

Edgar Filing: KINDRED HEALTHCARE INC - Form SC 13G/A

KINDRED HEALTHCARE INC  
Form SC 13G/A  
January 22, 2002

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

Kindred Healthcare, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$0.25 per share

-----  
(Title of Class of Securities)

494580 10 3

-----  
(CUSIP Number)

December 31, 2001

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's  
initial filing on this form with respect to the subject class of securities, and  
for any subsequent amendment containing information which would alter the  
disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed  
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of  
1934 ("Act") or otherwise subject to the liabilities of that section of the Act  
but shall be subject to all other provisions of the Act (however, see the  
Notes).

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CUSIP No. 494580 10 3  
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13G/A

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Ventas Realty, Limited Partnership.

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I.R.S. Identification No. [ ]

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ]  
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

-0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

1,080,314

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

1,080,314

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,080,314 (as of January 22, 2002)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.2% (as of January 22, 2002)

12 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTION BEFORE FILLING OUT!

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Page 3 of 7 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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Ventas, Inc.  
I.R.S. Identification No. [ ]

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [X]  
-----

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware  
-----

5 SOLE VOTING POWER  
  
-0-  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
6 SHARED VOTING POWER  
1,080,314  
-----

7 SOLE DISPOSITIVE POWER  
  
-0-  
-----

8 SHARED DISPOSITIVE POWER  
  
1,080,314  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,080,314 (as of January 22, 2002)  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  
-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
6.2% (as of January 22, 2002)  
-----

12 TYPE OF REPORTING PERSON\*  
  
CO  
-----

\*SEE INSTRUCTION BEFORE FILLING OUT!

Item 1(a). Name of Issuer:  
-----  
Kindred Healthcare, Inc. (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

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-----  
Items 2(a),  
-----  
(b) and (c)  
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-----  
Kindred Healthcare, Inc.  
680 South Fourth St.  
Louisville, Kentucky 40202  
-----  
Name of Person Filing; Address of Principal  
-----  
Business Office; and citizenship:  
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This statement is filed by and on behalf of (a) Ventas, Inc., a Delaware corporation ("Ventas") and (b) Ventas Realty, Limited Partnership, a Delaware limited partnership ("Ventas Realty"). Ventas is the general partner of Ventas Realty and the sole member of the only limited partner of Ventas Realty; therefore, Ventas Realty is a wholly owned subsidiary of Ventas. The business address of each of the foregoing is 4360 Brownsboro Road, Suite 115, Louisville, Kentucky 40207-1642.

Each of Ventas and Ventas Realty have shared ownership and voting dispositive power with respect to 1,080,314 shares of Common Stock (as defined below).

Item 2(d).  
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Title of Class of Securities:  
-----  
Common Stock, par value \$0.25 per share (the "Common Stock")

Item 2(e).  
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CUSIP Number:  
-----  
494580 10 3

Item 3.

Not Applicable

Item 4.  
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Ownership:  
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Ventas, Inc.  
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(a) Amount beneficially owned: 1,080,314 shares of Common Stock (as of January 22, 2002).

(b) Percent of Class: 6.2% (as of January 22, 2002).

(c) Number of shares as to which the person has:  
(i) Sole power to vote or direct the vote: -0-  
(ii) Shared power to vote or direct the vote: 1,080,314

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(iii) Sole power to dispose of or direct the disposition of: -0-

(iv) Shared power to dispose of or direct the disposition of: 1,080,314

Ventas Realty, Limited Partnership  
-----

(a) Amount beneficially owned: 1,080,314 shares of Common Stock (as of January 22, 2002).

(b) Percent of Class: 6.2% (as of January 22, 2002).

(c) Number of shares as to which the person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 1,080,314

(iii) Sole power to dispose of or direct the disposition of: -0-

(iv) Shared power to dispose of or direct the disposition of: 1,080,314

Item 5. Ownership of Five Percent or Less of a Class:  
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Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf  
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of Another Person:  
-----

Not Applicable

Item 7. Identification and Classification of the  
-----  
Subsidiary Which Acquired the Security Being  
-----  
Reported on By the Parent Holding Company:  
-----

Ventas Realty received the shares being reported on this Schedule 13G by Ventas. Ventas is the general partner of Ventas Realty and Ventas Realty is a wholly owned subsidiary of Ventas.

Item 8. Identification and Classification of  
-----  
Members of the Group:  
-----

Not Applicable

Item 9. Notice of Dissolution of Group:  
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Not Applicable

Item 10.  
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Certification:  
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Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 22, 2002

VENTAS, INC.

By: /s/ T. Richard Riney  
-----

Name: T. Richard Riney  
Title: Executive Vice President and  
General Counsel

VENTAS REALTY, LIMITED PARTNERSHIP  
By: Ventas, Inc., its General Partner

By: /s/ T. Richard Riney  
-----

Name: T. Richard Riney  
Title: Executive Vice President and  
General Counsel