

HCP, INC.  
Form DEFA14A  
April 25, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant  X

Filed by a Party other than the Registrant  O

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 Pursuant to §240.14a-12

HCP, Inc.

(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)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) 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):
  - (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:
  - (4) Date Filed:

## **HCP ANNOUNCES RETIREMENT OF DIRECTOR**

LONG BEACH, CA April 25, 2011 HCP, Inc. (NYSE: HCP) today announced that Richard M. Rosenberg, a Director of HCP, has advised the Board of Directors that he intends to retire from the Board and not seek re-election when his term expires at HCP's upcoming 2011 Annual Meeting of Stockholders. Mr. Rosenberg has served on the Company's Board of Directors since 2003 and is retiring for personal reasons.

We are privileged to have had the benefit of such an esteemed business leader and are thankful for the key role Dick has played in the direction of our Company for the past 8 years, said Jay Flaherty, HCP's Chairman and Chief Executive Officer. His judgment, wisdom and expertise have contributed significantly to our success and on behalf of our Board of Directors and HCP, I want to thank Dick for his tremendous service to our Company.

Mr. Rosenberg said, I have been fortunate to have served as a director during such an important and successful period for HCP. I want to thank Jay, our Chairman and CEO, and the other members of this very distinguished Board for all of their support and I wish them and HCP every success.

### About HCP

HCP, Inc., an S&P 500 company, is a real estate investment trust (REIT) that invests primarily in real estate serving the healthcare industry in the United States. HCP has been a publicly traded NYSE listed company since 1985. HCP's portfolio of properties is distributed among distinct sectors of the healthcare industry, including senior housing, life science, medical office, post-acute/skilled nursing and hospital. For more information, visit HCP's website at [www.hcpi.com](http://www.hcpi.com).

### Contact

Thomas M. Herzog

Executive Vice President - Chief Financial Officer

562-733-5309