

AMERICAN HEALTHCARE REIT, INC.

FORM 8-K (Current report filing)

Filed 04/11/23 for the Period Ending 04/06/23

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|-------------|---|
| Address | 18191 VON KARMAN AVENUE SUITE 300 IRVINE, CA, 92612 |
| Telephone | 949-270-9200 |
| CIK | 0001632970 |
| Symbol | AHRT |
| SIC Code | 6798 - Real Estate Investment Trusts |
| Industry | Specialized REITs |
| Sector | Financials |
| Fiscal Year | 12/31 |

**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): **April 6, 2023**

American Healthcare REIT, Inc.

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction
of incorporation)

000-55775

(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))

Securities registered pursuant to Section 12(b) of the Act:

| <u>Title of each class</u> | <u>Trading Symbol(s)</u> | <u>Name of each exchange on which registered</u> |
|----------------------------|--------------------------|--|
| None | None | None |

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.

(b) On April 6, 2023, Harold H. Greene, Gerald W. Robinson and J. Grayson Sanders, independent directors of American Healthcare REIT, Inc. (the “Company”), notified the Company of their respective intent to retire from the Company’s Board of Directors effective as of June 14, 2023. The decision of each of Messrs. Greene, Robinson and Sanders to retire was not a result of any disagreement with the Company or any matter relating to the Company’s operations, policies or practices.

Item 7.01 Regulation FD Disclosure.

On April 11, 2023, the Company issued a press release regarding the Company’s refreshment of its board of directors. A copy of the press release, which is hereby incorporated into this filing in its entirety, is attached to this Current Report on Form 8-K as Exhibit 99.1.

The information furnished under this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be “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.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|----------------------|---|
| 99.1 | Press Release, dated April 11, 2023 |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

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.

April 11, 2023

American Healthcare REIT, Inc.

By: /s/ Danny Prosky

Name: Danny Prosky

Title: Chief Executive Officer and President



Contact: Conor Wagner
SVP, Investor Relations & Finance
(949) 270-9200
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American Healthcare REIT Announces Retirement of Three Independent Directors in Connection with Board Refreshment

IRVINE, Calif. (Apr. 11, 2023) – American Healthcare REIT, Inc. (the "Company"), a self-managed, publicly registered, real estate investment trust, announced today that independent directors Harold ("Hal") H. Greene, Gerald ("Bill") W. Robinson and J. Grayson Sanders will retire from the Company's board of directors (the "Board") effective as of June 14, 2023 and therefore will not stand for re-election. All three directors began serving in 2014 as directors of Griffin-American Healthcare REIT III, Inc., which merged with Griffin-American Healthcare REIT IV, Inc. in October 2021 to form American Healthcare REIT.

"Hal, Bill and Grayson have been tremendous directors and contributors to our Board. For the past nine years, they have been steadfast in their dedication to the success of the Company and its predecessor and have overseen exceptional growth during their tenure. We thank them for their service on behalf of our stockholders and wish them the best," said Jeff Hanson, the Company's chairman of the Board.

The retirement is part of the Company's broader Board refreshment initiative which has included the appointment of three new independent directors — Scott A. Estes (August 2022), Marvin R. O'Quinn (January 2023), and Valerie Richardson (January 2023). Mr. Estes is a highly experienced former healthcare REIT executive who previously served as the chief financial officer of Welltower Inc. (NYSE: WELL) for more than a decade. Mr. O'Quinn has deep expertise in the healthcare space, having held leadership positions at several prominent healthcare companies, including his current position as chief operating officer of CommonSpirit Health—one of the nation's largest nonprofit healthcare systems, with more than 1,000 care sites and 140 hospitals. Ms. Richardson is a long-time real estate industry veteran currently serving as the chief operating officer of ICSC, a professional trade organization with approximately 50,000 members serving the retail marketplaces industry. She draws on her experience serving on the board of directors of well-respected Kimco Realty Corporation (NYSE: KIM), North

America's largest publicly traded owner and operator of open-air, grocery-anchored shopping centers, and a growing portfolio of mixed-use assets.

"We have great appreciation for all three retiring directors and the time they spent with our newly appointed independent directors to ensure their success. They will leave us in good hands as our continuing board of directors will consist of proven leaders in healthcare, real estate, and the publicly-listed markets. They bring a seasoned and diverse perspective on our business that will serve the Company well as we seek to maximize value on behalf of stockholders," said Danny Prosky, the Company's president, chief executive officer and director.

After the retirement of Messrs. Greene, Robinson and Sanders, the Company's Board will consist of nine directors. Six of these directors are independent, including three who were appointed in the last year.

About American Healthcare REIT, Inc.

American Healthcare REIT, Inc., a self-managed, publicly registered, healthcare real estate investment trust, owns and/or operates a diverse portfolio of healthcare real estate assets totaling approximately 19.9 million square feet, with a gross investment value of approximately \$4.4 billion. As of December 31, 2022, this international portfolio included 314 properties comprised of medical office buildings, senior housing communities, skilled nursing facilities, and other real estate-related investments across 36 states, the United Kingdom and the Isle of Man. For more information, please visit www.AmericanHealthcareREIT.com.