

Lazard Senior Housing Partners LP
 Form 4
 January 05, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person *
PROMETHEUS SENIOR QUARTERS LLC

(Last) (First) (Middle)

30 ROCKEFELLER PLAZA

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VENTAS INC [VTR]

3. Date of Earliest Transaction (Month/Day/Year)
 01/03/2012

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___ Officer (give title below) ___X___ Other (specify below)

See Footnotes 8, 9 and 10

6. Individual or Joint/Group Filing (Check Applicable Line)

___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | Footnote |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) |
| Common Stock | 01/03/2012 | | S | | 21,070,658 | D | \$ 53.45 | I (3) (4) (5) (6) |
| | | | | | | | | (3) (4) (5) (6) (3) (4) (5) (6) |

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

Persons who 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.

SEC 1474 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|---------------------------|
| | Director | 10% Owner | Officer | Other |
| PROMETHEUS SENIOR QUARTERS LLC 30 ROCKEFELLER PLAZA NEW YORK, NY 10020 | | | | See Footnotes 8, 9 and 10 |
| Lazard Senior Housing Partners LP 30 ROCKEFELLER PLAZA NEW YORK, NY 10020 | | | | See Footnotes 8, 9 and 10 |
| LSHP Coinvestment Partnership I LP 30 ROCKEFELLER PLAZA NEW YORK, NY 10020 | | | | See Footnotes 8, 9 and 10 |
| LFSRI II CADIM ALTERNATIVE PARTNERSHIP L P 30 ROCKEFELLER PLAZA NEW YORK, NY 10020 | | | | See Footnotes 8, 9 and 10 |
| LF STRATEGIC REALTY INVESTORS II L P 30 ROCKEFELLER PLAZA NEW YORK, NY 10020 | | | | See Footnotes 8, 9 and 10 |
| LFSRI II ALTERNATIVE PARTNERSHIP L P 30 ROCKEFELLER PLAZA NEW YORK, NY 10020 | | | | See Footnotes 8, 9 and 10 |
| LAZARD FRERES REAL ESTATE INVESTORS LLC 30 ROCKEFELLER PLAZA NEW YORK, NY 10020 | | | | See Footnotes 8, 9 and 10 |
| Lazard Senior Housing Partners GP LLC 30 ROCKEFELLER PLAZA NEW YORK, NY 10020 | | | | See Footnotes 8, 9 and 10 |

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| LSHP Coinvestment I GP LLC 30 ROCKEFELLER PLAZA NEW YORK, NY 10020 | See Footnotes 8, 9 and 10 |
| Lazard Alternative Investments LLC 30 ROCKEFELLER PLAZA NEW YORK, NY 10020 | See Footnotes 8, 9 and 10 |

Signatures

| | |
|--|------------|
| PROMETHEUS SENIOR QUARTERS LLC, By: Lazard Freres Real Estate Investors L.L.C., the General Partner of its Managing Members, /s/ By: Matthew J. Lustig, Managing Principal | 01/05/2012 |
| __Signature of Reporting Person | Date |
| LAZARD SENIOR HOUSING PARTNERS LP, By: Lazard Senior Housing Partners GP LLC, its General Partner, /s/ By: Matthew J. Lustig, Managing Principal and CEO | 01/05/2012 |
| __Signature of Reporting Person | Date |
| LSHP COINVESTMENT PARTNERSHIP I LP, By: LSHP Coinvestment I GP LLC, its General Partner, /s/ By: Matthew J. Lustig, Managing Principal and CEO | 01/05/2012 |
| __Signature of Reporting Person | Date |
| LFSRI II-CADIM ALTERNATIVE PARTNERSHIP L.P., By: Lazard Freres Real Estate Investors L.L.C., its General Partner, /s/ By: Matthew J. Lustig, Managing Principal | 01/05/2012 |
| __Signature of Reporting Person | Date |
| LF STRATEGIC REALTY INVESTORS II L.P., By: Lazard Freres Real Estate Investors L.L.C., its General Partner, /s/ By: Matthew J. Lustig, Managing Principal | 01/05/2012 |
| __Signature of Reporting Person | Date |
| LFSRI II ALTERNATIVE PARTNERSHIP L.P., By: Lazard Freres Real Estate Investors L.L.C., its General Partner, /s/ By: Matthew J. Lustig, Managing Principal | 01/05/2012 |
| __Signature of Reporting Person | Date |
| LAZARD FRERES REAL ESTATE INVESTORS L.L.C., /s/ By: Matthew J. Lustig, Managing Principal | 01/05/2012 |
| __Signature of Reporting Person | Date |
| LAZARD SENIOR HOUSING PARTNERS GP LLC, /s/ By: Matthew J. Lustig, Managing Principal and CEO | 01/05/2012 |
| __Signature of Reporting Person | Date |
| LSHP COINVESTMENT I GP LLC, /s/ By: Matthew J. Lustig, Managing Principal and CEO | 01/05/2012 |
| __Signature of Reporting Person | Date |
| LAZARD ALTERNATIVE INVESTMENTS LLC, /s/ By: Matthew J. Lustig, Managing Director | 01/05/2012 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).

