

HOST MARRIOTT CORP/
Form 8-K
March 17, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): March 16, 2004

Host Marriott Corporation

(Exact name of registrant as specified in its chapter)

Maryland
(State or other jurisdiction of incorporation)

001-14625
(Commission File Number)

53-0085950
(IRS Employer

Identification No.)

6903 Rockledge Drive, Suite 1500

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Bethesda, Maryland 20817

(Address of principal executive offices) (Zip Code)

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

Item 5. Other events

Host Marriott Corporation (Host Marriott) announced today the closing of \$500 million aggregate principal amount of exchangeable senior debentures bearing interest at a rate of 3¼% per year, due in 2024, by Host Marriott, L.P., for whom Host Marriott acts as sole general partner. The debentures were offered in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended. The debentures will be exchangeable, under certain circumstances, into shares of Host Marriott s common stock. A copy of the news release issued by Host Marriott 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.

99.1 Host Marriott Corporation news release dated March 17, 2004.

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 17th day of March 2004.

HOST MARRIOTT CORPORATION

BY: /s/ LARRY K. HARVEY

Name: Larry K. Harvey

Title: Senior Vice President and Corporate Controller