

HCP, INC.  
Form 8-K  
November 09, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**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): **November 9, 2012**

**HCP, 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**

(Registrant's telephone number, including area code)

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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:

- 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 8.01 Other Events.**

On November 9, 2012, HCP, Inc., a Maryland corporation (the "Company"), filed with the Securities and Exchange Commission a prospectus supplement (the "Prospectus Supplement") to the prospectus dated July 24, 2012 included in the Company's automatic shelf registration statement on Form S-3ASR (No. 333-182824). The Prospectus Supplement relates to the possible issuance of up to 930,956 shares of the Company's common stock, from time to time, to the holders of units representing non-managing membership interests in HCPI/Utah II, LLC issued on July 30, 2012, August 15, 2012 and October 19, 2012 (the "Units"), upon tender of the Units in exchange for shares of common stock that the Company may issue in connection with a redemption of the tendered Units. Pursuant to the terms of the Amended and Restated Limited Liability Company Agreement of HCPI/Utah II, LLC, dated as of August 17, 2001 (as amended to date, the "LLC Agreement"), the holders of the Units may not exercise their redemption rights until one year after the date of issuance of such Units. Registration of the issuance of shares of the Company's common stock as provided in the Prospectus Supplement does not necessarily mean that any of the holders of the Units will exercise their redemption rights with respect to the Units or that the Company will elect, in its sole discretion, to issue shares of common stock to satisfy its redemption obligation instead of paying a cash amount.

In connection with the filing of the Prospectus Supplement, the Company is filing an opinion of its counsel, Ballard Spahr LLP, regarding the legality of the securities being registered, which opinion is attached as Exhibit 5.1 to this Current Report on Form 8-K, and an opinion of its counsel, Skadden, Arps, Slate, Meagher & Flom LLP, regarding certain tax matters, which opinion is attached as Exhibit 8.1 to this Current Report on Form 8-K.

The Company is also filing a copy of the LLC Agreement, which agreement is attached as Exhibit 10.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are being filed herewith:

No.	Description
5.1	Opinion of Ballard Spahr LLP.
8.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.
10.1	Amended and Restated Limited Liability Company Agreement of HCPI/Utah II, LLC, dated as of August 17, 2001, as amended.
23.1	Consent of Ballard Spahr LLP (included in Exhibit 5.1 hereto).
23.2	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 8.1 hereto).

**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 hereunto duly authorized.

**Date: November 9, 2012**

**HCP, Inc.**

By: */s/ Timothy M. Schoen*  
Timothy M. Schoen  
Executive Vice President and  
Chief Financial Officer

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**EXHIBIT INDEX**

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