

HOST MARRIOTT CORP/  
Form 8-K  
March 04, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 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 event reported): March 3, 2005

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**HOST MARRIOTT CORPORATION**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction

of incorporation)

**001-19625**  
(Commission

File Number)

**53-0085950**  
(I.R.S. Employer

Identification Number)

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**6903 Rockledge Drive**

**Suite 1500**

**Bethesda, Maryland 20817**

**(Address of principal executive offices) (Zip Code)**

**(240) 744-1000**

**(Registrant's telephone number, including area code)**

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 (see General Instruction A.2. below):

- ..  Written communications 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-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**

Host Marriott Corporation (NYSE:HMT) announced yesterday that Host Marriott, L.P., for whom the Company acts as sole general partner, increased its offering in a private placement \$650 million aggregate principal amount of 6<sup>3</sup>/<sub>8</sub>% Series N Senior Notes due 2015 (the Notes). The Notes generally may not be redeemed prior to March 15, 2010. The net proceeds of the offering will be used to tender for Host Marriott L.P.'s existing 8<sup>3</sup>/<sub>8</sub>% Series E Senior Notes due 2006, to redeem a portion of the existing 7<sup>7</sup>/<sub>8</sub>% Series B Senior Notes due 2008, to repay other indebtedness and to pay related fees and expenses. The text of the news release issued in connection with the announcement is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 8.01 by reference.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

The following exhibits are filed herewith.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Host Marriott Corporation news release dated March 3, 2005

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 thereunto duly authorized.

By: HOST MARRIOTT CORPORATION

/s/ Larry K. Harvey  
Larry K. Harvey

Senior Vice President and

Corporate Controller

Date March 4, 2005

Page 2