

NATIONWIDE HEALTH PROPERTIES INC

Form 8-K

July 01, 2004

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# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## FORM 8-K

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### CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) of  
the SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): June 28, 2004

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# 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 92660-6429**

(Address of Principal Executive Offices)

**Registrant's telephone number, including area code: (949) 718-4400**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

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**ITEM 5. OTHER EVENTS**

**Public Offering of Preferred Stock**

On June 28, 2004, we entered into an underwriting agreement (the Underwriting Agreement ) with J.P. Morgan Securities Inc. as representative of the several underwriters set forth on Schedule A thereto (collectively, the Underwriters ), in connection with the issuance and sale of 1,000,000 shares ( Firm Shares ) of our 7.75% Series B Cumulative Convertible Preferred Stock, par value \$1.00 per share ( Convertible Preferred Stock ), to the Underwriters. In addition, the Company granted to the Underwriters pursuant to the Underwriting Agreement an over-allotment option to purchase an additional 150,000 shares ( Over-Allotment Shares, together with the Firm Shares, the Shares ) of Convertible Preferred Stock.

We estimate that the net proceeds to us from this offering, after expenses and underwriting discounts and commissions, will be approximately \$96,750,000, or approximately \$111,337,500 if the underwriters exercise their over-allotment option in full. We intend to use the net proceeds from this offering to repay amounts outstanding under our revolving bank line of credit.

**ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS**

1.1 Underwriting Agreement, dated June 28, 2004, by and among the Company and the Underwriters.

3.1 Articles Supplementary to the Company s Amended and Restated Articles of Incorporation, dated June 30, 2004.

3.2 Amended and Restated Bylaws of the Company.

4.1 Form of 7.75% Series B Cumulative Convertible Preferred Stock Certificate.

5.1 Opinion of Venable LLP re: Legality of the Shares.

23.1 Consent of Venable LLP (included in Exhibit 5.1).

99.1 Company Press Release dated June 29, 2004.

**SIGNATURES**

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: June 30, 2004

By: /s/ Mark L. Desmond

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Name: Mark L. Desmond

Title: Senior Vice President and Chief Financial Officer