

NATIONAL HEALTH INVESTORS INC  
Form 8-K  
March 25, 2014

**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): March 19, 2014**

**NATIONAL HEALTH INVESTORS, INC.**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-10822**  
**(Commission**  
  
**File Number)**  
**222 Robert Rose Drive**

**62-1470956**  
**(IRS Employer**  
  
**Identification Number)**

**Murfreesboro, Tennessee 37129**

**(Address of principal executive offices)**

**(615) 890-9100**

**(Registrant's telephone number, including area code)**

**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 (see General Instruction A.2. below):

- .. 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))

**Item 1.01. Entry into a Material Definitive Agreement.**

On March 19, 2014, National Health Investors, Inc. (the Company ) entered into that certain underwriting agreement (the Underwriting Agreement ), between the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, as representatives of the several underwriters named therein (collectively, the

Underwriters ), pursuant to which the Company agreed to sell to the Underwriters \$175 million aggregate principal amount of its Convertible Senior Notes due 2021 (the Notes ). The Underwriting Agreement also provides that the Underwriters have been granted a 30-day option to purchase up to an additional \$25 million aggregate principal amount of the Notes to cover over-allotments, if any.

The Company intends to use the net proceeds of the offering to reduce amounts outstanding under its revolving credit facility and for general working capital purposes.

The description herein of the Underwriting Agreement is qualified in its entirety, and the terms therein are incorporated herein, by reference to the Underwriting Agreement attached hereto as Exhibit 1.1.

**Item 7.01. Regulation FD Disclosure.**

On March 25, 2014, the Company issued a press release announcing the completion of its public offering of \$175 million aggregate principal amount of the Notes. The net proceeds of the offering were approximately \$169.3 million, after deducting the underwriting discounts and commissions and other estimated expenses of the offering payable by the Company. A copy of the Company s press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(c) *Exhibits.*

Exhibit Number	Title
1.1	Underwriting Agreement, dated March 19, 2014, between National Health Investors, Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, as representatives of the several underwriters named therein.
99.1	Press Release dated March 25, 2014.

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.

NATIONAL HEALTH INVESTORS, INC.

Date: March 25, 2014

By: /s/ J. Justin Hutchens

J. Justin Hutchens  
President and Chief Executive Officer

EXHIBIT INDEX

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