

Edgar Filing: LTC PROPERTIES INC - Form 8-K

LTC PROPERTIES INC  
Form 8-K  
July 20, 2004

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

Date of Report: July 15, 2004  
(Date of earliest event reported)

LTC PROPERTIES, INC.  
(Exact Name of Registrant as Specified in Its Charter)

MARYLAND

1-11314

71-0720518

(State of Incorporation or  
Organization)

(Commission File Number)

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

22917 PACIFIC COAST HWY, SUITE 350  
MALIBU, CALIFORNIA 90265  
(310) 455-6010  
(Address of Principal Executive Offices  
and Zip Code)

ITEM 5. OTHER EVENTS

In conjunction with this Current Report we have filed a Prospectus Supplement pursuant to Rule 424(b) of the Securities Act of 1933, as amended, which is incorporated herein by reference (SEC File No. 333-113847). The Prospectus Supplement describes the issuance and sale to the public of an additional 2,640,000 shares (the "Shares") of our 8.0% Series F Cumulative Preferred Stock (the "Series F Preferred Stock") in a registered direct placement at \$23.64 per share. Net proceeds to the Company, prior to fees and expenses, are expected to be approximately \$62.4 million. Prior to the sale and issuance of the Shares, the Company has 4,000,000 shares of Series F Preferred Stock issued, outstanding and listed on the New York Stock Exchange. The Series F Preferred Stock has no stated maturity and may be redeemed by the Company on or after February 23, 2009.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) EXHIBITS

4.1 Articles Supplementary Classifying an Additional 2,640,000 Shares of Series

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F Preferred Stock of the Registrant

- 5.1 Opinion of Ballard, Spahr, Andrews & Ingersoll, LLP regarding the legality of the Shares being registered
- 8.1 Tax Opinion of Reed Smith, LLP
- 10.1 Form of Purchase Agreement dated as of July 15, 2004 by and between the Registrant and the Purchasers of the Shares
- 10.2 Placement Agent Agreement dated as of July 15, 2004 by and between the Registrant and Cohen & Steers Capital Advisors, LLC
- 12.1 Statement regarding Computation of Ratios of Earnings to Fixed Charges and Combined Earnings to Fixed Charges and Preferred Stock Dividends
- 23.1 Consent of Ballard, Spahr, Andrews & Ingersoll, LLP (contained in Exhibit 5.1)
- 23.2 Consent of Reed Smith, LLP (contained in Exhibit 8.1)
- 23.3 Consent of Ernst & Young LLP, Independent Auditors
- 99.1 Press Release dated July 16, 2004
- 99.2 Press Release dated July 20, 2004

Page 2 of 3

### SIGNATURE

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.

July 20, 2004

LTC PROPERTIES, INC.  
("Registrant")

By: /s/ WENDY L. SIMPSON

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Wendy L. Simpson,  
Vice Chairman and Chief Financial Officer  
(Principal Financial and Accounting Officer)

Page 3 of 3