

AMERICAN HEALTHCARE REIT, INC.

FORM 8-K (Current report filing)

Filed 03/04/16 for the Period Ending 02/29/16

Address	18191 VON KARMAN AVENUE SUITE 300 IRVINE, CA, 92612
Telephone	949-270-9200
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Sector	Financials
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**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 29, 2016**

Griffin-American Healthcare REIT IV, Inc.

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction
of incorporation)

333-205960 (1933 Act)

(Commission
File Number)

47-2887436

(I.R.S. Employer
Identification No.)

**18191 Von Karman Avenue, Suite 300
Irvine, California**

(Address of principal executive offices)

92612

(Zip Code)

Registrant's telephone number, including area code: **(949) 270-9200**

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))
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Item 8.01 Other Events.

On February 29, 2016, Jeffrey T. Hanson, our Chairman and Chief Executive Officer and a founding principal of American Healthcare Investors, LLC, or American Healthcare Investors, one of our co-sponsors, Danny Prosky, our President, Chief Operating Officer, Interim Chief Financial Officer and a founding principal of American Healthcare Investors, and Mathieu B. Streiff, our Executive Vice President and General Counsel and the third founding principal of American Healthcare Investors, each executed executive stock purchase plans, or the Executive Stock Purchase Plans.

Pursuant to the Executive Stock Purchase Plans, Messrs. Hanson, Prosky and Streiff have irrevocably agreed to invest 100% of all of their net after-tax base salary and cash bonus compensation earned as employees of American Healthcare Investors directly into shares of our common stock. These purchases shall commence after we break escrow and accept our first public investors. The Executive Stock Purchase Plans terminate on December 31, 2016 or earlier upon the occurrence of certain events, unless otherwise renewed or extended.

On February 29, 2016, three Executive Vice Presidents of American Healthcare Investors, including Stefan K.L. Oh, who also serves as our Executive Vice President of Acquisitions, also entered into stock purchase plans, or the Stock Purchase Plans, whereby each individual irrevocably agreed to invest a portion of their net after-tax base salary or a portion of their net after-tax base salary and cash bonus compensation, ranging from 10% to 15%, as employees of American Healthcare Investors directly into our shares of common stock. These purchases shall commence after we break escrow and accept our first public investors. The Stock Purchase Plans terminate on December 31, 2016 or earlier upon the occurrence of certain events, unless otherwise renewed or extended.

The shares of common stock will be purchased pursuant to the Executive Stock Purchase Plans and Stock Purchase Plans at a price of \$9.60 per share.

Additionally, Messrs. Hanson, Prosky and Streiff, along with a subscription made indirectly by Kevin A. Shields, Chairman and Chief Executive Officer of Griffin Capital Corporation, our other co-sponsor, have collectively subscribed for a total investment of \$1,000,000 directly into our company by purchasing shares of our common stock. This initial subscription is in addition to the ongoing stock purchases that Messrs. Hanson, Prosky and Streiff will make through the Executive Stock Purchase Plans described above.

On March 4, 2016, American Healthcare Investors issued a press release announcing the Executive Stock Purchase Plans and Stock Purchase Plans, as described above. The press release also announced the additional subscription for a total investment of \$1,000,000 made by Messrs. Hanson, Prosky, Streiff and Shields into shares of our company. A copy of the press release, which is hereby incorporated into this Item 8.01 in its entirety, is attached to this Current Report on Form 8-K as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	American Healthcare Investors, LLC Press Release, dated March 4, 2016

SIGNATURES

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.

March 4, 2016

Griffin-American Healthcare REIT IV, Inc.

