

NATIONAL HEALTH INVESTORS INC  
Form 8-K  
February 15, 2005

**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): February 15, 2005 (February 14, 2005)

**National Health Investors, Inc.**

(Exact name of Registrant as specified in its charter)

Maryland

(State or Other Jurisdiction of Incorporation)

001-10822  
(Commission File No.)

62-1470956  
(IRS Employer  
Identification Number)

100 Vine Street, Suite 1202  
Murfreesboro, TN 37130  
(Address of principal executive offices, including zip code)

(615) 890-9100  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

**Item 2.02 Results of Operations and Financial Condition.**

On February 14, 2004, National Health Investors, Inc. issued a press release announcing its 2004 year end results. A copy of the press release is filed an Exhibit 99 to this Current Report on Form 8-K and is incorporated by reference herein.

SIGNATURES

Edgar Filing: NATIONAL HEALTH INVESTORS INC - Form 8-K

Pursuant to the requirements of the Securities and 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.

By: /s/ W. Andrew Adams

Name: W. Andrew Adams

Title: Chief Executive Officer

By: /s/ Donald K. Daniel

Name: Donald K. Daniel

Title: Principal Accounting Officer

Date: February 15, 2005

Exhibit Index

**Number**

99

**Exhibit**

Press release, dated February 14, 2005

EXHIBIT 99

For Release: February 14, 2005

Contact: Gerald Coggin, SVP of Investor Relations

Phone: (615) 890-9100

**NHI reports 2004 year end results**

## Edgar Filing: NATIONAL HEALTH INVESTORS INC - Form 8-K

MURFREESBORO, Tenn. -National Health Investors, Inc., (NYSE:NHI) announced income from continuing operations for the year ended December 31, 2004 of \$55,082,000 or \$2.00 per basic and \$1.99 per diluted share of common stock compared to \$43,290,000, or \$1.56 per basic and \$1.55 per diluted share of common stock for 2003.

Net income for the year ended December 31, 2004 was \$56,379,000 or \$2.05 per common share, basic and \$2.03 per common share, diluted, compared to net income of \$43,808,000 or \$1.58 per common share, basic and \$1.57 per common share, diluted for 2003.

Funds from operations ("FFO") for the year ended December 31, 2004 was \$66,502,000, or \$2.44 per basic and \$66,622,000, or \$2.42 per diluted share of common stock compared to \$53,110,000, or \$1.99 per basic and \$53,259,000, or \$1.97 per diluted share in 2003.

Income from continuing operations for the fourth quarter ended December 31, 2004 was \$18,597,000, or 68 cents per basic and 67 cents per diluted share of common stock compared to \$9,846,000, or 35 cents per basic and diluted share of common stock for the same period in 2003.

Net income for the fourth quarter ended December 31, 2004 was \$18,951,000 or 69 cents per common share, basic and 68 cents per common share, diluted, compared to net income of \$9,817,000 or 35 cents per basic and diluted share of common stock for the same period in 2003.

For the fourth quarter ended December 31, 2004, FFO was \$21,878,000 or 80 cents per basic and \$21,907,000 or 79 cents per diluted share of common stock compared to \$12,495,000 or 47 cents per basic and \$12,529,000 or 46 cents per diluted share for the same period in 2003.

Net income for the year was positively impacted by recoveries of prior year writedowns, net gains on the sales of real estate, income from the early payoff of loans and improved profitability of operated facilities. Our balance sheet continues to be one of the strongest in the industry with cash and marketable securities exceeding total debt by \$34.7 million.

