

WELLTOWER INC.
Form 8-K
February 12, 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 7, 2019

Welltower Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

4500 Dorr Street, Toledo, Ohio

1-8923
(Commission

File Number)

34-1096634
(I.R.S. Employer

Identification No.)

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:

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 7, 2019, the Board of Directors (the Board) of Welltower Inc. (the Company) increased the size of the Board from twelve to thirteen members and elected Kathryn Sullivan to the Board. Additionally, on February 7, 2019, Geoffrey G. Meyers and Judith C. Pelham informed the Board of their decisions not to stand for reelection to the Board at the Company's next annual meeting. Mr. Meyers and Ms. Pelham will continue to serve as directors until the annual meeting, at which point the Board will be reduced in size to eleven members.

Ms. Sullivan will be compensated for her service as director on the same basis as other non-employee directors of the Company. Compensation for the Company's non-employee directors is described in the Company's Proxy Statement for its 2018 Annual Meeting of Shareholders as filed with the Securities and Exchange Commission on March 23, 2018 (the Proxy Statement). On November 30, 2018 the Board approved increases from the compensation amounts disclosed in the Proxy Statement of \$10,000 and \$20,000, respectively, in the non-employee director annual cash fee and grant of deferred stock units pursuant to the 2016 Long-Term Incentive Plan.

In connection with her appointment, the Company will enter into an indemnification agreement with Ms. Sullivan. The agreement will be substantially identical to the agreements previously entered into between the Company and its other directors and will generally provide that the Company will, in certain circumstances, indemnify Ms. Sullivan against any and all expenses, judgments, fines, penalties and amounts paid in settlement arising out of her service to the Company. Also, the agreement will provide for the advancement of expenses in connection with a threatened, pending or completed action, suit or proceeding.

Item 7.01 Regulation FD Disclosure.

On February 12, 2019, the Company issued a press release announcing the appointment of Ms. Sullivan to the Board of Directors. A copy of the press release is furnished herewith as Exhibit 99.1 and incorporated in this Item 7.01 by reference.

The information in this Item 7.01, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Item 7.01 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, except as otherwise expressly stated in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release of Welltower Inc. dated February 12, 2019

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.

Date: February 12, 2019

WELLTOWER INC.

By: /s/ MATTHEW MCQUEEN

Name: Matthew McQueen

Title: Senior Vice President General Counsel &
Corporate Secretary