

HCP, INC.
Form DEFA14A
March 28, 2018

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement
Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
Definitive Proxy Statement
Definitive Additional Materials
Soliciting Material Under §240.14a-12

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
- (3)
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
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**SUPPLEMENT TO THE PROXY STATEMENT OF HCP, INC.
DATED MARCH 16, 2018
FOR THE ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON APRIL 26, 2018**

This Supplement provides updated information with respect to the 2018 Annual Meeting of Stockholders (the “Annual Meeting”) of HCP, Inc. (“HCP”) to be held on Thursday, April 26, 2018.

On or about March 16, 2018, HCP commenced distributing to its stockholders a Notice of the 2018 Annual Meeting of Stockholders and Definitive Proxy Statement (the “Proxy Statement”) for the Annual Meeting. You should read this Supplement, which corrects inadvertent errors in the information relating to the election of director nominees to the Board of Directors of HCP (the “Board”), in conjunction with the Proxy Statement. Except as specifically amended or supplemented by information contained in this Supplement, you should consider all information set forth in the Proxy Statement in voting your shares.

Proposal No. 1: Election of Directors

On February 27, 2018, the Nominating and Corporate Governance Committee determined to recommend, and the Board determined to nominate, seven directors for election to the Board at the Annual Meeting (the “Director Nominees”). On March 12, 2018, the Board determined to revise the Director Nominees by excluding Mr. Hoffmann. The Board approved the revised Director Nominees by majority vote. The Proxy Statement inadvertently states on pages 4 and 13 that the Board recommendation to vote for each of the Director Nominees was unanimous, rather than as previously described.

Voting Matters

If you have already returned your proxy or provided voting instructions, you do not need to take any action unless you wish to change your vote. Proxies already returned by stockholders will remain valid and will be voted at the Annual Meeting unless revoked. Information regarding how to vote your shares, or revoke your proxy or voting instructions, is available in the Proxy Statement.

March 28, 2018
