
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: April 21, 2020
(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))

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

| Title of each class | Trading symbol(s) | Name of each exchange on which registered |
|-------------------------------|-------------------|---|
| Common stock, \$.01 par value | LTC | New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.03. — Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On April 17, 2020, the Board of Directors of the LTC Properties, Inc. (the “Company”) amended Section 1.01 of Article I and Section 8.01 of Article III of the Company’s Bylaws, as restated June 2, 2015. Amended Section 1.01 clarifies that a meeting of stockholders may be held solely by means of remote communication. Amended Section 8.01 updates the address of the Company for purposes of notices.

The foregoing summary of the amendment to the Bylaws does not purport to be complete and is qualified in its entirety by reference to the full text of amended Section 1.01 of Article I and amended Section 8.01 of Article III of the Bylaws, as included in the First Amendment to Bylaws, which is attached hereto as Exhibit 3.2.1 and incorporated herein by reference.

Item 9.01. — Financial Statements and Exhibits

[3.2.1](#) [First Amendment to Bylaws of LTC Properties, Inc.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: April 21, 2020

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

LTC PROPERTIES, INC.

FIRST AMENDMENT TO RESTATED BYLAWS

Effective April 17, 2020, the Bylaws of LTC Properties, Inc. (the "Corporation") as restated June 2, 2015 (the "Restated Bylaws") are hereby amended as follows:

1. Section 1.01 of Article I thereof is deleted in its entirety and replaced by the following:

Section 1.01 PLACE. All meetings of the holders of the issued and outstanding capital stock of the Corporation (the "Stockholders") shall be held at the principal office of the Corporation in Westlake Village, California or at such other place as shall be determined by the Board of Directors and stated in the notice of the meeting. In accordance with, and subject to, applicable law, the Board of Directors may determine that a meeting of stockholders not be held at any place but instead may be held solely by means of remote communication.

2. Section 8.01 of Article VIII thereof is deleted in its entirety and replaced by the following:

Section 8.01 NOTICES. Whenever notice is required to be given pursuant to these Bylaws, it shall be construed to mean either written notice personally served against written receipt, or notice in writing transmitted by mail, by depositing the same in a post office or letter box, in a post-paid sealed wrapper, addressed, if to the Corporation, at the principal office of the Corporation, 2829 Townsgate Road, Suite 350, Westlake Village, California 91361 (or any subsequent address selected by the Board of Directors notice of which is given to the Stockholders), attention President, or if to a Stockholder, Director or Officer, at the address of such person as it appears on the books of the Corporation or in default of any other address at the general post office situated in the city or county of his or her residence. Unless otherwise specified, notice sent by mail shall be deemed to be given at the time the same shall be thus mailed. Notices to Directors or Officers may also be given by electronic mail, telegraph or teletype.

The Restated Bylaws, as amended by this First Amendment, shall be the Bylaws of the Corporation until further amended or amended and restated.
