

# AMERICAN HEALTHCARE REIT, INC.

Reported by  
**PROSKY DANNY**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/05/21 for the Period Ending 10/01/21

Address	18191 VON KARMAN AVENUE SUITE 300 IRVINE, CA, 92612
Telephone	949-270-9200
CIK	0001632970
Symbol	AHRT
Fiscal Year	12/31

# FORM 4

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

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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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Prosky Danny</b>  (Last) (First) (Middle)  <b>C/O AMERICAN HEALTHCARE REIT, INC., 18191 VON KARMAN AVE., STE. 300</b>  (Street)  <b>IRVINE, CA 92612</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>American Healthcare REIT, Inc.   NONE</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="margin-left: 100px;"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="margin-left: 100px;"><input type="checkbox"/> Other (specify below)</span> <b>CEO &amp; President</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>10/1/2021</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class I Common Stock	10/1/2021		A		205471	A	(1)	323946	I	By Danny and Zohar Prosky Family Rev Trust UA DTD 08/16/2011 (1)
Class I Common Stock	10/1/2021		A		20591	A	(1)	20591	I	Griffin-American Healthcare REIT III Advisor, LLC (1)
Class I Common Stock	10/1/2021		J		20591	D	\$9.22	0	I	Griffin-American Healthcare REIT III Advisor, LLC (4)
Class T Common Stock	10/1/2021		J		20833	D	\$9.22	0	I	By Griffin-American Healthcare REIT IV Advisor, LLC (5)
Class T Common Stock	10/4/2021		A		162690 (6)	A	\$0	162690	D	
Class T Common Stock								48339	I	By Danny and Zohar Prosky Family Rev Trust UA DTD 08/16/2011 (1)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

**Explanation of Responses:**

(1) Reflects the acquisition of shares of the Issuer's common stock in connection with the merger (the "Merger") of Griffin-American Healthcare REIT III, Inc.

("GAHR III") with and into Continental Merger Sub, LLC, a wholly-owned subsidiary of American Healthcare REIT, Inc. ("AHR"). In the Merger, each share of GAHR III's common stock, par value \$0.01 per share, was converted into the right to receive 0.9266 shares of the Issuer's Class I common stock, par value \$0.01 per share ("AHR Class I Common Stock"). There is no established market for shares of AHR Class I Common Stock. On March 18, 2021, the board of directors of AHR approved an estimated value per share of AHR Class I Common Stock of \$9.22.

- (2) The reported shares of Class I common stock are held directly by Danny & Zohar Prosky Family Rev Trust UA DTD 08/16/2011, and indirectly by Danny Prosky and Zohar Prosky, Trustees.
- (3) The reported shares of common stock are owned by Griffin-American Healthcare REIT III Advisor, LLC ("GAHRIII Advisor"), which is 75% owned and managed by wholly owned subsidiaries of American Healthcare Investors, LLC ("American Healthcare Investors"). Mr. Prosky serves as a managing director of American Healthcare Investors, and as such, may be deemed to be the beneficial owner of such common stock. Mr. Prosky disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (4) In connection with the Merger, after the shares of common stock owned by GAHRIII Advisor were converted into the right to receive AHR Class I Common Stock pursuant to footnote (1) above, the shares owned by GAHRIII Advisor were then redeemed by the Issuer for \$9.22 per share. GAHRIII Advisor is 75% owned and managed by wholly owned subsidiaries of American Healthcare Investors. Mr. Prosky serves as a managing director of American Healthcare Investors, and as such, may be deemed to have been the beneficial owner of such common stock. Mr. Prosky disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (5) In connection with the Merger, the shares owned by Griffin-American Healthcare REIT IV Advisor, LLC ("GAHRIV Advisor") were redeemed by the Issuer for \$9.22 per share. Mr. Prosky serves as a managing director of American Healthcare Investors, the managing member of GAHRIV Advisor, and as such, may be deemed to have been the beneficial owner of such common stock. Mr. Prosky disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (6) The Reporting Person was granted 162,690 shares of restricted Class T common stock on October 4, 2021. The shares of restricted Class T common stock vest in three equal annual installments on October 1, 2022, October 1, 2023 and October 1, 2024 (subject to continuous employment through each vesting date).
- (7) The reported shares of Class T common stock are held directly by Danny & Zohar Prosky Family Rev Trust UA DTD 08/16/2011, and indirectly by Danny Prosky and Zohar Prosky, Trustees.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Prosky Danny</b> <b>C/O AMERICAN HEALTHCARE REIT, INC.</b> <b>18191 VON KARMAN AVE., STE. 300</b> <b>IRVINE, CA 92612</b>	<b>X</b>		<b>CEO &amp; President</b>	

#### Signatures

/s/ DANNY PROSKY

10/5/2021

\*\*Signature of Reporting Person

Date

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

\* 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).

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

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