

AVIV REIT, INC.  
Form 8-K  
April 11, 2014

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

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(D)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Date of report (Date of earliest event reported): April 9, 2014**

**AVIV REIT, INC.**  
**(Exact Name of Registrant as Specified in Charter)**

**Maryland**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**001-35841**  
**(Commission**  
  
**File Number)**

**27-3200673**  
**(IRS Employer**  
  
**Identification No.)**

**303 W. Madison Street, Suite 2400**

**Chicago, Illinois**  
**(Address of Principal Executive Offices)**

**60606**  
**(Zip Code)**

**Registrant's telephone number, including area code: (312) 855-0930**

**N/A**

**(Former Name or Former Address, if Changed Since Last Report)**

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:

- .. 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))

**Item 1.01. Entry into a Material Definitive Agreement.**

On April 9, 2014, Aviv REIT, Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Goldman, Sachs & Co., as representatives of the several underwriters named therein (collectively, the Underwriters ), in connection with the underwritten public offering and sale of 8,000,000 shares of the Company s common stock, par value \$0.01 per share (the Common Stock ), at a price to the public of \$24.10 per share. Pursuant to the Underwriting Agreement, the Company granted the Underwriters a 30-day option to purchase up to an additional 1,200,000 shares of the Common Stock. The Underwriters exercised their option in full on April 10, 2014. Subject to customary conditions, the offering is expected to close on April 15, 2014.

The offering is being conducted pursuant to the Company s effective shelf registration statement on Form S-3 (File No. 333-192681) under the Securities Act of 1933, as amended (the Securities Act ), including the prospectus contained therein dated January 28, 2014 and a related prospectus supplement dated April 9, 2014, on file with the Securities and Exchange Commission.

The Underwriting Agreement contains customary representations, warranties and covenants by the Company, as well as customary indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is filed as Exhibit 1.1 to this report and is incorporated herein by reference thereto. A copy of the opinion of Venable LLP, Maryland counsel to the Company, regarding the legality of the shares of Common Stock to be issued and sold in the offering is filed as Exhibit 5.1 hereto.

**Item 9.01. Financial Statements and Exhibits.**

(d) The following is a list of the exhibits filed herewith.

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement dated April 9, 2014 between Aviv REIT, Inc. and Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Goldman, Sachs & Co., as representatives of the several underwriters named therein
5.1	Opinion of Venable LLP
23.1	Consent of Venable LLP (included in Exhibit 5.1)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 10, 2014

AVIV REIT, INC.

By: /s/ Craig M. Bernfield

Name: Craig M. Bernfield

Title: Chairman and Chief Executive Officer

3

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement dated April 9, 2014 between Aviv REIT, Inc. and Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Goldman, Sachs & Co., as representatives of the several underwriters named therein
5.1	Opinion of Venable LLP
23.1	Consent of Venable LLP (included in Exhibit 5.1)