

NATIONWIDE HEALTH PROPERTIES INC

Form 8-K

January 19, 2010

Table of Contents

**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): January 15, 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-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

TABLE OF CONTENTS

Item 1.01 Entry into a Material Definitive Agreement

Item 9.01 Financial Statements and Exhibits

SIGNATURE

EXHIBIT INDEX

EX-1.1

EX-1.2

EX-8.1

Table of Contents

Item 1.01 Entry into a Material Definitive Agreement

On January 15, 2010, Nationwide Health Properties, Inc. entered into Sales Agreements with each of Cantor Fitzgerald & Co. and Calyon Securities (USA) Inc. to sell up to an aggregate of 5,000,000 shares of its common stock, par value \$0.10 per share, from time to time through Cantor Fitzgerald & Co. and Calyon Securities (USA) Inc. as sales agents.

Copies of the Sales Agreements are attached as Exhibits 1.1 and 1.2 to this Current Report on Form 8-K, and are incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

Exhibit No.	Description
1.1	Sales Agreement, dated January 15, 2010, between Nationwide Health Properties, Inc. and Cantor Fitzgerald & Co.
1.2	Sales Agreement, dated January 15, 2010, between Nationwide Health Properties, Inc. and Calyon Securities (USA) Inc.
8.1	Tax Opinion of Skadden, Arps, Slate, Meagher & Flom LLP
23.1	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 8.1)

Table of Contents

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: January 15, 2010

By: /s/ Abdo H. Khoury

Name: Abdo H. Khoury

Title: Executive Vice President and
Chief Financial & Portfolio Officer

Table of Contents

EXHIBIT INDEX

Exhibit No.	Description
1.1	Sales Agreement, dated January 15, 2010, between Nationwide Health Properties, Inc. and Cantor Fitzgerald & Co.
1.2	Sales Agreement, dated January 15, 2010, between Nationwide Health Properties, Inc. and Calyon Securities (USA) Inc.
8.1	Tax Opinion of Skadden, Arps, Slate, Meagher & Flom LLP
23.1	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 8.1)