(December 2011) Department of the Treasury

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-2224

Internal Revenue Service Reporting Issuer Part I 2 Issuer's employer identification number (EIN) Issuer's name WELLTOWER INC 34-1096634 3 Name of contact for additional information Telephone No. of contact 5 Email address of contact LISA SCHMALTZ 419-247-2800 LSCHMALTZ@WELLTOWER.COM 6 Number and street (or P.O. box if mail is not delivered to street address) of contact 7 City, town, or post office, state, and Zip code of contact TOLEDO, OH 43615 4500 DORR STREET 9 Classification and description 8 Date of action **SEE BELOW** COMMON STOCK DIVIDENDS 10 CUSIP number 11 Serial number(s) 12 Ticker symbol 13 Account number(s) **HCN** 950400104 N/A Organizational Action Attach additional statements if needed. See back of form for additional questions. Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► QUARTERLY CASH DISTRIBUTIONS TO COMMON SHAREHOLDERS DURING 2015. Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ THE DISTRIBUTIONS REDUCED THE BASIS OF THE SECURITIES IN THE HANDS OF THE US TAXPAYER(S) AS FOLLOWS: PAYMENT DATE **RETURN OF CAPITAL** 02/20/2015 \$.012577 05/20/2015 \$.012577 08/20/2015 \$.012577 11/20/2015 \$.012577 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► WELLTOWER INC.'S EARNINGS AND PROFITS WERE CALCULATED UNDER IRC SECTION 312 (AS MODIFIED BY SECTION 857(d) FOR REAL ESTATE INVESTMENT TRUSTS). DISTRIBUTIONS TO COMMON SHAREHOLDERS IN EXCESS OF EARNINGS AND PROFITS REDUCE EACH SHAREHOLDER'S TAX BASIS IN ITS SHARES

Part I		Organizational Action (co	ntinued)						
17 Lis	st the	applicable Internal Revenue Cod	le section	(s) and subsection(s) upon v	which the tax t	treatmen	t is based	-	
IRC SEC	CTION	I 301(c)							
IRC SEC	CTION	I 316							
18 Ca	an any	resulting loss be recognized? ►	THE DI	STDIDLITION WILL NOT D	ECHLT IN A I	000			
10 0	aii aiiy	resulting loss be recognized?	THE DI	STRIBUTION WILL NOT R	ESULT IN A L	_033.			
		any other information necessary							
		ESTMENT TRUST, DECLARED				TO ITS	COMMON	SHAREHOLDERS DURING	
ITS FIS	CAL Y	EAR COMMENCING JANUARY	1, 2015	AND ENDING DECEMBER	31, 2015.				
		r penalties of perjury, I declare that I							and
	belief	, it is true, correct, and complete. Dec	claration of	preparer (other than officer) is I	pased on all info	rmation o	t which prep	parer has any knowledge.	
Sign									
Here	Signa	ture ► / s / Michael A. Gars	t			Date ►	1/15	5/2016	
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	Print	your name ► MICHAEL A. GARS	T			Title ►	VP - TA	(
Paid		Print/Type preparer's name		Preparer's signature		Date		Check if PTIN	
Prepa	rer							self-employed	
Use C		Firm's name ▶		•				Firm's EIN ▶	
OSE C	rilly	Firm's address ▶						Phone no.	_
Send Fo	rm 89	37 (including accompanying stat	tements) t	o: Department of the Treas	ury, Internal R	evenue S	Service, Og		