

HCP, INC.  
Form 8-K  
February 05, 2018

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

February 5, 2018 (February 1, 2018)  
Date of Report (Date of earliest event reported)

HCP, Inc.  
(Exact name of registrant as specified in its charter)

Maryland                      001-08895                      33-0091377  
(State of Incorporation) (Commission File Number) (IRS Employer Identification Number)

1920 Main Street, Suite 1200  
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))

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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
5.02 Compensatory Arrangements of Certain Officers.

(b) Departure of Directors or Certain Officers

On February 5, 2018, HCP, Inc. (the "Company") announced that Michael D. McKee will step down from his position as Executive Chairman, effective March 1, 2018, and will retire from the Board of Directors (the "Board") at the Company's annual meeting of stockholders on April 26, 2018 (the "Annual Meeting"). Additionally, David B. Henry, previously the Company's Lead Independent Director, has been appointed to serve as non-executive Chairman.

Item 7.01 Regulation FD Disclosure.

On February 5, 2018, the Company issued a press release as noted in Item 5.02 above. 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 February 5, 2018.

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: February 5, 2018

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 February 5, 2017.

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