CALCULATION OF REGISTRATION FEE

Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
$[illegible]	$[illegible]

(1) Calculated in accordance with Rule 457(o) and 457(r) of the Securities Act of 1933, as amended.

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PROSPECTUS SUPPLEMENT
(To Prospectus dated May 17, 2023)

$600,000,000

wellower

$600,000,000 (7.500% Notes due 2031

Wellower Inc., a Delaware corporation, offers hereby $600,000,000 principal amount of its 7.500% notes due 2031 (the "notes").

The notes bearing interest at the rate of 7.500% per annum, maturing January 15, 2031. We may redeem on January 15, 2031 (the "Initial Redemption Date") and thereafter the notes at the redemption price set forth in this prospectus supplement, plus accrued and unpaid interest, if any, to the applicable redemption date.

The notes will be our senior unsecured obligations and will rank pari passu with all other existing and future unsecured indebtedness that is not subordinated in right of payment to the notes. The notes will be effectively subordinated to all indebtedness and other obligations of our subsidiaries to the extent of the value underlying our ownership interest in such subsidiaries.

You will pay all fees and expenses related solely to your investment in your investment in our potential notes.

Investing in the notes involves risks. Before making a decision to invest in our notes, you should carefully consider the risks described in "Risk Factors" beginning on page S-[illegible] of this prospectus supplement.

	Per Note	Total
Initial public offering price(1)	$[illegible]	$[illegible]
Underwriting discount(2)	$[illegible]	$[illegible]
Proceeds, before expenses, to Wellower Inc.	$[illegible]	$[illegible]

(1) Plus accrued interest from [illegible], 2023 if settlement occurs after that date.

(2) See "Underwriting" beginning on page S-[illegible] of this prospectus supplement for additional information regarding compensation.

Neither the Securities and Exchange Commission nor any state or other securities commission has approved or disapproved of these securities, or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the notes to purchasers on or about [illegible], 2023 (the "Closing Date") in Dallas, Texas, through the facilities of The Depository Trust Company, Euroclear Bank SA/NV and Clearstream Banking, société anonyme, against payment in immediately available funds.

[illegible]

Joint Bookrunners

Wells Fargo Securities	**J.P. Morgan**	**Wells Fargo Securities**
Citigroup	**Citizens JMP**	**Citizens Capital Markets**
Fifth Third Securities, Inc.	**KeyBanc Capital Markets**	**Loop Capital Markets**

The date of this prospectus supplement is June 20, 2023.

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CFR Sales Inc.) and the corporate entity (the "CFT Corporate Entity") and (ii) CFT's assets, corporate and non-corporate (the "Assets"), are collectively referred to herein as the "Business". The Business is a leading provider of Internet based services to the Forex and CFD markets, including Forex and CFD trading platforms, Forex and CFD trading signals, Forex and CFD trading education, Forex and CFD trading news, Forex and CFD trading analysis, Forex and CFD trading forums, Forex and CFD trading blogs, Forex and CFD trading tutorials, Forex and CFD trading tools, Forex and CFD trading recommendations, and other information. CFT, via its Forex and CFD trading platforms, provides its customers with access to the Forex and CFD markets, including the ability to trade Forex and CFDs on a variety of currencies, commodities, stocks, indices, and bonds, and to open and close Forex and CFD trading positions, and to deposit and withdraw funds from their Forex and CFD trading accounts. CFT's Forex and CFD trading platforms are available in English, Spanish, Portuguese, Russian, Chinese, Arabic, Indonesian, Malay, Thai, Vietnamese, and other languages. CFT's Forex and CFD trading platforms are available to customers worldwide, except for residents of the United States, Canada, Japan, and certain other countries, as set forth in the Terms of Service, which can be found on the Site.