National Health Investors, Inc. is a long-term health care real estate investment trust that specializes in the financing of health care real estate by first mortgage and by purchase and leaseback transactions. The common stock of the company trades on the New York Stock Exchange with the symbol NHI. Additional information including NHI's most recent press releases may be obtained on NHI's web site at [www.nhinvestors.com](http://www.nhinvestors.com)

*Statements in this press release that are not historical facts are forward-looking statements. NHI cautions investors that any forward-looking statements made involve risks and uncertainties and are not guarantees of future performance. All forward-looking statements represent NHI's judgment as of the date of this release.*

-more-

Page 2 NHI's year end results

### Condensed Statements of Income

*(in thousands, except share and per share amounts)*

|                             | Three Months Ended Dec. 31 |          | Year Ended December 31 |           |
|-----------------------------|----------------------------|----------|------------------------|-----------|
|                             | 2004                       | 2003     | 2004                   | 2003      |
| Revenues:                   |                            |          |                        |           |
| Mortgage interest income    | \$ 4,166                   | \$ 6,151 | \$ 18,116              | \$ 21,046 |
| Rental income               | 11,519                     | 11,840   | 48,004                 | 55,863    |
| Facility operating revenues | 26,429                     | 20,335   | 89,439                 | 79,272    |

Edgar Filing: NATIONAL HEALTH INVESTORS INC - Form 8-K

|   |    |            |    |            |    |            |    |            |
|---|----|------------|----|------------|----|------------|----|------------|
|   | \$ | 42,114     | \$ | 38,326     | \$ | 155,559    | \$ | 156,181    |
| Expenses:   |    |            |    |            |    |            |    |            |
| Interest expense                                    | \$ | 3,131      | \$ | 3,239      | \$ | 12,439     | \$ | 13,840     |
| Depreciation  |    | 3,912      |    | 3,777      |    | 14,385     |    | 15,007     |
| Amortization of loan costs                          |    | 37         |    | 37         |    | 148        |    | 297        |
| Legal expense                                       |    | 177        |    | 286        |    | 1,292      |    | 729        |
| Franchise and excise taxes                          |    | 69         |    | 20         |    | 284        |    | 548        |
| General and administrative                          |    | 619        |    | 1,021      |    | 3,492      |    | 3,135      |
| Loan, remic, realty, and security                   |    |            |    |            |    |            |    |            |
| losses (recoveries)                                 |    | (2,000)    |    | 2,234      |    | (2,896)    |    | 9,134      |
| Facility operating expenses                         |    | 22,745     |    | 19,210     |    | 83,027     |    | 76,132     |
|   | \$ | 28,690     | \$ | 29,824     | \$ | 112,171    | \$ | 118,822    |
| Income Before Non-Operating Income                  | \$ | 13,424     | \$ | 8,502      | \$ | 43,388     | \$ | 37,359     |
| Non-operating income (investment                    |    |            |    |            |    |            |    |            |
| Interest and other)                                 |    | 5,173      |    | 1,344      |    | 11,694     |    | 5,931      |
| Income From Continuing Operations                   | \$ | 18,597     | \$ | 9,846      | \$ | 55,082     | \$ | 43,290     |
| Discontinued operations                             |    |            |    |            |    |            |    |            |
| Operating (loss) income-discontinued                |    | 63         |    | (29)       |    | (246)      |    | (1,017)    |
| Net gain on sales of real estate                    |    | 291        |    | ---        |    | 1,543      |    | 1,535      |
|   | \$ | 354        | \$ | (29)       | \$ | 1,297      | \$ | 518        |
| Net income  | \$ | 18,951     | \$ | 9,817      | \$ | 56,379     | \$ | 43,808     |
| Dividends to preferred stockholders                 |    | ---        |    | 397        |    | 514        |    | 1,589      |
| Net income applicable to common stock               | \$ | 18,951     | \$ | 9,420      | \$ | 55,865     | \$ | 42,219     |
| Income from continuing operations per common share: |    |            |    |            |    |            |    |            |
| Basic   | \$ | .68        | \$ | .35        | \$ | 2.00       | \$ | 1.56       |
| Diluted   | \$ | .67        | \$ | .35        | \$ | 1.99       | \$ | 1.55       |
| Discontinued operations per common share:           |    |            |    |            |    |            |    |            |
| Basic   | \$ | .01        | \$ | ---        | \$ | .05        | \$ | .02        |
| Diluted   | \$ | .01        | \$ | ---        | \$ | .04        | \$ | .02        |
| Net income per common share:                        |    |            |    |            |    |            |    |            |
| Basic   | \$ | .69        | \$ | .35        | \$ | 2.05       | \$ | 1.58       |
| Diluted   | \$ | .68        | \$ | .35        | \$ | 2.03       | \$ | 1.57       |
| Funds from operations                               |    |            |    |            |    |            |    |            |
| Basic   | \$ | 21,878     | \$ | 12,495     | \$ | 66,502     | \$ | 53,110     |
| Diluted   | \$ | 21,907     | \$ | 12,529     | \$ | 66,622     | \$ | 53,259     |
| Funds from operations per common share              |    |            |    |            |    |            |    |            |
| Basic   | \$ | .80        | \$ | .47        | \$ | 2.44       | \$ | 1.99       |
| Diluted   | \$ | .79        | \$ | .46        | \$ | 2.42       | \$ | 1.97       |
| Weighted average common shares outstanding:         |    |            |    |            |    |            |    |            |
| Basic   |    | 27,494,101 |    | 26,766,300 |    | 27,257,826 |    | 26,727,814 |
| Diluted   |    | 27,750,938 |    | 27,026,532 |    | 27,531,084 |    | 26,985,571 |
| Dividends declared per common share                 | \$ | .575       | \$ | .50        | \$ | 1.85       | \$ | 1.70       |

