

NATIONAL HEALTH INVESTORS INC  
Form 10-K/A  
July 21, 2014

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

FORM 10-K/A  
(Amendment No. 2)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2013

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-10822  
National Health Investors, Inc.  
(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction of incorporation or organization)

62-1470956  
(I.R.S. Employer Identification No.)

222 Robert Rose Drive, Murfreesboro, Tennessee  
(Address of principal executive offices)

37129  
(Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

| Title of each Class           | Name of each exchange on which registered |
|-------------------------------|-------------------------------------------|
| Common stock, \$.01 par value | New York Stock Exchange                   |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files) Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of “large accelerated filer”, “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

|                         |                                     |                           |                          |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/>            | Smaller reporting company | <input type="checkbox"/> |

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of shares of common stock held by non-affiliates on June 30, 2013 (based on the closing price of these shares on the New York Stock Exchange) was approximately \$1,570,271,000. There were 33,051,176 shares of the registrant’s common stock outstanding as of February 14, 2014.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Registrant’s definitive proxy statement for its 2014 annual meeting of stockholders are incorporated by reference into Part III, Items 10, 11, 12, 13, and 14 of this Form 10-K.

EXPLANATORY NOTE

This Amendment No. 2 on Form 10-K/A (the “Amendment”) is filed by National Health Investors, Inc. (“NHI” or the “Company”) to amend its Form 10-K/A for the fiscal year ended December 31, 2013 filed with the Securities and Exchange Commission on February 24, 2014 (the “Original Form 10-K/A”). The purpose of this Amendment is solely to amend Exhibit 99.1, the Holiday AL Holdings LP Financial Statements as of December 31, 2013 and 2012 and for the three years ended December 31, 2013, of the Original Form 10-K/A. The signature of the independent auditors of Holiday AL Holdings LP was inadvertently omitted from the Report of Independent Auditors contained in Exhibit 99.1. Accordingly, Exhibit 99.1 of the Original Form 10-K/A is hereby amended to include a signed Report of Independent Auditors.

We make no attempt in this Amendment to update matters in the Company’s Annual Report on Form 10-K for the year ended December 31, 2013 (the “2013 Form 10-K”) for any other activities or events occurring after the original filing date; neither do we change any previously reported financial results of operations or any disclosures contained in the 2013 Form 10-K or Original Form 10-K/A except to the extent expressly provided herein. Among other things, forward-looking statements made in the 2013 Form 10-K have not been revised to reflect events that occurred or facts that became known to us after the filing of the 2013 Form 10-K, and such forward-looking statements should be read in their historical context.

As required by Rule 12b-15 of the Securities Exchange Act of 1934, as amended, updated certifications by our Principal Executive Officer and Principal Financial Officer are filed herewith as exhibits to this Amendment.

PART IV

ITEM 15. Exhibits, Financial Statements and Financial Statement Schedules

EXHIBIT INDEX

| Exhibit No. | Description                                                                                                                                  | Page No. or Location |
|-------------|----------------------------------------------------------------------------------------------------------------------------------------------|----------------------|
| 31.1        | Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer                                                                            | Filed Herewith       |
| 31.2        | Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer and Principal Accounting Officer                                       | Filed Herewith       |
| 32          | Certification pursuant to 18 U.S.C. Section 1350 by Chief Executive Officer and Principal Financial Officer and Principal Accounting Officer | Filed Herewith       |
| 99.1        | Report of Independent Auditors of Holiday AL Holdings LP                                                                                     | Filed Herewith       |

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NATIONAL HEALTH INVESTORS, INC.

By: /s/Roger R. Hopkins  
Roger R. Hopkins  
Chief Accounting Officer  
(Principal Financial Officer)

Date: July 21, 2014