

NATIONWIDE HEALTH PROPERTIES INC  
Form 8-K  
June 24, 2009

**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): June 24, 2009**

**NATIONWIDE HEALTH PROPERTIES, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**  
(State or Other Jurisdiction  
of Incorporation)

**1-9028**  
(Commission File Number)

**95-3997619**  
(IRS Employer  
Identification No.)

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**610 Newport Center Drive, Suite 1150**

**Newport Beach, California**  
(Address of Principal Executive Offices)

**92660**  
(ZIP Code)

**(949) 718-4400**

**(Registrant's Telephone Number, Including Area Code)**

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communication 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-commencements communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On June 24, 2009, Nationwide Health Properties, Inc. (the Company ) filed a prospectus supplement relating to up to 1,296,547 shares of the Company s common stock that may be issued under the Company s dividend reinvestment and stock purchase plan. In connection therewith, the Company is filing as exhibits to this report the opinion of Venable LLP (given under its former name of Venable, Baetjer and Howard, LLP) as to the validity of the shares of common stock that may be so issued, and the opinion of Skadden, Arps, Slate, Meagher & Flom LLP as to certain tax matters.

**Item 9.01 Financial Statements and Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 5.1                | Opinion of Venable, Baetjer and Howard, LLP (Exhibit 5.2 to the Company s Registration Statement on Form S-3 (No. 333-106730) is incorporated herein by reference) |
| 8.1                | Opinion of Skadden, Arps, Slate, Meagher & Flom LLP  |
| 23.1               | Consent of Venable LLP   |
| 23.2               | Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 8.1)  |

**SIGNATURE**

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: June 24, 2009

By: /s/ Abdo H. Khoury

Name: Abdo H. Khoury

Title: Executive Vice President and Chief Financial & Portfolio Officer

**EXHIBIT INDEX**

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