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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. 1)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Welltower Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

ADDITIONAL INFORMATION REGARDING THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 30, 2020

The following Notice of Change of Location relates to the proxy statement (the “Proxy Statement”) of Welltower Inc. (the “Company”), dated March 20, 2020, furnished to shareholders of the Company in connection with the solicitation of proxies by the Board of Directors of the Company for use at the Annual Meeting of Shareholders (the “Annual Meeting”) to be held on Thursday, April 30, 2020. This Supplement is being filed with the Securities and Exchange Commission and is being made available to shareholders on or about April 16, 2020.

THE PROXY STATEMENT CONTAINS IMPORTANT INFORMATION AND THIS NOTICE SHOULD BE READ IN CONJUNCTION WITH THE PROXY STATEMENT.

**NOTICE OF CHANGE OF LOCATION
OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON APRIL 30, 2020**

To the Shareholders of Welltower Inc.:

To support the health and well-being of its shareholders, employees, directors, operators and communities due to the emerging public health threat of coronavirus (COVID-19) pandemic, NOTICE IS HEREBY GIVEN that the location of the Company’s upcoming 2020 Annual Meeting of Shareholders (the “Annual Meeting”) has been changed. As previously announced, the Annual Meeting will be held on Thursday, April 30, 2020, at 10:00 a.m. ET, but the Annual Meeting will be held in a virtual-only format and shareholders will not be able to attend in person. The virtual meeting will provide shareholders the ability to participate, vote their shares, and ask questions.

As described in the proxy materials for the Annual Meeting previously distributed, shareholders are entitled to participate in the Annual Meeting if they were a shareholder as of the close of business on March 3, 2020, the record date. Regardless of whether you plan to attend the Annual Meeting, we urge you to vote and submit your proxy in advance of the meeting by one of the methods described in the proxy materials for the Annual Meeting. The proxy card or voting instruction form included with the proxy materials that were previously distributed to you will not be updated to reflect the change in location. The proxy card included with the proxy materials previously distributed may continue to be used to vote your shares in connection with the Annual Meeting.

To be admitted to the virtual Annual Meeting, go to www.virtualshareholdermeeting.com/WELL2020 and enter your unique 16-digit control number, which may be found on the proxy card, voting instruction form or Notice of Internet Availability of Proxy Materials, as applicable, provided with Welltower’s previously distributed proxy materials. You may vote during the Annual Meeting by following the instructions available on the meeting website during the meeting. For technical assistance during the meeting, you can contact Broadridge for assistance at 800-586-1548 (US) or 303-562-9288.

Shareholders as of the record date who attend and participate in the virtual Annual Meeting using the unique their control number (as described above) will have an opportunity to submit questions in advance via the Internet prior to the meeting. Please submit questions by Tuesday, April 28, 2020. We will try to answer as many shareholder-submitted questions that comply with the rules of conduct as time permits.

Additional information regarding the rules and procedures for participating in the virtual Annual Meeting will be set forth in the meeting rules of conduct, which shareholders can view during the meeting at the meeting website or prior to the meeting at www.proxyvote.com.

By Order of the Board of Directors,

/s/ Matthew G. McQueen
Matthew G. McQueen
Senior Vice President, General Counsel and Corporate Secretary

April 16, 2020

The Annual Meeting on April 30, 2020 at 10:00 a.m. Eastern Time is available at www.virtualshareholdermeeting.com/WELL2020. The 2020 Proxy Statement and Annual Report on Form 10-K for the year ended December 31, 2019 are available on our Investor Relations website at <https://welltower.com/investors/proxy-information/>. Additionally, you may access our proxy materials at www.proxyvote.com, a site that does not have “cookies” that identify visitors to the site.

A copy of the Company’s press release dated April 16, 2020 is attached hereto.

Welltower Inc.
to Hold 2020 Annual Meeting of
Shareholders in Virtual Format

NEW YORK, April 16, 2020 /PRNewswire/ — Welltower Inc. (NYSE: WELL) Welltower® Inc. today announced that to support the health and well-being of its shareholders, employees, directors, operators and communities due to the emerging public health threat of coronavirus (COVID-19) pandemic the Company’s upcoming 2020 Annual Meeting of Shareholders (the “Annual Meeting”) will be held in a virtual-only format. As previously announced, the Annual Meeting will be held on Thursday, April 30, 2020, at 10:00 a.m. ET, but shareholders will not be able to attend in person. The virtual meeting will provide shareholders the ability to participate, vote their shares, and ask questions.

As described in the proxy materials for the Annual Meeting previously distributed, shareholders are entitled to participate in the Annual Meeting if they were a shareholder as of the close of business on March 3, 2020, the record date. Regardless of whether you plan to attend the Annual Meeting, we urge you to vote and submit your proxy in advance of the meeting by one of the methods described in the proxy materials for the Annual Meeting. The proxy card included with the proxy materials previously distributed may continue to be used to vote your shares in connection with the Annual Meeting.

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