CFT's Forex and CFD trading platforms are hosted by the CFT corporate entity based in the Republic of Seychelles, which CFT owns, or under the Global Securities Brokerage Agreement, which CFT has with Global Securities Brokerage Limited, a company organized under the laws of the Republic of Seychelles ("GSB"), which is a leading provider of Forex and CFD trading platforms, Forex and CFD trading signals, Forex and CFD trading education, Forex and CFD trading news, Forex and CFD trading analysis, Forex and CFD trading forums, Forex and CFD trading blogs, Forex and CFD trading tutorials, Forex and CFD trading tools, Forex and CFD trading recommendations, and other information. CFT, via its Forex and CFD trading platforms, provides its customers with access to the Forex and CFD markets, including the ability to trade Forex and CFDs on a variety of currencies, commodities, stocks, indices, and bonds, and to open and close Forex and CFD trading positions, and to deposit and withdraw funds from their Forex and CFD trading accounts. CFT's Forex and CFD trading platforms are available in English, Spanish, Portuguese, Russian, Chinese, Arabic, Indonesian, Malay, Thai, Vietnamese, and other languages. CFT's Forex and CFD trading platforms are available to customers worldwide, except for residents of the United States, Canada, Japan, and certain other countries, as set forth in the Terms of Service, which can be found on the Site.

Beneficial Owners. The Board and Senior Management, will remain responsible for keeping control of the holdings on behalf of their customers.

Conversion of Assets and Liquidation of Business by CFT or Other Shareholders. Most Shareholders, including the Beneficial Owners, will be able to convert their Shares into cash, or to convert their Assets into cash, by selling their Shares to the Company, or by selling their Assets to the Company, or by selling their Shares or their Assets to a third party.

Sale of Shares to the Company. CFT is the only public company of which we are aware that has a Bitcoin business model, and which has a Bitcoin Exchange. Most Shareholders will be able to sell their Shares to the Company, or to a third party, at a price per share equal to the Bitcoin Exchange Rate, minus a discount, or plus a premium, depending on the supply and demand for the Company's Shares. The Bitcoin Exchange Rate is the amount of Bitcoin that a Share is worth, which is the amount of Bitcoin that the Company would be willing to pay for a Share, or the amount of Bitcoin that a third party would be willing to pay for a Share, if the Company or the third party, respectively, were to convert the Share into Bitcoin, and then sell the Bitcoin on the Bitcoin Exchange. The Company would be able to pay for the Shares with Bitcoin, or with other assets, or with a combination of Bitcoin and other assets. The Company would be able to pay for the Shares with Bitcoin, if it chose to do so, because it would be able to convert the Bitcoin into cash, by selling the Bitcoin on the Bitcoin Exchange, or by using the Bitcoin to pay for its operating expenses, or by using the Bitcoin to pay for its liabilities, or by using the Bitcoin to pay for its assets, or by using the Bitcoin to pay for its Shares. The Company would be able to pay for the Shares with other assets, if it chose to do so, because it would be able to convert the other assets into cash, by selling the other assets on the Bitcoin Exchange, or by using the other assets to pay for its operating expenses, or by using the other assets to pay for its liabilities, or by using the other assets to pay for its assets, or by using the other assets to pay for its Shares.

If the sale of the shares by the selling Shareholder causes CFT's assets to decrease to the amount where the assets and Shares Program is not able to be implemented, then:

CFT, and Shareholders who participate in a separation and liquidation of the Business, will be able to convert their Shares into cash, or to convert their Assets into cash, by selling their Shares to the Company, or by selling their Assets to the Company, or by selling their Shares or their Assets to a third party.

The Company's Shares are not currently listed on any Bitcoin Exchange, or any other exchange, or any other market, or any other trading platform.

Under the Terms of Service, CFT's Shareholders are prohibited from using the Bitcoin Exchange, or any other website of the CFT, and from using the Company's Shares to trade Bitcoin, or any other cryptocurrency, or any other commodity, or any other security, or any other asset, or any other thing of value.

