

HOST MARRIOTT CORP/  
Form 8-K  
June 02, 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): June 2, 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)

**001-14625**  
(Commission File Number)

**53-0085950**  
(IRS Employer

Identification No.)

**6903 Rockledge Drive, Suite 1500**

**Bethesda, Maryland 20817**

(Address of principal executive offices, including Zip Code)

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

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Item 5. Other Events

On June 2, 2004, Host Marriott Corporation, issued to the public 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 cumulative redeemable preferred stock.

The Company had previously entered into an Underwriting Agreement on May 26, with UBS Securities LLC and Bear, Stearns & Co. Inc., as representatives of the several underwriters named in the prospectus supplement filed with the Securities & Exchange Commission on May 28, 2004, pursuant to which the Company agreed to issue and sell the Class E preferred stock.

**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.

June 2, 2004

HOST MARRIOTT CORPORATION

By:           /s/ LARRY K. HARVEY          

Name: Larry K. Harvey  
Title: Senior Vice President and  
Corporate Controller