

HCP, INC.  
Form 8-K  
March 22, 2011

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**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**

**March 22, 2011**

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**  
(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 8.01 Other Events.**

As reported on its current report on Form 8-K filed on December 13, 2010, HCP, Inc. ("HCP") signed a definitive purchase agreement, dated as of December 13, 2010, to acquire all of the outstanding interests in HCR Properties, LLC ("HCR ManorCare PropCo"), which owns all of the post-acute, skilled nursing and associated living facilities of HCR ManorCare, Inc. (with respect to the acquisition, the "HCR ManorCare Facilities Acquisition"). Also, on January 14, 2010, HCP acquired the remaining 65% interest in HCP Ventures II, a joint venture that owns 25 senior housing facilities (the "HCP Ventures II Purchase"), resulting in HCP becoming the sole owner of the joint venture.

HCP is filing this current report on Form 8-K to provide certain financial information with respect to the proposed HCR ManorCare Facilities Acquisition and HCP Ventures II Purchase. Specifically, this current report on Form 8-K provides: (1) HCP's unaudited pro forma condensed consolidated financial statements as of and for the year ended December 31, 2010 relating to the proposed HCR ManorCare Facilities Acquisition and HCP Ventures II Purchase, attached hereto as Exhibit 99.1; and (2) HCR ManorCare PropCo's audited financial statements as of December 31, 2010 and 2009 and the three years in the periods ended December 31, 2010, attached hereto as Exhibit 99.2. The information in Exhibit 99.2 was provided by HCR ManorCare, Inc. The information in Exhibits 99.1 and 99.2 is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d)

Exhibits. The following exhibits are being filed herewith:

<b>No.</b>	<b>Description</b>
23.1	Consent of Ernst and Young LLP
99.1	HCP Unaudited Pro Forma Condensed Consolidated Financial Statements as of and for the year ended December 31, 2010
99.2	HCR ManorCare PropCo Financial Statements as of December 31, 2010 and 2009 and for the three years in the periods ended December 31, 2010

**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 22, 2011

**HCP, Inc.**

By: */s/ Thomas M. Herzog*

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Thomas M. Herzog,  
Executive Vice President  
Chief Financial Officer

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**EXHIBIT INDEX**

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