

NEXCORE HEALTHCARE CAPITAL CORP

Form 8-K

December 20, 2013

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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): December 16, 2013

NexCore Healthcare Capital Corp

(Exact Name of Registrant as Specified in Its Charter)

Delaware	000-50764	20-0003432
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1621 18th Street, Suite 250, Denver, Colorado 80202
(Address of Principal Executive Offices) (Zip Code)

(303) 244-0700
(Registrant’s Telephone Number, Including Area Code)

Not Applicable

(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))

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Item 3.02 Unregistered Sale of Equity Securities.

The information provided under Item 5.02 herein is incorporated into this Item 3.02 by this reference. The grants of Restricted Stock were made in reliance on the exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended. The grants were made to fewer than 10 persons all of whom were accredited investors, and did not involve any general solicitation or advertising. In addition, the Company did not receive any cash proceeds from the grants.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) On December 16, 2013, the Board of Directors of NexCore Healthcare Capital Corp (the “Company” granted shares of restricted common stock (the “Restricted Stock”) to its chief executive officer, principal financial officer and certain other named executive officers. In connection with the awards of Restricted Stock, each of the recipients entered into a Restricted Securities Award Agreement (each, an “Agreement”) with the Company. The table below presents the number of shares of Restricted Stock that were awarded to each named executive officer:

<u>Name</u>	<u>Shares</u>
Robert D. Gross	77,063
Peter K. Kloepfer	143,850
Robert E. Lawless	109,375
Gregory C. Venn	174,675

With respect to each grant, one-third (1/3) of the shares of Restricted Stock vested immediately upon grant, one-third (1/3) will vest on the first anniversary of the grant and the remaining one-third (1/3) will vest on the second anniversary of the grant. Unvested shares are subject to forfeiture upon the recipient’s cessation of employment with the Company for any reason other than a termination without cause or the death, disability or voluntary retirement of the recipient. All unvested shares of Restricted Stock will immediately vest upon (i) termination of recipient’s employment without cause, (ii) a change of control of the Company, or (iii) the death, disability or voluntary retirement of the recipient. In addition, the grant of the shares of Restricted Stock is contingent on the closing of the transaction contemplated whereby the majority of the assets of the Company’s Joint Venture I are expected to be transferred to an institutional investor as further described in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2013, filed November 14, 2013. The closing is expected to occur by early first quarter 2014.

SIGNATURES

Pursuant to the requirements 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.

NEXCORE HEALTHCARE CAPITAL CORP

Dated: December 20, 2013

By: /s/ Robert E. Lawless

Robert E. Lawless

Chief Financial Officer