By: /s/ Jeffrey T. Hanson

Name: Jeffrey T. Hanson

Title: Chief Executive Officer

Exhibit Index

Exhibit No.	Description
99.1	American Healthcare Investors, LLC Press Release, dated March 4, 2016



Damon Elder
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 (949) 270-9207

American Healthcare Investors' Executive Team Enters Into Griffin-American Healthcare REIT IV Stock Purchase Plans

IRVINE, Calif. (March 4, 2016) - American Healthcare Investors, one of the world's most active investors and largest managers of healthcare real estate, announced today that its three founding principals, Jeff Hanson, Danny Prosky and Mathieu Streiff, along with the company's executive vice presidents, have entered into irrevocable stock purchase plans applicable to the recently launched Griffin-American Healthcare REIT IV.

Under the terms of the plans, Hanson, Prosky and Streiff have agreed to invest 100 percent of the after-tax cash compensation (salary and annual bonus) they receive as executives of American Healthcare Investors, the REIT's co-sponsor, directly into common stock of the REIT. Hanson serves as chairman of the board and chief executive officer of Griffin-American Healthcare REIT IV, Prosky serves as the REIT's president and chief operating officer and Streiff serves as its executive vice president and general counsel. Hanson, Prosky, Streiff and Kevin Shields, chairman and CEO of Griffin Capital Corporation, the REIT's other co-sponsor, have subscribed for initial investments totaling \$1 million ⁽¹⁾ into the REIT to be amongst its first individual investors. This initial subscription is in addition to the ongoing stock purchases that Hanson, Prosky and Streiff will make through their stock purchase plans.

Additionally, the three executive vice presidents of American Healthcare Investors have also entered into stock purchase plans wherein they invest a portion of their after-tax cash compensation (salary or salary and annual bonus), ranging between 10 percent to 15 percent, into shares of Griffin-American Healthcare REIT IV.

"We share a fundamental belief that executives responsible for the management of an investment on behalf of stockholders should make considerable personal monetary investments that align their interests with those of the stockholders," said Hanson. "Over the course of our history, our executive team has proudly invested significant percentages of our individual net worth into the REITs we sponsor, an industry leading practice that should be the norm, rather than the exception. In fact, co-sponsor insiders have invested nearly \$30 million in their prior two REITs, Griffin-American Healthcare REIT II and Griffin-American Healthcare REIT III, on a combined basis."

The plans, as disclosed in a filing by Griffin-American Healthcare REIT IV with the U.S. Securities and Exchange Commission, state that investments will begin after the REIT breaks escrow and accepts its first public investors. The plans will remain in effect until the end of 2016, as the plans must be renewed on an annual basis, or earlier upon the occurrence of certain events. All of the personnel who have entered into the stock purchase plans have expressed their intention to renew the plans on an annual basis at the end of 2016.

⁽¹⁾ Includes \$250,000 subscribed by Mr. Shields indirectly through an entity in which he owns controlling interest.

About American Healthcare Investors, LLC

American Healthcare Investors is an investment management firm that specializes in the acquisition and management of healthcare-related real estate. One of the world's largest managers of healthcare real estate, the company oversees a 29 million-square-foot portfolio valued at approximately \$8 billion, based on aggregate purchase price, on behalf of multiple investment programs that include thousands of individual and institutional investors. As of Feb. 1, 2016, this international portfolio includes approximately 590 buildings comprised of medical office buildings, hospitals, senior housing, skilled nursing facilities and integrated senior care campuses located throughout the United States and the United Kingdom. The company and its principals have completed in excess of \$23 billion in aggregate acquisition and disposition transactions, approximately \$13 billion of which have been healthcare-related. American Healthcare Investors is committed to providing investors with access to the potential benefits that healthcare-related real estate ownership can provide. For more information regarding American Healthcare Investors, please visit www.AmericanHealthcareInvestors.com.

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This release contains certain forward-looking statements with respect to American Healthcare Investors personnel's desire to renew their stock purchase plans. Because such statements include risks, uncertainties and contingencies, actual results may differ materially from those expressed or implied by such forward-looking statements. Forward-looking statements in this document speak only as of the date on which such statements were made, and undue reliance should not be placed on such statements. We undertake no obligation to update any such statements that may become untrue because of subsequent events.