

HCP, INC.  
Form 8-K  
April 29, 2013

**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**

**April 29, 2013 (April 25, 2013)**

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**

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(Registrant's telephone number, including area code)

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 5.07 Submission of Matters to a Vote of Security Holders.**

HCP, Inc. (the Company), a Maryland corporation, held its Annual Meeting of Stockholders on April 25, 2013 (the Annual Meeting). At the Annual Meeting there were present, in person or by proxy, 414,862,794 shares of the Company's common stock, which represented approximately 91.34% of the shares entitled to vote and constituted a quorum.

Set forth below are the voting results of the three proposals considered and voted upon at the Annual Meeting, all of which were described in the Company's definitive Proxy Statement, filed with the Securities and Exchange Commission on March 15, 2013.

Proposal 1. All of the nominees listed below were elected to the Board of Directors of the Company and each received the affirmative vote of a majority of the votes cast at the Annual Meeting.

|                       | For         | Against   | Abstain   | Broker Non-Votes | % of Votes Supporting |
|-----------------------|-------------|-----------|-----------|------------------|-----------------------|
| James F. Flaherty III | 372,373,369 | 6,199,992 | 3,688,519 | 32,600,914       | 98.36%                |
| Christine N. Garvey   | 381,022,983 | 906,304   | 332,593   | 32,600,914       | 99.76%                |
| David B. Henry        | 380,796,632 | 1,123,867 | 341,381   | 32,600,914       | 99.71%                |
| Lauralee E. Martin    | 378,068,528 | 3,868,161 | 325,191   | 32,600,914       | 98.99%                |
| Michael D. McKee      | 374,708,092 | 7,205,988 | 347,800   | 32,600,914       | 98.11%                |
| Peter L. Rhein        | 378,944,738 | 2,967,119 | 350,023   | 32,600,914       | 99.22%                |
| Kenneth B. Roath      | 379,828,673 | 2,074,109 | 359,098   | 32,600,914       | 99.46%                |
| Joseph P. Sullivan    | 381,011,838 | 885,989   | 364,053   | 32,600,914       | 99.77%                |

Proposal 2. The ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013 was approved at the Annual Meeting.

| For         | Against   | Abstain | Broker Non-Votes | % of Votes Supporting |
|-------------|-----------|---------|------------------|-----------------------|
| 412,300,564 | 1,999,582 | 562,648 | N/A              | 99.52%                |

Proposal 3. The advisory vote to approve executive compensation was approved at the Annual Meeting.

| For         | Against    | Abstain   | Broker Non-Votes | % of Votes Supporting |
|-------------|------------|-----------|------------------|-----------------------|
| 366,546,595 | 10,893,643 | 4,821,642 | 32,600,914       | 97.11%                |

**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: April 29, 2013**

**HCP, Inc.**

By:

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