Although CFT's Shareholders are prohibited from using the Bitcoin Exchange, or any other website of the CFT, and from using the Company's Shares to trade Bitcoin, or any other cryptocurrency, or any other commodity, or any other security, or any other asset, or any other thing of value, CFT's Shareholders will be able to convert their Shares into cash, or their Assets into cash, by selling their Shares to the Company, or by selling their Assets to the Company, or by selling their Shares or their Assets to a third party.

The operation of the website www.cryptocurrency.BTC, Cryptocurrency and Bitcoin and BTC Cash, owned by a company from Belize that owns the website www.cryptocurrency.BTC, Cryptocurrency and Bitcoin and BTC Cash, is not a violation of any laws, or any regulations, or any other rules.

Settlement and Payment

The Company's Shares are not currently listed on any recognized or certified market. All payments will be made in cash, or in Bitcoin, at the Company's discretion.

Under the Terms of Service, CFT's Shareholders are prohibited from using the Bitcoin Exchange, or any other website of the CFT, to trade the Company's Shares, or any other security, or any other asset, or any other thing of value, or any other Bitcoin, or any other cryptocurrency, or any other commodity

The following is a summary of the material terms of the notes offered. Reference is made to the prospectus, to the terms and rights of the securities described in the prospectus, to the terms and rights of the notes described in this pricing supplement, to the terms and rights of the Bank's debt securities generally and to the terms and rights of the Bank's deposit liabilities generally, which may be different from the terms and rights of the notes offered hereby. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the prospectus, the accompanying prospectus supplement or the accompanying product supplement. Unless the context requires otherwise, references to "we," "us," "our," or "the Bank" in this pricing supplement, the prospectus, the accompanying prospectus supplement and the accompanying product supplement shall be deemed to refer to Bank of Montreal and not to any of its subsidiaries or affiliates.

General

The notes are our senior unsecured obligations, payable solely by the Bank. The notes are not deposits of any bank, and the amounts payable on the notes are not insured by the Federal Deposit Insurance Corporation, the Canada Deposit Insurance Corporation or any other governmental agency of the United States, Canada or any other jurisdiction. The notes will be issued in the form of book-entry notes. See "Form of Notes" below. Owners of beneficial interests in the notes will not receive certificates for their respective interests in the notes, but will receive confirmations and periodic statements thereof as described herein and in the prospectus supplement. The CUSIP number for the notes is [illegible]. The ISIN number for the notes is [illegible].

conditions contained herein and in the terms of the notes, if changes in the tax laws of Canada or in interpretations of the authorities, whether such changes are proposed or enacted, would result in the payment of additional amounts by the Bank in respect of the notes, the Bank may redeem the notes in whole but not in part, at its option, upon not less than 30 days' nor more than 60 days' notice, at a redemption price equal to the principal amount of the notes plus accrued and unpaid interest to the redemption date.

The notes will be payable prior to and on maturity but only when statutory wind-up of the Bank has begun, and upon acceleration upon bankruptcy, insolvency or winding-up of the Bank, in accordance with the terms of the notes, in the amount of principal and any accrued and unpaid interest, provided that such payment does not cause the Bank to be insolvent or to be in default of any of its liquidity or capital requirements under applicable laws and regulations governing the Bank and its affiliates. Such laws and regulations currently provide that such payment may be made only if, after such payment, the Bank is in compliance with its liquidity and capital requirements under such laws and regulations, and such payment does not cause the Bank or any of its affiliates to be in default of any of their respective liquidity or capital requirements under such laws and regulations. The Bank is not aware of any other conditions or any "materiality" or "de minimis" exceptions to such laws and regulations.

Form of Notes

The notes will be issued in the form of book-entry notes. Beneficial owners of book-entry notes will not receive certificates for their respective interests in the notes, but will receive confirmations and periodic statements thereof as described herein and in the prospectus supplement.

