

HCP, INC.  
Form 8-K  
May 09, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

May 9, 2016 (May 9, 2016)

Date of Report (Date of earliest event reported)

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**HCP, Inc.**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State of Incorporation)

**001-08895**  
(Commission File Number)

**33-0091377**  
(IRS Employer Identification Number)

1920 Main Street, Suite 1200

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Irvine, CA 92614

(Address of principal executive offices) (Zip Code)

(949) 407-0700

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

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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))

**Item 7.01 Regulation FD Disclosure.**

On May 9, 2016, HCP, Inc., a Maryland corporation (the Company), issued a press release relating to a plan to spin off its HCR ManorCare portfolio of skilled nursing and assisted living assets, as well as other skilled nursing assets, into an independent, publicly-traded REIT, a copy of which is attached hereto as Exhibit 99.1 and is incorporated into this Item 7.01 by reference. A copy of the Company's investor presentation regarding the proposed transaction is attached hereto as Exhibit 99.2 and is incorporated into this Item 7.01 by reference.

The information set forth in this Item 7.01 and the related information in Exhibits 99.1 and 99.2 attached hereto are being furnished to, and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section and shall not be incorporated by reference in any filing with, the Securities and Exchange Commission under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference therein.

**Item 9.01 Financial Statements and Exhibits.**

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

No.	Description
99.1	Press Release, dated May 9, 2016.
99.2	Investor Presentation.

**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: May 9, 2016

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

By:

*/s/ Troy E. McHenry*  
Troy E. McHenry  
Executive Vice President, General Counsel and  
Corporate Secretary

**EXHIBIT INDEX**

**No. Description**

- 99.1 Press Release, dated May 9, 2016.
- 99.2 Investor Presentation.