 2009, May 13, 2009 and August 6, 2009.
5. The description of the Company's common stock as set forth in the registration statement filed under the Exchange Act on Form 8-A on June 17, 1985, including any amendment or report for the purpose of updating such description.

All documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act subsequent to the date of this Registration Statement, but prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered by this Registration Statement have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated herein by reference and to be a part of this Registration Statement from the date of filing of each such document.

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Any statement contained herein, or in a document incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded to the extent that a statement contained herein, or in any subsequently filed document which also is or is deemed to be incorporated by reference herein, as the case may be, modifies or supersedes such document. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 5. Interests of Experts and Counsel.**

As of August 6, 2009, the attorneys of Shumaker, Loop & Kendrick, LLP participating in the preparation of this Registration Statement and the required legal opinions beneficially held, in the aggregate, approximately 2,500 shares of our common stock and 1,000 shares of our preferred stock.

**Item 8. Exhibits.**

- 4.1 Health Care REIT, Inc. Amended and Restated 2005 Long-Term Incentive Plan (filed with the Commission as Appendix A to the Company's Proxy Statement for the 2009 Annual Meeting of Stockholders filed March 25, 2009, and incorporated herein by reference thereto).
- 5 Opinion of Shumaker, Loop & Kendrick, LLP, as to the legality of the securities being registered.
- 23.1 Consent of Ernst & Young LLP, independent registered public accounting firm.
- 23.2 The consent of Shumaker, Loop & Kendrick, LLP, to the use of their opinion as an exhibit to this Registration Statement is included in their opinion filed herewith as Exhibit 5.
- 24.1 Power of Attorney executed by William C. Ballard, Jr. (Director).
- 24.2 Power of Attorney executed by Pier C. Borra (Director).
- 24.3 Power of Attorney executed by Thomas J. DeRosa (Director).
- 24.4 Power of Attorney executed by Jeffrey H. Donahue (Director).
- 24.5 Power of Attorney executed by Peter J. Grua (Director).
- 24.6 Power of Attorney executed by Fred S. Klipsch (Director).
- 24.7 Power of Attorney executed by Sharon M. Oster (Director).
- 24.8 Power of Attorney executed by Jeffrey R. Otten (Director).
- 24.9 Power of Attorney executed by R. Scott Trumbull (Director).
- 24.10 Power of Attorney executed by George L. Chapman (Director, Chairman of the Board, Chief Executive Officer and President and Principal Executive Officer).
- 24.11 Power of Attorney executed by Scott A. Estes (Executive Vice President and Chief Financial Officer and Principal Financial Officer).
- 24.12 Power of Attorney executed by Paul D. Nungester, Jr. (Vice President and Controller and Principal Accounting Officer).





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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned hereunto duly authorized in the City of Toledo, State of Ohio, on August 6, 2009.

**HEALTH CARE REIT, INC.**

By: /S/ George L. Chapman  
George L. Chapman  
Chairman, Chief Executive Officer and  
President  
and Director (Principal Executive  
Officer)

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints George L. Chapman his or her attorney-in-fact with power of substitution for him in any and all capacities, to sign any amendments, supplements, subsequent registration statements relating to the offering to which this Registration Statement relates, or other instruments he or she deems necessary or appropriate, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact or his substitute may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below on August 6, 2009 by the following person in the capacities indicated.

/S/ WILLIAM C. BALLARD, JR.\*

William C. Ballard, Jr., Director

/S/ SHARON M. OSTER\*

Sharon M. Oster, Director

/S/ PIER C. BORRA\*

Pier C. Borra, Director

/S/ JEFFREY R. OTTEN\*

Jeffrey R. Otten, Director

/S/ THOMAS J. DEROSA\*

Thomas J. DeRosa, Director

/S/ R. SCOTT TRUMBULL\*

R. Scott Trumbull, Director

/S/ JEFFREY H. DONAHUE\*

Jeffrey H. Donahue, Director

/S/ GEORGE L. CHAPMAN

George L. Chapman, Chairman, Chief Executive Officer  
and President and Director (Principal Executive Officer)

/S/ PETER J. GRUA\*

Peter J. Grua, Director

/S/ SCOTT A. ESTES\*

Scott A. Estes, Executive Vice President and  
Chief Financial Officer (Principal Financial Officer)

/S/ FRED S. KLIPSCH\*

/S/ PAUL D. NUNGESTER, JR.\*

Fred S. Klipsch, Director

Paul D. Nungester, Jr., Vice President and Controller  
(Principal Accounting Officer)

\*By: /S/ GEORGE L. CHAPMAN  
George L. Chapman, Attorney-in-Fact

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