Payment Amount

At maturity, we will pay to the holder of a note, for each $1,000 principal amount of such note, the sum of the following:

- the sum of:
  - $1,000 multiplied by the Participation Rate, if the Final Index Level is greater than the Initial Index Level
  - $1,000 multiplied by the Participation Rate multiplied by the Index Performance, if the Final Index Level is equal to or less than the Initial Index Level
- the Contingent Coupon Payment, if any, for the Final Quarterly Period

Contingent Coupon Payment

If the Closing Level of the Underlying Index on any Observation Date is greater than or equal to the Coupon Barrier, we will pay to the holder of a note, for each $1,000 principal amount of such note, the Contingent Coupon Payment applicable to the Quarterly Period ending on such Observation Date, payable on the applicable Coupon Payment Date.

Coupon Barrier

The Coupon Barrier is [illegible] of the Initial Index Level.

Contingent Coupon Payment

The Contingent Coupon Payment for each $1,000 principal amount of a note for any Quarterly Period will be an amount equal to the product of (i) $1,000 multiplied by (ii) the Contingent Coupon Rate multiplied by (iii) the Day Count Fraction.

Contingent Coupon Rate

[illegible]%

Day Count Fraction

30/360

Quarterly Period

The period from and including the Issuance Date to but excluding the first Coupon Payment Date and thereafter the period from and including a Coupon Payment Date to but excluding the next succeeding Coupon Payment Date.

Coupon Payment Date

[illegible]

Observation Date

[illegible]

Coupon Payment Dates and Observation Dates

[illegible]

Initial Index Level

[illegible]

Final Index Level

[illegible]

Participation Rate

[illegible]

Index Performance

[illegible]

Calculation Agent

[illegible]

Tax Redemption

If, as a result of any change in or amendment to the laws (or any rules or regulations pursuant to any thereof) of Canada or any political subdivision or taxing authority thereof or therein affecting taxation, or any change in any official position regarding application or interpretation of such laws, rules or regulations (including a holding by a court of competent jurisdiction in Canada), which change or amendment becomes effective on or after the date of this pricing supplement, we have or will become obligated to pay additional amounts as described herein, and such obligation cannot be avoided by the use of reasonable measures available to us, we may redeem the notes in whole but not in part, at our option, upon not less than 30 days' nor more than 60 days' notice, at a redemption price equal to the principal amount of the notes plus accrued and unpaid interest to the redemption date.

- the withdrawal, revocation, if any, relating to the authorization;
- the occurrence of any event that causes the exercise of left vacation, the Bank ceases operations for more than five consecutive days;
- winding up, or of substantial of the business by the action of the shareholders, or authorization of such action;
- the persons relating to any security and title for the offer securities; and
- the occurrence of any event of insolvency or bankruptcy.

Upon the occurrence of any Bankruptcy Event, the Bank will pay the Bank's obligations in respect of the notes, including the Bank's obligations in respect of the Contingent Coupon Payment, if any, and the Bank's obligations in respect of the Payment Amount, if any, in accordance with the terms of the notes, as applicable to such Bankruptcy Event.

Discontinuance Notice and Waiver of Notice

form of underwriting discounts, commissions or fees and may also receive commissions from purchasers of securities for whom they may act as agent. Underwriters may sell securities to or through dealers, and these dealers may receive compensation in the form of discounts, concessions or commissions from the underwriters or commissions from the purchasers for whom they may act as agent, or both. The applicable prospectus supplement will disclose:

- any underwriting compensation we pay to underwriters or agents in connection with the offering of securities; and
- any discounts, concessions or commissions allowed by underwriters to participating dealers.

Under the Securities Act, underwriters, dealers and agents participating in the distribution of the securities may be deemed to be underwriters and any discounts, commissions and any profit on resale of the securities may be deemed to be underwriting compensation, discounts and commissions. We may agree to indemnify underwriters, dealers and agents against civil liabilities, including liabilities under the Securities Act, and to make contribution to them in connection with those liabilities.

If indicated in the applicable prospectus supplement, we may also offer and sell securities through one or more firms that will remarket the securities. These firms may act as principals for their own account or as our agents. These firms may be deemed to be underwriters in connection with the securities being remarketed. We may agree to indemnify these firms against liabilities, including liabilities under the Securities Act.

