

HEALTH CARE PROPERTY INVESTORS INC
Form 8-K
January 29, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES AND EXCHANGE ACT OF 1934**

January 22, 2004

Date of Report (Date of earliest event reported)

HEALTH CARE PROPERTY INVESTORS, 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)

4675 MacArthur Court

Suite 900

Newport Beach, California 92660
**(Address of principal executive offices) (Zip
Code)**

(949) 221-0600

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(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events

On January 22, 2004, Health Care Property Investors, Inc. (the Company) announced that its Board of Directors (the Board) has amended the Rights Agreement dated July 27, 2000, by changing the Rights Agreement s expiration date to February 2, 2004. As a result of this action, the preferred share purchase rights granted under the Rights Agreement will also expire on February 2, 2004. The Board has determined that the Rights Agreement and the preferred share purchase rights that it granted are not in the Company s best interest at this time and therefore has taken this action.

Item 7. Exhibits

(c) Exhibits.

- 4.1 Amendment No. 1 to Rights Agreement between Health Care Property Investors, Inc., and The Bank of New York
- 99.1 Press Release dated January 22, 2004

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.

HEALTH CARE PROPERTY INVESTORS, INC.

Date: January 23, 2004

By:

/s/ Edward J. Henning

Name: Edward J. Henning

Title: Senior Vice President, General Counsel and
Corporate Secretary