

# AMERICAN HEALTHCARE REIT, INC.

## **FORM 8-K** (Current report filing)

Filed 01/10/23 for the Period Ending 01/06/23

Address	18191 VON KARMAN AVENUE SUITE 300 IRVINE, CA, 92612
Telephone	949-270-9200
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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): **January 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.**

On January 6, 2023, our board of directors, or our Board, increased the size of our Board to 12 members and appointed Marvin R. O’Quinn and Valerie Richardson to fill the two outstanding vacancies on our Board effective January 10, 2023. Additionally, our Board appointed Mr. O’Quinn to serve as a member of the compensation committee of our Board, or our Compensation Committee, and Ms. Richardson to serve as a member of our nominating and corporate governance committee of our Board, or our Nominating and Corporate Governance Committee. Mr. O’Quinn and Ms. Richardson will serve as directors until our company’s next annual meeting of stockholders and until their respective successors are duly elected and qualify. Both Mr. O’Quinn and Ms. Richardson satisfy the independent director standards applicable to our company and, as independent directors and a member of our Compensation Committee or our Nominating and Corporate Governance Committee, respectively, will receive the same compensation and reimbursement of expenses that our company pays to each of our independent directors and members of our Compensation Committee or our Nominating and Corporate Governance Committee; provided, however, that such compensation paid with respect to their services as independent directors and members of our Compensation Committee or our Nominating and Corporate Governance Committee until our company’s next annual meeting of stockholders shall be prorated for the term in which they serve as independent directors and members of our Compensation Committee or our Nominating and Corporate Governance Committee. In addition, our company entered into the standard indemnification agreement for our company’s independent directors with each of Mr. O’Quinn and Ms. Richardson, the form of which is filed as Exhibit 10.1 to our company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on October 1, 2021.

Biographical information for Mr. O’Quinn and Ms. Richardson are included below.

**Marvin R. O’Quinn, 70.** Mr. O’Quinn has served as the President and Chief Operating Officer of CommonSpirit Health located in Chicago, Illinois, since February 2019, where he spearheaded the growth and policy development of a health system resulting from the merger of Dignity Health and Catholic Health Initiatives that included 140 hospitals, approximately 150,000 employees and \$30 billion in annual revenue. From January 2009 until February 2019, Mr. O’Quinn served as the Senior Executive Vice President and Chief Operating Officer of Dignity Health, a not-for-profit corporation with corporate offices in San Francisco, California, that operated hospitals and ancillary care centers located in California, Arizona and Nevada. He also served as President and Chief Executive Officer of Jackson Health System in Miami, Florida, from 2003 to 2009. Prior to that, Mr. O’Quinn served as Executive Vice President and Chief Operating Officer of Atlantic Health System in Florham Park, New Jersey, from 2000 until 2003. Mr. O’Quinn also held executive positions with New York Presbyterian Health System, located in New York, New York, as well as Providence Medical Center and Providence Milwaukie Hospital, located in Portland, Oregon. Additionally, throughout his career, Mr. O’Quinn held key positions within other hospitals and medical centers throughout the northwest, including Legacy Emanuel Hospital & Health Center, Williamette Falls Hospital, Valley Children’s Hospital and Harborview Medical Center. Mr. O’Quinn also currently serves as chairman of the board of directors for Dignity Health Global Education, headquartered in Phoenix, Arizona, and holds board appointments with First Initiatives Insurance, Ltd., a captive insurance company headquartered in Englewood, Colorado, that serves CommonSpirit Health, and Premier, Inc. (NASDAQ: PINC), located in Charlotte, North Carolina, a Nasdaq-listed healthcare improvement company that completed its initial public offering in October 2013. Mr. O’Quinn holds a master’s degree in Health Administration and a bachelor’s degree in Science and Biology from the University of Washington.

**Valerie Richardson, 64.** Ms. Richardson has served as the Chief Operating Officer of the International Council of Shopping Centers, or ICSC, a professional trade organization serving the retail marketplaces industry, located in New York, New York, since February 2021. She previously served as the Vice President of Real Estate for The Container Store, Inc., located in Coppell, Texas, where she led its real estate team for over 20 years from September 2000 until February 2021. Before joining The Container Store, Inc. in the fall of 2000, she also served as Senior Vice President – Real Estate and Development for Ann Taylor, Inc., headquartered in New York, New York, where she administered the company’s store expansion strategy for Ann Taylor and Ann Taylor Loft. Prior to that, Ms. Richardson was Vice President of Real Estate and Development of Barnes & Noble, Inc., the country’s largest bookselling retailer. Ms. Richardson began her real estate career at Trammell Crow Company, a Dallas-based real estate developer, where she became a Partner in its Shopping Center Division. Additionally, since 2018, Ms. Richardson has also served as a member of the Board of Directors for Kimco Realty Corporation (NYSE: KIM), North America’s largest publicly traded owner and operator of open-air, grocery-anchored shopping and mixed-use centers, where she also serves as a member of its Audit, Executive Compensation and Nominating and Corporate Governance Committees. Since 2004, Ms. Richardson has been a member of the Board of Trustees of ICSC and was elected as ICSC Vice-Chairperson for the 2017 to 2018 term and Chairperson for the 2018 to 2019 term. She also served on the Board of the ICSC Foundation from 2011 to 2019, and as a Trustee at Baylor Scott & White Medical Center – Plano from 2010 to 2016. Ms. Richardson earned an M.B.A. in Real Estate from the University of North Texas and a B.S. in Education from Texas State University.