Upon the terms and conditions of the applicable prospectus supplement, the underwriters may purchase and sell securities in the open market. These transactions may include short sales, purchases to cover positions created by short sales and stabilizing transactions. Short sales involve the sale by the underwriters of a greater number of securities than they are required to purchase in the offering. Stabilizing transactions consist of various bids for or purchases of the securities made by the underwriters in the open market prior to the completion of the offering. The underwriters may also impose a penalty bid. This occurs when a particular underwriter repays to the other underwriters a portion of the underwriting discount received by it because the representatives of the underwriters have repurchased securities sold by or for the account of that underwriter in stabilizing or short covering transactions. The underwriters are not required to engage in these activities and may discontinue any of these activities at any time.

If indicated in the applicable prospectus supplement, we may authorize underwriters, agents or dealers to solicit offers by institutions to purchase securities at the offering price set forth in that prospectus supplement

under delayed delivery contracts providing for payment and delivery on the dates stated in the prospectus supplement. Each contract will be for an amount not less than, and the aggregate principal amount of securities sold under contracts will be not less nor more than, the respective amounts stated in the applicable prospectus supplement. Institutions with whom contracts, when authorized, may be made include commercial and savings banks, insurance companies, pension funds, investment companies, educational and charitable institutions, and other institutions, but will in all cases be subject to our approval. Contracts will not be subject to any conditions except:

- the purchase by an institution of the securities covered by its contracts will not at the time of delivery be prohibited under the laws of any jurisdiction in the United States to which the institution is subject; and
- if the securities are also being sold to underwriters, we will have sold to them the total principal amount of the securities less the principal amount of the securities covered by contracts.

In compliance with the guidelines of the Financial Industry Regulatory Authority ("FINRA"), the aggregate maximum discount, commission or agency fees or other items constituting underwriting compensation to be received by any FINRA member or independent broker-dealer will not exceed 8% of the proceeds from any offering pursuant to this prospectus and any applicable prospectus supplement.

It is possible that one or more underwriters may make a market in a class or series of securities, but the underwriters will not be obligated to do so and may discontinue any market making at any time without notice. We cannot give any assurance as to the liquidity of any trading market for any of the securities.

Underwriters and agents will have no responsibility in respect of the delivery or performance of contracts.

Some of the underwriters and their affiliates may engage in transactions with or perform services for us in the ordinary course of business.

Direct sales to investors or our stockholders may be accomplished through subscription offerings or through stockholder purchase rights distributed to stockholders. In connection with subscription offerings or the distribution of stockholder purchase rights to stockholders, if all of the underlying securities are not subscribed for, we may sell any unsubscribed securities to third parties directly or through underwriters or agents. In addition, whether or not all of the underlying securities are subscribed for, we may concurrently offer additional securities to third parties directly or through underwriters or agents. If securities are to be sold through stockholder purchase rights, the stockholder purchase rights will be distributed as a dividend to the stockholders for which they will pay no separate consideration. The prospectus supplement with respect to the offer of securities under stockholder purchase rights will set forth the relevant terms of the stockholder purchase rights, including:

- whether common stock, preferred stock or some other type of capital stock, or warrants for those securities, will be offered under the stockholder purchase rights;
- the number of those securities or warrants that will be offered under the stockholder purchase rights;
- the period during which and the price at which the stockholder purchase rights will be exercisable;
- the number of stockholder purchase rights then outstanding;
- any provisions for changes to or adjustments in the exercise price of the stockholder purchase rights; and
- any other material terms of the stockholder purchase rights.

Underwriters and our agents may offer and sell the securities at:

- fixed prices, which may be changed;

- market prices prevailing at the time of sale
- prices related to the prevailing market prices at the time of sale; or
- negotiated prices.

