

NATIONAL HEALTH INVESTORS INC  
Form 8-K  
December 05, 2014

**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): December 2, 2014**

**NATIONAL HEALTH INVESTORS, INC.**

**(Exact name of registrant as specified in its charter)**

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

**001-10822**  
**(Commission**  
  
**File Number)**  
**222 Robert Rose Drive**

**62-1470956**  
**(IRS Employer**  
  
**Identification Number)**

**Murfreesboro, Tennessee 37129**

**(Address of principal executive offices)**

**(615) 890-9100**

**(Registrant's telephone number, including area code)**

**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))

**Item 1.01. Entry into a Material Definitive Agreement.**

On December 2, 2014, National Health Investors, Inc. (the Company) entered into that certain underwriting agreement (the Underwriting Agreement), between the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein (collectively, the Underwriters), pursuant to which the Company agreed to issue and sell to the Underwriters 3,850,000 shares of the Company's common stock, par value \$0.01 per share at a price to public of \$63.80 per share. The Underwriting Agreement also provides that the Underwriters have been granted a 30-day option to purchase up to an additional 577,500 shares of the Company's common stock.

The Company intends to use the net proceeds from the offering to fund a portion of the \$476 million purchase price of its pending acquisition of eight retirement communities from Health Care REIT, Inc. and certain of its affiliates pursuant to a preexisting purchase option held by Senior Living Communities, LLC and certain of its affiliates. If the pending acquisition is not completed, the Company intends to use the net proceeds for general corporate purposes, which may include future acquisitions or the repayment of debt.

The description herein of the Underwriting Agreement is qualified in its entirety, and the terms therein are incorporated herein, by reference to the Underwriting Agreement attached hereto as Exhibit 1.1.

**Item 7.01. Regulation FD Disclosure.**

On December 5, 2014, the Company issued a press release announcing the completion of its public offering of 4,427,500 shares of its common stock, including 577,500 shares issued and sold pursuant to the exercise in full of the Underwriters' option to purchase additional shares at a price to public of \$63.80 per share. The net proceeds from the offering were approximately \$270.5 million, after deducting the underwriting discounts and commissions and other estimated offering expenses payable by the Company. A copy of the Company's press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(c) *Exhibits.*

| Exhibit<br>Number | Title  |
|-------------------|--|
| 1.1               | Underwriting Agreement, dated December 2, 2014, between National Health Investors, Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein |
| 5.1               | Opinion of Venable LLP   |
| 23.1              | Consent of Venable LLP (included in Exhibit 5.1 hereto)  |
| 99.1              | Press Release dated December 5, 2014   |

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.

NATIONAL HEALTH INVESTORS, INC.

Date: December 5, 2014

By: /s/ J. Justin Hutchens  
J. Justin Hutchens  
President and Chief Executive Officer

EXHIBIT INDEX

| <b>Exhibit No.</b> | <b>Exhibit Description</b>   |
|--------------------|--|
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