

NATIONWIDE HEALTH PROPERTIES INC

Form 8-K

January 19, 2010

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**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  
Date of report (Date of earliest event reported): January 15, 2010  
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**  
(Address of Principal Executive  
Offices)

**92660**  
(ZIP Code)

**(949) 718-4400**  
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions (see General Instruction A.2. below):

- Written communication 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 1.01 Entry into a Material Definitive Agreement**

On January 15, 2010, Nationwide Health Properties, Inc. entered into Sales Agreements with each of Cantor Fitzgerald & Co. and Calyon Securities (USA) Inc. to sell up to an aggregate of 5,000,000 shares of its common stock, par value \$0.10 per share, from time to time through Cantor Fitzgerald & Co. and Calyon Securities (USA) Inc. as sales agents.

Copies of the Sales Agreements are attached as Exhibits 1.1 and 1.2 to this Current Report on Form 8-K, and are incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

| Exhibit No. | Description  |
|-------------|--|
| 1.1         | Sales Agreement, dated January 15, 2010, between Nationwide Health Properties, Inc. and Cantor Fitzgerald & Co.      |
| 1.2         | Sales Agreement, dated January 15, 2010, between Nationwide Health Properties, Inc. and Calyon Securities (USA) Inc. |
| 8.1         | Tax Opinion of Skadden, Arps, Slate, Meagher & Flom LLP  |
| 23.1        | Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 8.1)  |

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**SIGNATURE**

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: January 15, 2010

By: /s/ Abdo H. Khoury

Name: Abdo H. Khoury

Title: Executive Vice President and  
Chief Financial & Portfolio Officer

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