Sales by Selling Security Holders

The selling security holders may resell or redistribute the securities from time to time on any stock exchange or automated interdealer quotation system on which the securities are listed, in the over-the-counter market, in privately negotiated transactions, or in any other legal manner, at fixed prices that may be changed, at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices. Persons who are pledgees, donees, transferees, or other successors in interest of any of the named selling security holders (including, but not limited, to persons who receive securities from a named selling security holder as a gift, partnership distribution or other non-sale-related transfer after the date of this prospectus) may also use this prospectus and are included when we refer to "selling security holders" in this prospectus. The selling security holders may sell the securities by one or more of the following methods, without limitation:

- block trades (which may include cross trades) in which the broker or dealer so engaged will attempt to sell the securities as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- purchases by a broker or dealer as principal and resale by the broker or dealer for its own account;
- an exchange distribution or secondary distribution in accordance with the rules of any stock exchange on which the securities may be listed;
- ordinary brokerage transactions and transactions in which the broker solicits purchases;
- an offering at other than a fixed price on or through the facilities of any stock exchange on which the securities are listed or to or through a market maker other than on that stock exchange;
- privately negotiated transactions, directly or through agents;
- short sales;
- through the writing of options on the securities, whether or the options are listed on an options exchange;
- through the distribution of the securities by any security holder to its partners, members or stockholders;
- one or more underwritten offerings;
- agreements between a broker or dealer and any security holder to sell a specified number of the securities at a stipulated price per share; and
- any combination of any of these methods of sale or distribution, or any other method permitted by applicable law.

The security holders may also transfer the securities by gift.

The selling security holders may engage brokers and dealers, and any brokers or dealers may arrange for other brokers or dealers to participate in effecting sales of the securities. These brokers, dealers or underwriters may act as principals, or as an agent of a selling security holder. Broker-dealers may agree with a selling security holder to sell a specified number of the securities at a stipulated price per share. If the broker-dealer is unable to sell securities acting as agent for a selling security holder, it may purchase as principal any unsold securities at the stipulated price. Broker-dealers who acquire securities as principals may thereafter resell the securities from time to time in transactions in any stock exchange or automated interdealer quotation system on which the

securities are then listed, at prices and on terms then prevailing at the time of sale, at prices related to the then-current market price or in negotiated transactions. Broker-dealers may use block transactions and sales to and through broker-dealers, including transactions of the nature described above.

From time to time, one or more of the selling security holders may pledge, hypothecate or grant a security interest in some or all of the securities owned by them. The pledgees, secured parties or persons to whom the securities have been hypothecated will, upon foreclosure in the event of default, be deemed to be selling security holders. The number of a selling security holder's securities offered under this prospectus will decrease as and when it takes such actions. The plan of distribution for that selling security holder's securities will otherwise remain unchanged. In addition, a selling security holder may, from time to time, sell the securities short, and, in those instances, this prospectus may be delivered in connection with the short sales and the securities offered under this prospectus may be used to cover short sales.

The selling security holders and any underwriters, brokers, dealers or agents that participate in the distribution of the securities may be deemed to be "underwriters" within the meaning of the Securities Act, and any discounts, concessions, commissions or fees received by them and any profit on the resale of the securities sold by them may be deemed to be underwriting discounts and commissions.

A selling security holder may enter into hedging transactions with broker-dealers and the broker-dealers may engage in short sales of the securities in the course of hedging the positions they assume with that selling security holder, including, without limitation, in connection with distributions of the securities by those broker-dealers. A selling security holder may enter into option or other transactions with broker-dealers that involve the delivery of the securities offered hereby to the broker-dealers, who may then resell or otherwise transfer those securities. A selling security holder may also loan or pledge the securities offered hereby to a broker-dealer and the broker-dealer may sell the securities offered hereby so loaned or upon a default may sell or otherwise transfer the pledged securities offered hereby.

