

HCP, INC.  
Form 8-K  
March 29, 2017

**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**  
**March 29, 2017**

**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)**

**1920 Main Street, Suite 1200**

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

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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)**

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 March 29, 2017, HCP, Inc., a Maryland corporation, issued a press release announcing the completion of the sale of a portfolio of 64 properties leased to Brookdale Senior Living, Inc. to affiliates of Blackstone Real Estate Partners VIII L.P. for an aggregate sales price of \$1.125 billion. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated into this Item 7.01 by reference.

The information set forth in this Item 7.01 and the related information in Exhibit 99.1 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.

| No. | Description |
|-----|-------------|
|-----|-------------|

|      |                                     |
|------|-------------------------------------|
| 99.1 | Press Release dated March 29, 2017. |
|------|-------------------------------------|

**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: March 29, 2017

**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 March 29, 2017.

4