

HEALTH CARE REIT INC /DE/  
Form 8-K  
March 14, 2011

**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) March 9, 2011**

**Health Care REIT, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-8923**  
(Commission  
File Number)

**34-1096634**  
(IRS Employer  
Identification No.)

**4500 Dorr Street, Toledo, Ohio**  
(Address of principal executive offices)

**43615**  
(Zip Code)

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

(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 (see General Instruction A.2. below):

- 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))
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**Item 8.01 Other Events.**

On March 14, 2011, Health Care REIT, Inc. (the Company) sold (i) \$400,000,000 aggregate principal amount of the Company's 3.625% Notes due 2016 (the 2016 Notes), (ii) \$600,000,000 aggregate principal amount of the Company's 5.250% Notes due 2022 (the 2022 Notes) and (iii) \$400,000,000 aggregate principal amount of the Company's 6.500% Notes due 2041 (the 2041 Notes) and, collectively with the 2016 Notes and the 2022 Notes, the Notes pursuant to an automatic shelf registration statement of the Company on Form S-3 (File No. 333-159040) filed with the Securities and Exchange Commission on May 7, 2009. The Notes were sold pursuant to a firm commitment underwriting agreement, dated as of March 9, 2011, between the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC, UBS Securities LLC, Barclays Capital Inc., Deutsche Bank Securities Inc. and Wells Fargo Securities, LLC (the Underwriting Agreement).

The Notes were issued under an Indenture between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee (the Trustee), dated as of March 15, 2010 (the Indenture), as supplemented by Supplemental Indenture No. 5 between the Company and the Trustee, dated as of March 14, 2011 (the Supplemental Indenture). The 2016 Notes bear interest at a rate of 3.625% per year and the 2041 Notes bear interest at a rate of 5.250% per year, each payable semi-annually in arrears on March 15 and September 15 of each year, commencing September 15, 2011. The 2022 Notes bear interest at a rate of 6.500% per year, payable semi-annually in arrears on January 15 and July 15 of each year, commencing July 15, 2011. The 2016 Notes mature on March 15, 2016, the 2022 Notes mature on January 15, 2022 and the 2041 Notes mature on March 15, 2041.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

- 1.1 Underwriting Agreement, dated as of March 9, 2011, between the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC, UBS Securities LLC, Barclays Capital Inc., Deutsche Bank Securities Inc. and Wells Fargo Securities, LLC.
  - 4.1 Indenture, dated as of March 15, 2010, between the Company and the Trustee (filed with the Securities and Exchange Commission as Exhibit 4.1 to the Company's Form 8-K filed March 15, 2010, and incorporated herein by reference thereto).
  - 4.2 Supplemental Indenture No. 5, dated as of March 14, 2011, between the Company and the Trustee.
  - 5 Opinion of Shumaker, Loop & Kendrick, LLP.
  - 8 Tax Opinion of Arnold & Porter LLP.
  - 23.1 Consent of Shumaker, Loop & Kendrick, LLP to the use of their opinion as an exhibit to this Form 8-K is included in their opinion filed herewith as Exhibit 5.
  - 23.2 Consent of Arnold & Porter LLP to the use of their opinion as an exhibit to this Form 8-K is included in their opinion filed herewith as Exhibit 8.
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**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.

HEALTH CARE REIT, INC.

By: /s/ GEORGE L. CHAPMAN

George L. Chapman  
Its: Chairman of the Board, Chief Executive  
Officer and President

Dated: March 14, 2011