The selling security holders and other persons participating in the sale or distribution of the securities will be subject to applicable provisions of the Exchange Act and the related rules and regulations adopted by the SEC, including Regulation M. This regulation may limit the timing of purchases and sales of any of the securities by the selling security holders and any other person. The anti-manipulation rules under the Exchange Act may apply to sales of securities in the market and to the activities of the selling security holders and their affiliates. Furthermore, Regulation M may restrict the ability of any person engaged in the distribution of the securities to engage in market-making activities with respect to the particular securities being distributed for a period of up to five business days before the distribution. These restrictions may affect the marketability of the securities and the ability of any person or entity to engage in market-making activities with respect to the securities.

We may agree to indemnify the selling security holders and their respective officers, directors, employees and agents, and any underwriter or other person who participates in the offering of the securities, against specified liabilities, including liabilities under the federal securities laws or to contribute to payments the underwriters may be required to make in respect of those liabilities. The selling security holders may agree to indemnify us, the other selling security holders and any underwriter or other person who participates in the offering of the securities, against specified liabilities arising from information provided by the selling security holders for use in this prospectus or any accompanying prospectus supplement, including liabilities under the federal securities laws. In each case, indemnification may include each person who is an affiliate of or controls one of these specified indemnified persons within the meaning of the federal securities laws or is required to contribute to payments the underwriters may be required to make in respect of those liabilities. The selling security holders may agree to indemnify any brokers, dealers or agents who participate in transactions involving sales of the securities against specified liabilities arising under the federal securities laws in connection with the offering and sale of the securities.

We will not receive any proceeds from sales of any securities by the selling security holders.

We cannot assure you that the selling security holders will sell all or any portion of the securities offered hereby.

We will supply the selling security holders and any stock exchange upon which the securities are listed with reasonable quantities of copies of this prospectus. To the extent required by Rule 424 under the Securities Act in connection with any resale or redistribution by a selling security holder, we will file a prospectus supplement setting forth:

- the aggregate number of securities to be sold;
- the purchase price;
- the public offering price;
- if applicable, the names of any underwriter, dealer or agent; and
- any applicable commissions, discounts, concessions, fees or other items constituting compensation to underwriters, dealers or agents with respect to the particular transaction (which may exceed customary commissions or compensation).

If a selling security holder notifies us that a material arrangement has been entered into with a broker-dealer for the sale of securities through a block trade, special offering, exchange, distribution or secondary distribution or a purchase by a broker or dealer, the prospectus supplement will include any other facts that are material to the transaction. If applicable, this may include a statement to the effect that the participating broker-dealers did not conduct any investigation to verify the information set out or incorporated by reference in this prospectus.

VALIDITY OF SECURITIES

Gibson, Dunn & Crutcher LLP, New York, New York, will pass upon the validity of any securities issued under this prospectus. Arnold & Porter Kaye Scholer LLP will pass upon certain federal income tax matters relating to us. Any underwriters or agents will be represented by their own legal counsel. Unless otherwise specified in the applicable prospectus supplement, Sidley Austin LLP, New York, New York, will act as counsel to the underwriters, agents or dealers participating in an offering of securities hereunder.

EXPERTS

Ernst & Young LLP, independent registered public accounting firm, has audited our consolidated financial statements and schedules included in our Annual Report on Form 10-K for the year ended December 31, 2017, and the effectiveness of our internal control over financial reporting as of December 31, 2017, as set forth in their reports, which are incorporated by reference in this prospectus and elsewhere in the registration statement. Our financial statements and schedules are incorporated herein by reference in reliance on Ernst & Young LLP's reports, given on their authority as experts in accounting and auditing.

$600,000,000

welltower

$600,000,000 2.750% Notes due 2031

PROSPECTUS SUPPLEMENT

Joint Book-Running Managers

Wells Fargo Securities **J.P. Morgan** **BofA Securities**
Barclays **Credit Agricole CIB** **Jefferies** **KeyBanc Capital Markets** **Mizuho Securities**
Goldman Sachs & Co. LLC **Morgan Stanley** **MUFG** **Loop Capital Markets**

June 16, 2020