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**Item 7.01 Regulation FD Disclosure.**

On January 10, 2023, our company issued a press release regarding the appointments of Mr. O’Quinn and Ms. Richardson as members of our Board. 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>
<a href="#">99.1</a>	<a href="#">Press Release, dated January 10, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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## 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.

*January 10, 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  
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## **American Healthcare REIT Appoints Marvin O’Quinn and Valerie Richardson to Board of Directors**

IRVINE, Calif. (Jan. 10, 2023) – American Healthcare REIT, Inc., a self-managed, publicly registered, real estate investment trust, announced today the appointments of Marvin O’Quinn and Valerie Richardson to the company’s board of directors, effective January 10, 2023. O’Quinn and Richardson bring extensive experience in their respective fields of healthcare and commercial real estate that will complement the experience of the company’s existing board of directors. O’Quinn and Richardson will each serve as independent directors of the company with O’Quinn also serving as a member of the compensation committee and Richardson serving as a member of the nominating and corporate governance committee.

“We are pleased to welcome Marvin O’Quinn and Valerie Richardson to the American Healthcare REIT board,” said Danny Prosky, president, chief executive officer and director. “Marvin and Valerie, proven leaders in their fields, are tremendous additions to our board of directors and will be valuable contributors as we pursue our strategic plan on behalf of our stockholders.”

O’Quinn is highly experienced in U.S. healthcare and brings valuable insight into matters relating to the U.S. healthcare delivery system that impacts many of the company’s investments and partners. Since February 2019, O’Quinn has served as the president and 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 in 21 states — which was created by the merger of Dignity Health and Catholic Health Initiatives. In this role, O’Quinn spearheaded the growth and policy development of a health system with approximately 150,000 employees. Prior to such merger, from January 2009 to February 2019, O’Quinn served as the senior executive vice president and chief operating officer of Dignity Health, a not-for-profit corporation with corporate offices in San Francisco, California that operated hospitals and ancillary care centers located in California, Arizona and Nevada. Throughout his career, O’Quinn has also held key positions within other hospitals and medical centers in the northwest, including Legacy Emanuel Hospital & Health Center, Willamette Falls Hospital, Valley Children’s Hospital and Harborview Medical Center. Additionally, O’Quinn serves as chairman of the board of directors for Dignity Health Global Education and as a member of the board of directors of First Initiatives Insurance, Ltd., a captive insurance company that serves CommonSpirit Health, and Premier, Inc., (NASDAQ: PINC), a Nasdaq-listed healthcare improvement company.

Richardson will draw on her prior public REIT board experience and extensive experience in various commercial real estate matters — particularly with respect to the retail sector — to provide valuable insight to the company’s board of directors and management team. Richardson has served as the chief operating officer of ICSC, a professional trade organization with approximately 50,000 members serving the retail marketplaces industry, located in New York, New York, since February 2021. She previously served as the vice president of real estate for The Container Store, Inc., located in Coppell, Texas, where she led its real estate team for 20 years from September 2000 until February 2021. Before joining The Container Store, Inc., she served as senior vice president – real estate and development for Ann Taylor, Inc., where she administered the company’s store expansion strategy for its Ann Taylor and Loft stores. Richardson also served

as vice president of real estate and development of Barnes & Noble, Inc., the country's largest bookselling retailer. Additionally, since 2018, Richardson has served as a member of the board of directors for Kimco Realty Corporation (NYSE: KIM), North America's largest publicly traded owner and operator of open-air, grocery-anchored shopping and mixed-use centers, where she also serves as a member of its audit, executive compensation and nominating and corporate governance committees. Since 2004, Richardson has been a member of the board of trustees of ICSC and was elected as ICSC vice-chairperson for the 2017 to 2018 term and as chairperson for the 2018 to 2019 term. She also served on the board of the ICSC Foundation from 2011 to 2019, and as a trustee at Baylor Scott & White Medical Center — Plano from 2010 to 2016.

“Our board selected Marvin and Valerie to serve as directors based on their proven track records in the healthcare and real estate industries, respectively. Marvin has gained an extensive understanding of the healthcare sector through his more than 40-year career, and his valuable industry knowledge will greatly serve our stockholders. Valerie's more than 40 years of experience as a real estate executive, coupled with her service on the board of a large publicly traded REIT, will bring valuable insight to our board of directors as we continue to grow our company and position ourselves for future success,” said Jeff Hanson, chairman of the board of directors.

**About American Healthcare REIT, Inc.**

American Healthcare REIT, Inc., a self-managed, publicly registered, healthcare real estate investment trust, owns and manages a diverse portfolio of healthcare real estate assets totaling approximately 19.4 million square feet, with a gross investment value of approximately \$4.3 billion. As of September 30, 2022, this international portfolio includes 312 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](http://www.AmericanHealthcareREIT.com).