

HEALTH CARE PROPERTY INVESTORS INC
Form 8-K
February 17, 2006

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

February 17, 2006

Date of Report (Date of earliest event reported)

HEALTH CARE PROPERTY INVESTORS, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State of Incorporation)

001-08895
(Commission File Number)

33-0091377
(IRS Employer
Identification Number)

3760 Kilroy Airport Way
Suite 300
Long Beach, California 90806

(Address of principal executive offices) (Zip Code)

(562) 733-5100

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(Registrant's telephone number, including area code)

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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - 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.

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On February 17, 2006, we commenced a medium-term note program for the possible issuance, from time to time, of up to \$400,000,000 of medium-term notes, Series G, pursuant to a Registration Statement on Form S-3, File No. 333-111174, declared effective by the Securities and Exchange Commission on December 24, 2003.

On February 17, 2006, we entered into a Distribution Agreement with Banc of America Securities LLC, Barclays Capital Inc. and UBS Securities LLC (the Distribution Agreement), pursuant to which we appointed each of them as our agent for the purpose of soliciting and receiving offers to purchase the medium-term notes. In addition, any agent may also purchase medium-term notes as principal pursuant to a terms agreement relating to the applicable sale.

The medium-term notes are issuable pursuant to an Indenture dated as of September 1, 1993, by and between us and The Bank of New York (the Indenture). In connection with the commencement of our medium-term note program and pursuant to the Indenture, we delivered an Officers Certificate dated February 17, 2006 (the Officers Certificate) to The Bank of New York setting forth the terms of the medium-term notes.

Item 9.01 Financial Statements and Exhibits.

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(c) Exhibits. The following exhibit is being furnished herewith:

- 1.1 Distribution Agreement between the agents and HCP dated February 17, 2006
- 4.1 Indenture, dated as of September 1, 1993, between HCP and The Bank of New York, as Trustee (incorporated herein by reference to Exhibit 4.2 of HCP's registration statement on Form S-3 (No. 333-86654) dated May 21, 2003)
- 4.2 Officers' Certificate pursuant to Section 301 of the Indenture dated as of September 1, 1993 between HCP and The Bank of New York, as trustee, setting forth the terms of HCP's Fixed Rate Medium-Term Notes and Floating Rate Medium-Term Notes
- 4.3 Form of Fixed Rate Medium-Term Note
- 4.4 Form of Floating Rate Medium-Term Note
- 5.1 Opinion of Ballard Spahr Andrews & Ingersoll, LLP
- 5.2 Opinion of Latham & Watkins LLP
- 12.1 Statement re Computation of Ratios
- 23.1 Consent of Ballard Spahr Andrews & Ingersoll, LLP (contained in the opinion filed as Exhibit 5.1 hereto)
- 23.2 Consent of Latham & Watkins LLP (contained in the opinion filed as Exhibit 5.2 hereto)

SIGNATURES

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

Date: February 17, 2006

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