

HOST MARRIOTT CORP/  
Form 8-K  
June 01, 2004

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

Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest reported): May 26, 2004**

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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**

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Item 5. Other events

On May 26, 2004, Host Marriott Corporation (the Company) entered into an Underwriting Agreement with UBS Securities LLC and Bear, Stearns & Co. Inc., as representatives of the several underwriters named therein, pursuant to which the Company agreed to issue and sell 4,000,000 shares of its 8<sup>7/8</sup>% Class E Cumulative Redeemable Preferred Stock at a price of \$25.00 per share raising gross proceeds of \$100 million. The Class E preferred stock has no stated maturity date and may be redeemed at the Company's option on or after June 2, 2009. The Company intends to use the net proceeds from the offering (approximately \$97 million after deducting underwriting discounts and commissions and estimated expenses) and available cash to redeem all of its outstanding Class A preferred stock.

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

(c) Exhibits.

1.1 Underwriting Agreement dated May 26, 2004 by and between Host Marriott Corporation and UBS Securities LLC and Bear, Stearns & Co. Inc., as representatives of the several underwriters named therein

5.1 Opinion of Venable LLP

12.1 Calculation of ratio of earning to fixed charges and preferred stock dividends

**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 this 1<sup>st</sup> day of June 2004.

HOST MARRIOTT CORPORATION

By: /s/ LARRY K. HARVEY

Name: Larry K. Harvey

Title: Senior Vice President and

Corporate Controller

<u>Exhibit No.</u>	<u>Description</u>
1.1	Underwriting Agreement dated May 26, 2004 by and between Host Marriott Corporation and UBS Securities LLC and Bear, Stearns & Co. Inc., as representatives of the several underwriters named therein
5.1	Opinion of Venable LLP
12.1	Calculation of ratio of earning to fixed charges and preferred stock dividends