

HOST MARRIOTT CORP/
Form 8-K
August 14, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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 reported): **August 11, 2003**

Host Marriott Corporation

(Exact name of registrant as specified in its chapter)

Maryland
(State or other jurisdiction of
incorporation)

001-05664
(Commission File Number)

53-0085950
(IRS Employer
Identification No.)

6903 Rockledge Drive, Suite 1500

Bethesda, Maryland 20817

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(240) 744-1000**

Item 5. Other events

On August 11, 2003, Host Marriott Corporation (the Company) entered into an Underwriting Agreement with Goldman, Sachs & Co. on behalf of the several Underwriters named therein in connection with the public offering of 27.5 million shares of its common stock at a price of \$9.25 per share pursuant to a Prospectus Supplement to the Prospectus filed as part of the Company's universal shelf registration on Form S-3 dated January 9, 2002. A copy of the Underwriting Agreement is attached as an Exhibit to this Current Report on Form 8-K.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits.

1.1 Underwriting Agreement dated August 11, 2003 by and between Host Marriott Corporation, Goldman, Sachs & Co. on behalf of the several Underwriters named therein.

5.1 Opinion of Venable, Baetjer and Howard, LLP

8.1 Opinion of Hogan & Hartson L.L.P.