-more-

Page 3 NHI's year end results

**Balance Sheet Data***(in thousands)*

|                                |    | December 31<br>2004 |    | December 31<br>2003 |
|--------------------------------|----|---------------------|----|---------------------|
| Real estate properties, net    | \$ | 278,170             | \$ | 289,465             |
| Mortgages receivable, net      |    | 112,072             |    | 149,892             |
| Preferred stock investment     |    | 38,132              |    | 38,132              |
| REMIC investments              |    | ---                 |    | 16,043              |
| Cash and marketable securities |    | 190,313             |    | 120,522             |
| Debt and credit facilities     |    | 154,432             |    | 162,100             |
| Convertible debt               |    | 1,116               |    | 1,351               |
| Stockholders' equity           |    | 425,539             |    | 409,644             |

**Reconciliation of Funds From Operations <sup>(1)(2)</sup>**

The following table reconciles net income to funds from operations applicable to common stockholders:

*(in thousands, except share and per share amounts)*

|   | Three Months Ended Dec. 31 |          | Year Ended Dec. 31 |           |
|---|----------------------------|----------|--------------------|-----------|
|   | 2004                       | 2003     | 2004               | 2003      |
| Net income  | \$ 18,951                  | \$ 9,817 | \$ 56,379          | \$ 43,808 |
| Dividends to preferred stockholders                           | ---                        | (397)    | (514)              | (1,589)   |
| Net income applicable to common stockholders                  | 18,951                     | 9,420    | 55,865             | 42,219    |
| Elimination of non-cash items in net income:                  |                            |          |                    |           |
| Real estate depreciation                                      | 3,216                      | 3,070    | 12,112             | 12,249    |
| Real estate depreciation in discontinued operations           | 2                          | 5        | 68                 | 177       |
| Gain on sale of real estate                                   | (291)                      | ---      | (1,543)            | (1,535)   |
| Basic funds from operations applicable to common stockholders | 21,878                     | 12,495   | 66,502             | 53,110    |
| Interest on convertible subordinated                          |                            |          |                    |           |

Edgar Filing: NATIONAL HEALTH INVESTORS INC - Form 8-K

|   |    |            |            |            |            |
|---|----|------------|------------|------------|------------|
| debentures  |    | 29         | 34         | 120        | 149        |
| Diluted funds from operations applicable to common stockholders | \$ | 21,907     | \$ 12,529  | \$ 66,622  | \$ 53,259  |
| Basic funds from operations per share                           | \$ | .80        | \$ .47     | \$ 2.44    | \$ 1.99    |
| Diluted funds from operations per share                         | \$ | .79        | \$ .46     | \$ 2.42    | \$ 1.97    |
| Shares for basic funds from operations per share                |    | 27,494,101 | 26,766,300 | 27,257,826 | 26,727,814 |
| Shares for diluted funds from operations per share              |    | 27,750,938 | 27,026,532 | 27,531,084 | 26,985,571 |

