

WELLTOWER INC.
Form 8-K
February 15, 2019

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): February 15, 2019

Welltower 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

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 (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))

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 8.01 Other Events.

On February 15, 2019, Welltower Inc. (the Company) issued \$500,000,000 aggregate principal amount of the Company's 3.625% Notes due 2024 (the 2024 Notes) and \$550,000,000 aggregate principal amount of the Company's 4.125% Notes due 2029 (the 2029 Notes) and, together with the 2024 Notes, the Notes) pursuant to an automatic shelf registration statement of the Company on Form S-3 (File No. 333-225004) filed with the Securities and Exchange Commission on May 17, 2018 (the Registration Statement). The Notes were sold pursuant to an Underwriting Agreement, dated as of February 13, 2019, between the Company and Wells Fargo Securities, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and MUFG Securities Americas Inc., as representatives of the several underwriters.

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, a form of which was filed with the Registration Statement (the Indenture), as supplemented by Supplemental Indenture No. 15 between the Company and the Trustee, dated as of February 15, 2019 (the Supplemental Indenture). The 2024 Notes bear interest at a rate of 3.625% per year, payable semiannually in arrears on March 15 and September 15 of each year, commencing September 15, 2019. The 2024 Notes mature on March 15, 2024. The 2029 Notes bear interest at a rate of 4.125% per year, payable semiannually in arrears on March 15 and September 15 of each year, commencing September 15, 2019. The 2029 Notes mature on March 15, 2029.

The foregoing description of the Indenture, the Supplemental Indenture and the Notes is qualified in its entirety by reference to the Indenture, the Supplemental Indenture, the form of global note due 2024 and the form of global note due 2029, filed herewith as Exhibits 4.1, 4.2, 4.3 and 4.4, respectively, and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

- 1.1 Underwriting Agreement, dated as of February 13, 2019, between Welltower Inc. and Wells Fargo Securities, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and MUFG Securities Americas Inc. as representatives of the several underwriters.
- 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. 15, dated as of February 15, 2019 between the Company and the Trustee.
- 4.3 Form of Global Note due 2024 (included in Exhibit 4.2 hereto).
- 4.4 Form of Global Note due 2029 (included in Exhibit 4.2 hereto).
- 5 Opinion of Gibson, Dunn & Crutcher LLP.
- 8 Tax Opinion of Gibson, Dunn & Crutcher LLP.
- 23.1 Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5 hereto).
- 23.2 Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 8 hereto).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WELLTOWER INC.

By: /s/ Matthew McQueen
Name: Matthew McQueen
Title: Senior Vice President General
Counsel & Corporate Secretary

Dated: February 15, 2019