

NATIONWIDE HEALTH PROPERTIES INC  
Form 8-A12B  
July 01, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**NATIONWIDE HEALTH PROPERTIES, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Maryland**  
(State of Incorporation or Organization)

**95-3997619**  
(I.R.S. Employer Identification No.)

**610 Newport Center Drive, Suite 1150, Newport Beach, California 92660-6429**

(Address and Phone of Principal Executive Offices)

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. ☒

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. ☐

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Securities Act registration statement file number to which this form relates: 333-105806

Securities to be registered pursuant to Section 12(b) of the Act:

| <u>Title of each class to be so registered</u>                                    | <u>Name of each exchange on which each class is to be registered</u> |
|-----------------------------------------------------------------------------------|----------------------------------------------------------------------|
| 7.75% Series B Cumulative Convertible Preferred Stock, par value \$1.00 per share | New York Stock Exchange, Inc.                                        |

Securities to be registered pursuant to Section 12(g) of the Act:

NONE

(Title of Class)

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

This registration statement relates to the registration with the Securities and Exchange Commission of the 7.75% Series B Cumulative Convertible Preferred Stock, par value \$1.00 per share (the Preferred Stock), of Nationwide Health Properties, Inc., a Maryland corporation (the Company).

A description of the Preferred Stock of the Company, contained under the heading of Description of Convertible Preferred Stock in the Prospectus Supplement, dated June 28, 2004, to the Prospectus, dated October 16, 2003, included in the Company's registration statement on Form S-3, filed with the Securities and Exchange Commission on June 3, 2003 (File No. 333-105806), as amended, is incorporated herein by reference.

**Item 2. Exhibits.**

The following exhibits are filed as a part of this registration statement:

- (1) Restated Articles of Incorporation, filed as Exhibit 3.1 to the Company's Registration Statement on Form S-11 (No. 33-1128), effective December 19, 1985, and incorporated herein by this reference.
- (2) Articles of Amendment and Restated Articles of Incorporation of the Company, filed as Exhibit 3.1 to the Company's Form 10-Q for the quarter ended March 31, 1989, and incorporated herein by this reference.
- (3) Articles of Amendment of Amended and Restated Articles of Incorporation of the Company, filed as Exhibit 3.1(c) to the Company's Registration Statement on Form S-11 (No. 33-32251), effective January 23, 1990, and incorporated herein by this reference.
- (4) Articles of Amendment of Amended and Restated Articles of Incorporation of the Company, filed as Exhibit 3.1(d) to the Company's Form 10-K for the year ended December 31, 1994, and incorporated herein by this reference.
- (5) Articles Supplementary to the Company's Amended and Restated Articles of Incorporation, dated September 24, 1997, filed as Exhibit 3.1 to the Company's Form 8-K dated September 24, 1997, and incorporated herein by this reference.
- (6) Articles Supplementary to the Company's Amended and Restated Articles of Incorporation, dated June 30, 2004, filed as Exhibit 3.1 to the Company's Form 8-K dated June 30, 2004, and incorporated herein by this reference.
- (7) Amended and Restated Bylaws of the Company, filed as Exhibit 3.2 to the Company's Form 8-K dated June 30, 2004, and incorporated herein by this reference.
- (8) Form of the Company's 7.75% Series B Cumulative Convertible Preferred Stock Certificate, filed as Exhibit 4.1 to the Company's Form 8-K dated June 30, 2004, and incorporated herein by this reference.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**Nationwide Health Properties, Inc.**

Date: June 30, 2004

By: /s/ Mark L. Desmond  
Mark L. Desmond

Senior Vice President and Chief Financial Officer