
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20459

FORM 8-K

**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of report: **May 2, 2013**
(Date of earliest event reported)

LTC PROPERTIES, INC.
(Exact name of Registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

1-11314
(Commission file number)

71-0720518
(I.R.S. Employer
Identification No)

2829 Townsgate Road, Suite 350
Westlake Village, CA 91361
(Address of principal executive offices)

(805) 981-8655
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure

Common Stock Offering

On May 2, 2013, LTC Properties, Inc. (the "Company") commenced a public offering (the "Offering") of 3,000,000 shares of its common stock. The Company also plans to grant the underwriters for the Offering a 30-day option to purchase up to an additional 450,000 shares of common stock. A copy of the press release announcing the Offering is filed herewith as Exhibit 99.1.

The Company intends to use the net proceeds from the Offering to pay down amounts outstanding under its unsecured line of credit, to fund acquisitions and current development pipeline and for general corporate purposes.

Dividend Policy

The Company expects to pay dividends on its common stock in amounts determined from time to time by the Company's board of directors. Subsequent to the completion of the Offering the Company expects its current aggregate dividend payout level to increase by approximately \$5.6 million to \$66.0 million annually (total preferred and common stock dividends on an annual basis) depending on the actual number of shares sold in the Offering, the actual public offering price per share, and the actual net proceeds received by the Company in the Offering. The actual amount and timing of distributions, however, are at the sole discretion of the Company's board of directors. All distributions will depend on the Company's results of operations, financial position, cash flows and such other factors as the Company's board of directors deems relevant, and there can be no assurances that the Company will pay future distributions at current levels or at all.

On April 1, 2013, the Company declared a monthly cash dividend of \$0.155 per share on the Company's common stock for the months of April, May and June 2013, payable on April 30, May 31 and June 28, 2013, respectively, to stockholders of record on April 22, May 23 and June 20, 2013, respectively.

The disclosure in this Form 8-K is not an offer to sell, nor a solicitation of an offer to buy securities, nor shall there be any sale of these securities in any state or jurisdiction in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of such state or jurisdiction. An offering, if any, will be made solely by means of a preliminary prospectus supplement and an accompanying prospectus.

The information in this Item 7.01 is furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liabilities under that section, and shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended, regardless of any general language in such filings.

Item 9.01. — Financial Statements and Exhibits

(a) Financial Statements of Business Acquired.

None.

(b) Pro Forma Financial Information

None.

(d) Exhibits.

99.1 Press Release issued May 2, 2013.

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SIGNATURE

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, hereunto duly authorized.

LTC PROPERTIES, INC.

Dated: May 2, 2013

By: /s/ WENDY L. SIMPSON
Wendy L. Simpson
CEO & President

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**FOR IMMEDIATE RELEASE**

For more information contact:
 Wendy L. Simpson
 Pam Kessler
 (805) 981-8655

LTC ANNOUNCES PUBLIC OFFERING OF COMMON STOCK

WESTLAKE VILLAGE, CALIFORNIA, May 2, 2013 -- LTC Properties, Inc. (the "Company") (NYSE:LTC) announced today that it plans to make a public offering of 3,000,000 shares of its common stock (the "Offering"). The Company expects to grant the underwriters an option to purchase up to 450,000 additional shares of common stock within 30 days to cover over-allotments, if any. Wells Fargo Securities, KeyBanc Capital Markets, BMO Capital Markets and RBC Capital Markets will act as joint book-running managers for the Offering.

The Company intends to use the net proceeds from the Offering to pay down amounts outstanding under its unsecured line of credit, to fund acquisitions and the current development pipeline and for general corporate purposes.

The Offering of the shares will be made under the Company's effective shelf registration statement filed with the Securities and Exchange Commission ("SEC"). The Company intends to file a prospectus supplement with the SEC for the common stock offering to which this communication relates. When available, the prospectus supplement and accompanying base prospectus may be obtained from Wells Fargo Securities, Attention: Equity Syndicate Department, 375 Park Avenue, New York, NY 10152 (e-mail: cmclientsupport@wellsfargo.com or telephone: 800-326-5897) or from KeyBanc Capital Markets, Attn: Prospectus Delivery Department, 127 Public Square, 6th Floor Cleveland, OH 44114 (or telephone: 800-859-1783) or from BMO Capital Markets, Attention: Lori Begley, 3 Times Square Floor 27, New York, NY 10036, Email: bmoprospectus@bmo.com or from RBC Capital Markets, Attention: Prospectus Department, Three World Financial Center, 200 Vesey Street 8th Floor, New York, NY 10281, telephone, (877) 822-4089 or by visiting the EDGAR database on the SEC's website at www.sec.gov.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any shares of the Company's common stock, nor shall there be any sale of these securities in any jurisdiction in which such an offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The offering may be made only by means of a prospectus and a related prospectus supplement, which have or will be filed with the SEC.

The Company is a self-administered real estate investment trust, operating since 1992, that invests primarily in senior housing and longterm healthcare properties through acquisitions, development, mortgage loans and other investments. For more information on LTC Properties, Inc., visit the Company's website at www.LTCProperties.com.

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. You can identify some of the forward-looking statements by their use of forward-looking words, such as "believes," "expects," "may," "will," "should," "seeks," "approximately," "intends," "plans," "estimates" or "anticipates," or the negative of those words or similar words. Forward-looking statements involve inherent risks and uncertainties regarding events, conditions and financial trends that may affect the Company's future plans of operation, business strategy, results of operations and financial position. A number of important factors could cause the Company's actual results to differ materially from those included within or contemplated by such forward-looking statements, including, but not limited to, the Company's ability to consummate the Offering and the use of proceeds therefrom; the status of the economy; the status of capital markets (including prevailing interest rates) and the Company's access to capital; the income and returns available from investments in health care related real estate; the ability of the Company's borrowers and lessees to meet their obligations to the Company; the Company's reliance on a few major operators; competition faced by the Company's borrowers and lessees within the health care industry; regulation of the health care industry by federal, state and local governments (including as a result of the Patient Protection and Affordable Care Act of 2010 and Health Care and Education Reconciliation Act of 2010); changes in Medicare and Medicaid reimbursement amounts, including due to federal and state budget constraints; compliance with and changes to regulations and payment policies within the health care industry; debt that the Company may incur and changes in financing terms; the Company's ability to continue to qualify as a real estate investment trust; the relative illiquidity of the Company's real estate investments; potential limitations on the Company's remedies when mortgage loans default; and risks and liabilities in connection with properties owned through limited liability companies and partnerships. For a discussion of these and other factors that could cause the Company's actual results to differ from those contemplated in the forward-looking statements, please see the discussion under "Risk Factors" contained in the prospectus supplement referred to above and in other information contained in the Company's publicly available filings with the SEC, including the Company's annual report on Form 10-K for the year ended December 31, 2012 and other reports the Company files under the Exchange Act. The Company does not undertake any responsibility to update any of these factors or to announce publicly any revisions to forward-looking statements, whether as a result of new information, future events or otherwise.