

VENTAS INC  
Form DEFA14A  
March 25, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No.    )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**VENTAS, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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- .. Fee paid previously with preliminary materials.
  
- .. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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**Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**VENTAS, INC.**  
**\*\*IMPORTANT NOTICE\*\***  
**Regarding the Availability of Proxy Materials**

**Stockholder Meeting to be held on 05/07/09**

**Proxy Materials Available**

You are receiving this communication because you hold shares in the above company, and the materials you should review before you cast your vote are now available.

Notice of Annual Meeting and Proxy Statement  
2008 Chairman's Letter to Investors  
2008 Form 10-K

This is not a ballot, and you cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

**PROXY MATERIALS VIEW OR RECEIVE**

You can choose to view the materials online or receive a paper or e-mail copy. There is **NO** charge for requesting a copy. Requests, instructions and other inquiries will **NOT** be forwarded to your investment advisor.

To facilitate timely delivery, please make the request as instructed below on or before 04/23/09.

VENTAS, INC.  
111 SOUTH WACKER DRIVE

SUITE 4800

CHICAGO, IL 60606

**HOW TO VIEW MATERIALS ONLINE**

Have the 12 Digit Control Number available (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com)

**HOW TO REQUEST A COPY OF MATERIALS**

- 1) BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE - 1-800-579-1639
- 3) BY E-MAIL\* - [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\*If requesting materials by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

*See the Reverse Side for Meeting Information and Instructions on How to Vote*

### Meeting Information

Meeting Type: Annual

Meeting Date: 05/07/09

Meeting Time: 9:00 a.m. CDT

For Holders as of: 03/16/09

### Meeting Location:

Ventas, Inc.

111 South Wacker Drive, 29<sup>th</sup> Floor

Chicago, IL 60606

### How to Vote

#### Vote In Person

Many stockholder meetings have attendance requirements, including the possession of an attendance ticket issued by the entity holding the meeting. Please check the proxy materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

#### Vote By Internet

To vote **now** by Internet, go to [WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM). Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the meeting date. Have your notice in hand when you access the web site and follow the instructions.

#### Vote By Mail

You can vote by mail by requesting a paper copy of the proxy materials, which will include a proxy card or voting instruction form.

**Voting items**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL DIRECTOR NOMINEES AND FOR PROPOSAL 2.**

1. Election of Directors: to elect eight (8) directors to terms expiring at the 2010 Annual Meeting of Stockholders:

**Nominees:**

(01) Debra A. Cafaro	(05) Robert D. Reed
(02) Douglas Crocker II	(06) Sheli Z. Rosenberg
(03) Ronald G. Geary	(07) James D. Shelton
(04) Jay M. Gellert	(08) Thomas C. Theobald

2. DIRECTORS PROPOSAL: to ratify the appointment of Ernst & Young LLP as the independent registered public accounting firm for fiscal year 2009.