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- (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" and, together with Prometheus and LSHP, the "Funds"), (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"),
- [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 (all of such entities are collectively referred to as the "Reporting Persons"). As a result of the 10 Reporting Person per joint filing limitation of the electronic system, this Form 4 is being filed in duplicate (10 Reporting Persons have filed on this Form 4 and 2 Reporting Persons have filed on a duplicate Form 4).
- (2) On January 3, 2012, Ventas, Inc., a Delaware corporation (the "Issuer"), the Funds and Citigroup Global Markets Inc. (the "Underwriter"), entered into an underwriting agreement, dated January 3, 2012 (the "Underwriting Agreement"), pursuant to which
- (3) Prometheus, LSHP and LSHP Coinvest, severally and not jointly, agreed to sell 15,135,412, 4,908,094, and 1,027,152 shares of common stock of the Issuer ("Common Stock"), respectively, at a price per share of \$53.45 and to settle the sale transactions on January 9, 2012.
- (4) Following the transfer described in Footnote 3, Prometheus, LSHP and LSHP Coinvest will be the holders of record of 2,656,006, 861,287 and 180,248 shares of Common Stock, respectively.
- (5) The shares of Common Stock 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 shares of Common Stock beneficially owned by LSHP may be deemed to be beneficially owned by LSHP GP, as its general partner. The shares of Common Stock beneficially owned by LSHP Coinvest may be deemed to be beneficially owned by LSHP Coinvest GP, as its general partner.
- [continued from Footnote 5] 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 Lazard Alternative Investments Holdings LLC and the ultimate parent of
- (6) LAI) may be deemed to beneficially own the shares of Common Stock beneficially owned by the Funds. Each of the Reporting Persons expressly disclaims beneficial ownership of the shares of Common Stock reported herein, except to the extent of its pecuniary interest therein, if any.
- (7) The Form 4 filed by the Reporting Persons on May 16, 2011 (the "May 2011 Form 4") contained a typographical error and mistakenly reported that 61,534 shares of Common Stock were awarded by Atria Senior Living, Inc., a Delaware corporation and an affiliate of the Funds ("ASLI"), to certain employees of ASLI in connection with its incentive compensation arrangements. Only 61,309 shares were awarded. As a result, Prometheus, LSHP and LSHP Coinvest could be deemed to beneficially own an additional 162, 52 and 11 shares of Common Stock, respectively, than what was reported in the May 2011 Form 4 and in a subsequent Form 4 filed by the Reporting Persons on November 2, 2011.
- (8) On May 13, 2011, Matthew J. Lustig was appointed to the board of directors of the Issuer pursuant to an agreement, dated May 12, 2011 between the Funds and the Issuer that provides the Funds, collectively, with the right to designate one individual for nomination to the board of directors of the Issuer (the "Issuer's Board") for so long as the Funds and certain transferees collectively beneficially own Merger Shares (as defined below) representing 3% or more of the outstanding shares of the Common Stock. Mr. Lustig is a Managing Director of LAI, Managing Principal of LFREI, and Managing Principal and Chief Executive Officer of each of LSHP GP and LSHP Coinvest GP. As a result of the sale transactions reported herein, the Funds no longer own Merger Shares representing 3% or more of the outstanding shares of Common Stock; and therefore, the Funds no longer have a right to designate a nominee to the Issuer's Board.
- (9) [continued from Footnote 8] "Merger Shares" means the shares of Common Stock issued to the Funds on May 12, 2011 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.
- (10) This filing shall not be deemed an admission that the Reporting Persons are required to file reports with respect to the Issuer for purposes of, or are otherwise subject to, Section 16 of the Exchange Act.

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.