

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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**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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