(1) *Management believes that funds from operations (FFO) is an important supplemental measure of operating performance for a real estate investment trust. Because the historical cost accounting convention used for real estate assets requires straight-line depreciation (except on land), such accounting presentation implies that the value of real estate assets diminishes predictably over time. Since real estate values instead have historically risen and fallen with market conditions, presentations of operating results for a real estate investment trust that used historical cost accounting for depreciation could be less informative, and should be supplemented with a measure such as FFO. The term FFO was designed by the real estate investment trust industry to address this issue. Our measure may not be comparable to similarly titled measures used by other REITs. Consequently, our funds from operations may not provide a meaningful measure of our performance as compared to that of other REITs. Since other REITs may not use our definition of FFO, caution should be exercised when comparing our Company's FFO to that of other REITs. Funds from operations in and of itself does not represent cash generated from operating activities in accordance with GAAP (funds from operations does not include changes in operating assets and liabilities) and, therefore, should not be considered an alternative to net earnings as an indication of operating performance, or to net cash flow from operating activities as determined by GAAP in the United States, as a measure of liquidity and is not necessarily indicative of cash available to fund cash needs.*

(2) *We have complied with the SEC's interpretation that recurring impairments taken on real property may not be added back to net income in the calculation of FFO. The SEC's position is that recurring impairments on real property are not an appropriate adjustment.*

-more-

Page 4 NHI's year end results

**National Health Investors, Inc. Portfolio Summary December 31, 2004**

| Portfolio Statistics        | Properties | Investment   | Investment Percentage |
|-----------------------------|------------|--------------|-----------------------|
| Equity Ownership            | 94         | 278,170,000  | 71%                   |
| Mortgage Loan Receivables   | 58         | 112,072,000  | 29%                   |
| Total Real Estate Portfolio | 152        | 390,2420,000 | 100%                  |
| Equity Ownership            | Properties | Beds         | Investments           |

Edgar Filing: NATIONAL HEALTH INVESTORS INC - Form 8-K

|                           |            |                |                |
|---------------------------|------------|----------------|----------------|
| Nursing Homes             | 68         | 9,183          | \$ 178,438,000 |
| Assisted Living           | 16         | 1,350          | 70,503,000     |
| Medical Office Buildings  | 4          | 124,427 sq.ft. | 10,861,000     |
| Retirement Homes          | 5          | 517            | 10,752,000     |
| Hospitals                 | 1          | 55             | 7,616,000      |
|                           | 94         |                | \$ 278,170,000 |
| Mortgage Loan Receivables | Properties | Beds           | Investments    |
| Nursing Homes             | 39         | 4,587          | \$ 100,041,000 |
| Assisted Living           | 1          | 90             | 5,548,000      |
| Retirement Homes          | 1          | 60             | 2,052,000      |
| Developmentally Disabled  | 17         | 108            | 4,431,000      |
|                           | 58         |                | \$ 112,072,000 |
| Total Mortgage Portfolio  | 152        |                | \$ 390,242,000 |

Summary of Facilities by Type:

|                          | Properties | Percentage of<br>Total Dollars | Total<br>Dollars |
|--------------------------|------------|--------------------------------|------------------|
| Nursing Homes            | 107        | 71.36%                         | \$ 278,479,000   |
| Assisted Living          | 17         | 19.49%                         | 76,051,000       |
| Medical Office Buildings | 4          | 2.78%                          | 10,861,000       |
| Retirement Homes         | 6          | 3.28%                          | 12,804,000       |
| Hospitals                | 1          | 1.95%                          | 7,616,000        |
| Developmentally Disabled | 17         | 1.14%                          | 4,431,000        |
|                          | 152        | 100.00%                        | \$ 390,242,000   |

