



**THE FOUNDATION
FOR SECURE
MARKETS**

#43346

DATE: JULY 11, 2018

**SUBJECT: QUALITY CARE PROPERTIES, INC. – ANTICIPATED CASH
SETTLEMENT
OPTION SYMBOL: QCP
DATE: ???**

On July 25, 2018, Shareholders of Quality Care Properties, Inc. (QCP) will vote concerning the proposed merger with Potomac Acquisition LLC, a wholly owned subsidiary of Welltower Inc. If the merger is approved and consummated, each existing QCP Common Share will be converted into the right to receive \$20.75 cash per share, subject to adjustment as described in the QCP Proxy Statement dated June 21, 2018 (“Proxy”).

CONTRACT ADJUSTMENT

DATE: Effective the opening of the business day after the merger is consummated. Contract adjustment is expected to occur in the third quarter of 2018.

**NEW DELIVERABLE
PER CONTRACT:** \$2,075.00 Cash (\$20.75 x 100), subject to adjustment as described in the Proxy.

Settlement in QCP options will take place through OCC’s cash settlement system. Settlement will be accomplished by payment of the difference between the extended strike amount and the cash deliverable.

ACCELERATION OF EXPIRATIONS

Pursuant to OCC Rule 807, equity stock option contracts whose deliverables are adjusted to call for cash-only delivery will be subject to **an acceleration of the expiration dates for outstanding option series** (See OCC Information Memo 23988).

DISCLAIMER

This Information Memo provides an unofficial summary of the terms of corporate events affecting listed options or futures prepared for the convenience of market participants. OCC accepts no responsibility for the accuracy or completeness of the summary, particularly for information which may be relevant to investment decisions. Option or futures investors should independently ascertain and evaluate all information concerning this corporate event(s).

The determination to adjust options and the nature of any adjustment is made by a panel of The OCC Securities Committee pursuant to OCC By-Laws, Article VI, Sections 11 and 11A. The adjustment panel is

comprised of representatives from OCC and each exchange which trades the affected option. The determination to adjust futures and the nature of any adjustment is made by OCC pursuant to OCC By-Laws, Article XII, Sections 3, 4, or 4A, as applicable. For both options and futures, each adjustment decision is made on a case by case basis. Adjustment decisions are based on information available at the time and are subject to change as additional information becomes available or if there are material changes to the terms of the corporate event(s) occasioning the adjustment.

ALL CLEARING MEMBERS ARE REQUESTED TO IMMEDIATELY ADVISE ALL BRANCH OFFICES AND CORRESPONDENTS ON THE ABOVE.

For questions regarding this memo, call Investor Services at 1-888-678-4667 or email investorservices@theocc.com. Clearing Members may contact Member Services at 1-800-544-6091 or, within Canada, at 1-800-424-7320, or email memberservices@theocc.com.