

NATIONWIDE HEALTH PROPERTIES INC
Form 8-K
September 29, 2006

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): September 22, 2006

NATIONWIDE HEALTH PROPERTIES, INC.

(Exact Name of Registrant as Specified in Its Charter)

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

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)

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- “ 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 September 22, 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

(d) Exhibits

| Exhibit Number | Description |
|---------------------------|---|
| 1.1 | Sales Agreement, dated September 22, 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: September 29, 2006

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

and Portfolio Officer