

Grubb & Ellis Healthcare REIT, Inc.  
Form 8-K  
April 27, 2009

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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):

April 21, 2009

**Grubb & Ellis Healthcare REIT, Inc.**

\_\_\_\_\_  
(Exact name of registrant as specified in its charter)

Maryland

000-53206

20-4738467

\_\_\_\_\_  
(State or other jurisdiction  
of incorporation)

\_\_\_\_\_  
(Commission  
File Number)

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

1551 N. Tustin Avenue, Suite 300, Santa Ana,  
California

92705

\_\_\_\_\_  
(Address of principal executive offices)

\_\_\_\_\_  
(Zip Code)

Registrant's telephone number, including area code:

714-667-8252

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On April 21, 2009, the Board of Directors of Grubb & Ellis Healthcare REIT, Inc., or the Company, adopted an amendment, or the Amendment, to Section 2 of Article II of the Company's Bylaws. The purpose of the Amendment was to change the requirement that the Company's annual meeting of stockholders be held in June of each year and instead provide that the Company's annual meeting may be held on a date and at the time set by the Board of Directors.

The Amendment is incorporated herein by reference to Exhibit 3.4 to Post-Effective Amendment No. 11 to the Company's Registration Statement on Form S-11 (File No. 333-133652), which was filed with the Securities and Exchange Commission on April 21, 2009.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

3.1 Amendment to the Bylaws of Grubb & Ellis Healthcare REIT, Inc., effective April 21, 2009 (included as Exhibit 3.4 to Post-Effective Amendment No. 11 to our Registration Statement on Form S-11 (File No. 333-133652) filed on April 21, 2009 and incorporated herein by reference)

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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.

*April 27, 2009*

Grubb & Ellis Healthcare REIT, Inc.

By: */s/ Scott D. Peters*

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*Name: Scott D. Peters*

*Title: Chief Executive Officer and President*