

VENTAS INC
Form 3
May 16, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|--|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â LFCM Holdings LLC</p> <p>(Last) (First) (Middle)</p> <p>30 ROCKEFELLER PLAZA</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10020</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/12/2011</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>VENTAS INC [VTR]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 24,958,543 <u>(3)</u> | I <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> | See Footnote <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

| Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|
|---------------------|--------------------|----------------------------------|----------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LFCM Holdings LLC 30 ROCKEFELLER PLAZA NEW YORK, NY 10020 | Â | Â X | Â | Â |
| Lazard Alternative Investments Holdings LLC 30 ROCKEFELLER PLAZA NEW YORK, NY 10020 | Â | Â X | Â | Â |

Signatures

LAZARD ALTERNATIVE INVESTMENTS HOLDINGS LLC By: /s/James V. Hansford,
Chief Financial Officer 05/16/2011

__Signature of Reporting Person Date

LFCM HOLDINGS LLC By: /s/James V. Hansford, Chief Financial Officer 05/16/2011

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This statement is being filed jointly by (i) Prometheus Senior Quarters LLC, a Delaware limited liability company ("Prometheus"), (ii) Lazard Senior Housing Partners LP, a Delaware limited partnership ("LSHP"), (iii) LSHP Coinvestment Partnership I LP, a Delaware limited partnership ("LSHP Coinvest"), (iv) LFSRI II-CADIM Alternative Partnership L.P., a Delaware limited partnership, (v) LF Strategic Realty Investors II L.P., a Delaware limited partnership, (vi) LFSRI II Alternative Partnership L.P., a Delaware limited partnership, (vii) Lazard Freres Real Estate Investors L.L.C., a New York limited liability company ("LFREI"), (viii) Lazard Senior Housing Partners GP LLC, a Delaware limited liability company ("LSHP GP"),

(2) [continued from Footnote 1](ix) LSHP Coinvestment I GP LLC, a Delaware limited liability company ("LSHP Coinvest GP"), (x) Lazard Alternative Investments LLC, a Delaware limited liability company ("LAI"), (xi) Lazard Alternative Investments Holdings LLC, a Delaware limited liability company ("LAI Holdings"), and (xii) LFCM Holdings LLC, a Delaware limited liability company (collectively, the "Reporting Persons"). As a result of the 10 Reporting Person per joint filing limitation of the electronic system, this Form 3 is being filed in duplicate (10 Reporting Persons have filed on this Form 3 and 2 Reporting Persons have filed on a duplicate Form 3).

(3) On May 12, 2011, Prometheus, LSHP and LSHP Coinvest were issued 17,928,146, 5,813,718 and 1,216,679 shares, respectively (in the aggregate, the "Merger Shares"), of common stock, par value \$0.25 ("Common Stock"), of Ventas, Inc., a Delaware corporation (the "Issuer"), in connection with the Issuer's acquisition of substantially all of the real estate assets of Atria Senior Living Group, Inc, a Delaware corporation, One Lantern Senior Living Inc, a Delaware corporation, and LSHP Coinvestment I Inc., a Delaware corporation.

(4) The Managing Members of Prometheus are LFSRI II-CADIM Alternative Partnership L.P., LF Strategic Realty Investors II L.P. and LFSRI II Alternative Partnership L.P. and LFREI is the general partner of each such limited partnership. LSHP GP is the general partner of LSHP. LSHP Coinvest GP is the general partner of LSHP Coinvest. LAI is the Managing Member of each of LFREI, LSHP GP and LSHP Coinvest GP. LAI is a wholly owned subsidiary of LAI Holdings, which is a wholly owned subsidiary of LFCM Holdings LLC.

(5) On May 12, 2011, the Funds and the Issuer entered into an agreement pursuant to which the Funds, collectively, have the right to designate one individual for nomination to the board of directors of the Issuer for so long as the Funds and certain transferees collectively beneficially own Merger Shares representing 3% or more of the outstanding shares of the Common Stock.

(6) The Merger Shares beneficially owned by Prometheus may be deemed to be beneficially owned by each of LFSRI II-CADIM Alternative Partnership L.P., LF Strategic Realty Investors II L.P. and LFSRI II Alternative Partnership L.P., as its Managing Members, and by LFREI, as their general partner. The Merger Shares beneficially owned by LSHP may be deemed to be beneficially owned by LSHP GP,

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as its general partner. The Merger Shares beneficially owned by LSHP Coinvest may be deemed to be beneficially owned by LSHP Coinvest GP, as its general partner. LAI (as the Managing Member of each of LFREI, LSHP GP and LSHP Coinvest GP), LAI Holdings (as the parent of LAI), and LFCM Holdings LLC (as the parent of LAI Holdings and the ultimate parent of LAI) may be deemed to beneficially own all of the Merger Shares. Each of the Reporting Persons expressly disclaims beneficial ownership of the Merger Shares, except to the extent of its pecuniary interest therein, if any.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential 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 number.