

HCP, INC.  
Form 8-K  
December 14, 2010

**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**

**December 14, 2010**  
Date of Report (Date of earliest event reported)

**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 7.01 Regulation FD Disclosure.**

On December 13, 2010, HCP, Inc. (the Company ) announced that it entered into a definitive agreement to acquire substantially all of the real estate assets of HCR ManorCare, Inc. Also on December 13, 2010, the Company announced that it had entered into a definitive agreement to acquire its partner's 65% interest in a joint venture. A copy of a presentation related to these acquisitions will be available on December 14, 2010 on the Company's website in the Presentations section of the Investor Relations tab and is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

The information disclosed under this Item 7.01, including Exhibit 99.1 hereto, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| No.  | Description                        |
|------|------------------------------------|
| 99.1 | Investor Presentation of HCP, Inc. |

**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: December 14, 2010

**HCP, Inc.**

By:

*/s/ Thomas M. Herzog*  
Thomas M. Herzog,  
Executive Vice President -  
Chief Financial Officer

**EXHIBIT INDEX**

| <b>No.</b> | <b>Description</b>                 |
|------------|------------------------------------|
| 99.1       | Investor Presentation of HCP, Inc. |

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