

HCP, INC.  
Form 8-K  
November 30, 2015

**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)  
**November 30, 2015 (November 23, 2015)**

**HCP, INC.**

(Exact Name of Registrant as Specified in Charter)

**Maryland**  
(State or other Jurisdiction  
of Incorporation)

**001-08895**  
(Commission File No.)

**33-0091377**  
(IRS Employer  
Identification No.)

**1920 Main Street  
Suite 1200  
Irvine, California 92614**

(Address of principal executive offices, including zip code)

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(949) 407-0700

(Registrant's telephone number, including area code)

**Not Applicable**

(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.**

On November 23, 2015, HCP, Inc., a Maryland corporation (the Company), entered into an underwriting agreement (the Underwriting Agreement) with the representatives of the several underwriters named therein (the Underwriters) relating to the sale by the Company (the Offering) of \$600,000,000 aggregate principal amount of 4.000% senior unsecured notes due 2022. The net proceeds from the Offering, after deducting the underwriting discount and estimated offering expenses payable by the Company, are approximately \$592.0 million, which the Company intends to use to repay its \$500 million 3.750% Senior Notes due February 2016 at or prior to their stated maturity date and for general corporate purposes, including future acquisitions, investments or repayment of other indebtedness. Prior to such repayment, the Company may use a portion of such proceeds to temporarily reduce outstanding borrowings under its revolving line of credit, which borrowings were principally used for acquisitions and investments.

The foregoing description of the Underwriting Agreement is a summary and is qualified in its entirety by the terms of the Underwriting Agreement, which is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The press release announcing the pricing of the Offering is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

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

No.	Description
1.1	Underwriting Agreement, dated November 23, 2015, by and between the Company and the Underwriters
99.1	Press Release, dated November 23, 2015

**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: November 30, 2015

**HCP, Inc.**  
*(Registrant)*

By:

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

**EXHIBIT INDEX**

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