

HOST MARRIOTT CORP/  
Form 8-K  
August 14, 2003

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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 reported): **August 11, 2003**

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**Host Marriott Corporation**

(Exact name of registrant as specified in its chapter)

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**Maryland**  
(State or other jurisdiction of  
incorporation)

**001-05664**  
(Commission File Number)

**53-0085950**  
(IRS Employer  
Identification No.)

**6903 Rockledge Drive, Suite 1500**

**Bethesda, Maryland 20817**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(240) 744-1000**



Item 5. Other events

On August 11, 2003, Host Marriott Corporation (the Company) entered into an Underwriting Agreement with Goldman, Sachs & Co. on behalf of the several Underwriters named therein in connection with the public offering of 27.5 million shares of its common stock at a price of \$9.25 per share pursuant to a Prospectus Supplement to the Prospectus filed as part of the Company's universal shelf registration on Form S-3 dated January 9, 2002. A copy of the Underwriting Agreement is attached as an Exhibit to this Current Report on Form 8-K.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits.

1.1 Underwriting Agreement dated August 11, 2003 by and between Host Marriott Corporation, Goldman, Sachs & Co. on behalf of the several Underwriters named therein.

5.1 Opinion of Venable, Baetjer and Howard, LLP

8.1 Opinion of Hogan & Hartson L.L.P.

