

VENTAS INC  
Form DEFA14A  
May 14, 2013

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  X

Filed by a Party other than the Registrant  O

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 under §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:
  - (2) Aggregate number of securities to which transaction applies:
  - (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):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- 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:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

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.

---

Consistent with its commitment to strong corporate governance and responsiveness to its stockholders, on May 13, 2013, the Board of Directors of Ventas, Inc. (the Company) approved revisions to the Company's Guidelines on Governance to adopt a policy against tax gross-up arrangements that generally restricts the Company from entering into new arrangements that obligate the Company to pay directly or reimburse an executive officer for any portion of the executive officer's individual tax liability for benefits provided by the Company. The revised Guidelines on Governance are available on the Company's website at [www.ventasreit.com/investor-relations/corporate-governance](http://www.ventasreit.com/investor-relations/corporate-governance).

The policy formalizes the Company's recent practice of not entering into new tax gross-up arrangements with its executive officers. The Company's Chief Executive Officer is not entitled to any tax gross-up benefits with respect to payments made in connection with a change of control.

In recognition of the adoption of the tax gross-up policy and the Company's continued responsiveness to its stockholders, Amalgamated Bank's LongView Large Cap 500 Index Fund has withdrawn its proposal regarding tax gross-up payments (Proposal 7) from presentation at the Company's 2013 Annual Meeting of Stockholders to be held on May 16, 2013. Accordingly, this proposal will not be considered and votes will not be tabulated with respect to this proposal at the Company's Annual Meeting.