-more-

Page 5 NHI's year end results

Portfolio by Operator Type

Edgar Filing: NATIONAL HEALTH INVESTORS INC - Form 8-K

|                | # of<br>Properties | Percentage of<br>Total Dollars | Total<br>Dollars |
|----------------|--------------------|--------------------------------|------------------|
| Public         | 72                 | 31.04%                         | \$ 121,115,000   |
| Regional       | 75                 | 66.12%                         | 258,024,000      |
| Small Operator | 5                  | 2.85%                          | 11,103,000       |
|                | 152                | 100.00%                        | \$ 390,242,000   |

| Public Operators                | Percent<br>Of Public<br>Operators | Percentage<br>Of Total<br>Portfolio | Dollar      |
|---------------------------------|-----------------------------------|-------------------------------------|-------------|
|                                 |                                   |                                     | Amount      |
| National HealthCare Corp.       | 45.57%                            | 14.14%                              | 55,198,000  |
| National Health Investors, Inc. | 16.64%                            | 5.16%                               | 20,149,000  |
| Community Health Systems, Inc.  | 11.61%                            | 3.60%                               | 14,061,000  |
| Sunrise Senior Living Services  | 11.32%                            | 3.51%                               | 13,710,000  |
| Sun Healthcare                  | 7.55%                             | 2.34%                               | 9,150,000   |
| Res-Care, Inc.                  | 3.66%                             | 1.14%                               | 4,431,000   |
| HCA-The Healthcare Company      | 3.65%                             | 1.13%                               | 4,416,000   |
|                                 | 100%                              | 31.04%                              | 121,115,000 |

Summary of Facilities by State December 31, 2004

|                   | LTC |               |     |                |                 |                 |     | Total       | Current<br>Amount | Percent of<br>Total<br>Portfolio |
|-------------------|-----|---------------|-----|----------------|-----------------|-----------------|-----|-------------|-------------------|----------------------------------|
|                   |     | Acute<br>Care | MOB | Dev.<br>Disab. | Asst.<br>Living | Retire-<br>ment |     |             |                   |                                  |
| 1 Florida         | 17  |               | 1   | 14             | 6               |                 | 38  | 104,744,000 | 26.84%            |                                  |
| 2 Texas           | 25  |               | 2   |                | 1               | 1               | 29  | 89,129,000  | 22.84%            |                                  |
| 3 Tennessee       | 21  |               |     | 3              | 3               | 2               | 29  | 37,300,000  | 9.56%             |                                  |
| 4 Missouri        | 9   |               |     |                |                 | 1               | 10  | 26,646,000  | 6.83%             |                                  |
| 5 New Jersey      | 2   |               |     |                | 1               |                 | 3   | 26,065,000  | 6.68%             |                                  |
| 6 Arizona         | 1   |               |     |                | 4               |                 | 5   | 19,022,000  | 4.87%             |                                  |
| 7 Virginia        | 1   |               |     |                |                 |                 | 1   | 1,426,000   | 0.37%             |                                  |
| 8 Georgia         | 7   |               |     |                |                 |                 | 7   | 16,996,000  | 4.36%             |                                  |
| 9 New Hampshire   | 3   |               |     |                |                 | 1               | 4   | 15,487,000  | 3.97%             |                                  |
| 10 Massachusetts  | 4   |               |     |                |                 |                 | 4   | 11,421,000  | 2.93%             |                                  |
| 11 Kansas         | 7   |               |     |                |                 |                 | 7   | 11,198,000  | 2.87%             |                                  |
| 12 Kentucky       | 3   | 1             |     |                |                 |                 | 4   | 9,306,000   | 2.38%             |                                  |
| 13 South Carolina | 3   |               |     |                | 1               |                 | 4   | 8,190,000   | 2.10%             |                                  |
| 14 Idaho          | 1   |               |     |                |                 | 1               | 2   | 5,536,000   | 1.42%             |                                  |
| 15 Alabama        | 2   |               |     |                |                 |                 | 2   | 2,322,000   | 0.60%             |                                  |
| 16 North Carolina | 0   |               |     |                | 1               |                 | 1   | 1,947,000   | 0.50%             |                                  |
| 17 Illinois       | 0   |               | 1   |                |                 |                 | 1   | 1,582,000   | 0.41%             |                                  |
| 18 Wisconsin      | 1   |               |     |                |                 |                 | 1   | 1,925,000   | 0.49%             |                                  |
|                   | 107 | 1             | 4   | 17             | 17              | 6               | 152 | 390,242,000 | 100.00%           |                                  |



