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HOST MARRIOTT CORP/  
Form 8-K  
May 08, 2001

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 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): May 2, 2001

Host Marriott Corporation  
(Exact Name of Registrant as Specified in Charter)

Maryland  
(State or Other  
Jurisdiction of  
Incorporation)

001-05664  
(Commission File  
Number)

53-0085950  
(I.R.S. Employer  
Indemnification no.)

10400 Fernwood Road  
Bethesda, Maryland 20817  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (301) 380-9000

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Item 5. Other Events.

Host Marriott Corporation (the "Company"), Host Marriott, L.P. ("Host LP") and various entities affiliated with The Blackstone Group (the "Blackstone Entities") entered into an Underwriting Agreement dated as of May 2, 2001 (the "Underwriting Agreement") with Salomon Smith Barney Inc. (the "Underwriter"). Pursuant to Host LP's partnership agreement, the Company agreed to issue to the Blackstone Entities 10,000,000 shares of its common stock, par value \$.01 per share (the "Common Stock"), upon redemption of units of limited partnership interest in Host LP and, subject to the terms and conditions contained in the Underwriting Agreement, the Blackstone Entities agreed to sell to the Underwriter the 10,000,000 shares of Common Stock for delivery on May 8, 2001.

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

(A) Financial statements of business acquired.

Not applicable.

(B) Pro forma financial information.

Not applicable.

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(C) Exhibits.

Exhibit No. -----	Description -----
1.1	Underwriting Agreement dated as of May 2, 2001 among Host Marriott Corporation, Host Marriott, L.P., Salomon Smith Barney Inc. and the Blackstone Entities.
8.1	Tax Opinion of Hogan & Hartson L.L.P.

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.

HOST MARRIOTT CORPORATION

By: /s/ Robert E. Parsons, Jr.  
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Date: May 8, 2001

Name: Robert E. Parsons, Jr.  
Title: Executive Vice President

Exhibit Index

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