

NATIONWIDE HEALTH PROPERTIES INC  
Form 8-K  
January 17, 2006

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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**

Date of report (Date of earliest event reported): January 17, 2006

**NATIONWIDE HEALTH PROPERTIES, INC.**

(Exact Name of Registrant as Specified in Its Charter)

|                                    |                              |                                    |
|------------------------------------|------------------------------|------------------------------------|
| <b>Maryland</b><br>(State or Other | <b>1-9028</b><br>(Commission | <b>95-3997619</b><br>(IRS Employer |
| <b>Jurisdiction of</b>             | <b>File Number)</b>          | <b>Identification</b>              |
| <b>Incorporation)</b>              |                              | <b>No.)</b>                        |

**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)**

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**

On January 17, 2006, the Company entered into a Sales Agreement with Cantor Fitzgerald & Co. to sell up to 5,000,000 shares of its common stock, par value \$0.10 per share, from time to time through a controlled equity offering program under which Cantor Fitzgerald & Co. will act as agent and/or principal.

A copy of the Sales Agreement is attached as Exhibit 1.1 to this Current Report on Form 8-K, and is incorporated by reference herein.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

*(c) Exhibits*

| <b><u>Exhibit<br/>Number</u></b> | <b><u>Description</u></b>   |
|----------------------------------|---|
| 1.1                              | Sales Agreement, dated January 17, 2006, by and among the Company and Cantor Fitzgerald & Co. |

**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: January 17, 2006

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