

HCP, INC.  
Form 8-K  
October 05, 2007

**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): **October 2, 2007**

**HCP, INC.**

(Exact Name of Registrant as Specified in its Charter)

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

**1-08895**  
(Commission File Number)

**33-0091377**  
(I.R.S. Employer Identification No.)

**3760 Kilroy Airport Way, Suite 300**  
**Long Beach, California**  
(Address of Principal Executive Offices)

**90806**  
(Zip Code)

**(562) 733-5100**

(Registrant's Telephone Number, Including Area Code)

**Not applicable**

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(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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 240.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events**

On October 2, 2007, HCP, Inc. (the Company ) entered into an underwriting agreement with Goldman, Sachs & Co. (the Underwriter ), pursuant to which the Company agreed to issue and sell 9 million shares of the Company s common stock, par value \$1.00 per share, in an underwritten public offering. The Company granted the Underwriter a 10-day option to purchase up to an additional 1,350,000 shares of common stock to cover any over-allotments. The net proceeds from the offering will be used to repay a portion of the Company s outstanding indebtedness under its bridge loan. The press release announcing the pricing of the offering is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

1.1 Underwriting Agreement between the Company and the Underwriter, dated October 2, 2007.

5.1 Opinion of Ballard Spahr Andrews & Ingersoll, LLP.

99.1 Press Release announcing pricing of the common stock offering, dated October 2, 2007.

**SIGNATURE**

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, thereunto duly authorized.

**HCP, INC.**  
*(Registrant)*

Date: October 5, 2007

By: /s/ Edward J. Henning  
Edward J. Henning  
Executive Vice President, General Counsel  
and Corporate Secretary

**EXHIBIT INDEX**

Attached as exhibits to this Current Report on Form 8-K are the documents listed below:

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement between the Company and the Underwriter, dated October 2, 2007.
5.1	Opinion of Ballard Spahr Andrews & Ingersoll, LLP.
99.1	Press Release announcing pricing of the common stock offering, dated October 2, 2007.