

NATIONWIDE HEALTH PROPERTIES INC

Form 8-K

May 04, 2010

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**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): May 4, 2010
NATIONWIDE HEALTH PROPERTIES, INC.
(Exact Name of Registrant
as Specified in Its Charter)**

Maryland
(State or Other Jurisdiction
of Incorporation)

1-9028
(Commission
File Number)

95-3997619
(IRS Employer
Identification No.)

**610 Newport Center Drive,
Suite 1150
Newport Beach, California**
(Address of Principal Executive
Offices)

92660
(ZIP Code)

(949) 718-4400
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions (see General Instruction A.2. below):

- Written communication 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-commencements communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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SIGNATURE

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Item 8.01 Entry into a Material Definitive Agreement.

On May 4, 2010, Nationwide Health Properties, Inc. (the Company) filed a prospectus supplement to its Registration Statement (File No. 333-164384) (the Registration Statement), filed by the Company on January 15, 2010, relating to up to 3,355,354 shares of the Company s common stock that may be issued under the Company s dividend reinvestment and stock purchase plan. In connection therewith, the Company is filing as an exhibit to this report the opinion of Venable LLP as to the validity of the shares of common stock that may be so issued.

In addition, on May 4, 2010, the Company filed a prospectus supplement to its Registration Statement relating to the Company s possible issuance of up to 2,797,238 shares of the Company s common stock in exchange for up to 1,626,800 Class A Partnership Units of NHP/PMB L.P. issued on April 1, May 1, May 29, October 31, December 1 and December 23, 2008, which may be tendered for redemption in accordance with the agreement of limited partnership of NHP/PMB L.P.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
5.1	Opinion of Venable LLP.
23.1	Consent of Venable LLP.

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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.

NATIONWIDE HEALTH PROPERTIES, INC.

Date: May 4, 2010

By: /s/ Abdo H. Khoury

Name: Abdo H. Khoury

Title: Executive Vice President and Chief
Financial & Portfolio Officer

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