

NATIONWIDE HEALTH PROPERTIES INC  
Form 8-K  
May 26, 2009

**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): May 22, 2009

**NATIONWIDE HEALTH PROPERTIES, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**  
(State or Other Jurisdiction

**1-9028**  
(Commission

**95-3997619**  
(IRS Employer

of Incorporation)

File Number)

Identification No.)

**610 Newport Center Drive, Suite 1150**

**Newport Beach, California**  
(Address of Principal Executive Offices)

**(949) 718-4400**

**92660**  
(ZIP Code)

(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:

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- .. 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-commencements communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events**

On May 22, 2009, Nationwide Health Properties, Inc. (the Company) filed a prospectus supplement to its Registration Statement on Form S-3ASR (File No. 333-142643) relating to the Company's possible issuance of up to 400,000 shares of the Company's common stock in exchange for up to 230,953 Class A Partnership Units of NHP/PMB L.P. issued on May 29, 2008, which may be tendered for redemption in accordance with the agreement of limited partnership of NHP/PMB L.P. In connection therewith, the Company is filing as exhibits to this report the opinion of Venable LLP with respect to the validity of the shares of common stock that may be so issued, and the opinion of Skadden, Arps, Slate, Meagher & Flom LLP as to certain tax matters.

**Item 9.01 Financial Statements and Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
5.1	Opinion of Venable LLP
8.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP
23.1	Consent of Venable LLP (included in Exhibit 5.1)
23.2	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 8.1)

**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: May 22, 2009

By: /s/ Abdo H. Khoury  
Name: Abdo H. Khoury  
Title: Executive Vice President and Chief Financial & Portfolio  
Officer

**EXHIBIT INDEX**

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