

HOST MARRIOTT CORP/  
Form 8-K  
March 11, 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 event reported): March 9, 2004**

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**Host Marriott Corporation**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction of incorporation)

**001-05664**  
(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**

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Item 5. Other events

On March 9, 2004, Host Marriott Corporation (the Company) announced that Host Marriott, L.P., for whom the Company acts as sole general partner, is proposing to offer in a private placement \$375 million in aggregate principal amount of exchangeable senior debentures due 2024 (the Debentures). An additional \$75 million may be raised if the initial purchasers exercise their right to acquire additional debentures in connection with the offering. As the offering is a private placement, it will not be made to the general public. Only qualified institutional buyers may participate in the offering. The Debentures will be exchangeable into shares of the Company's common stock upon the occurrence of certain events. A copy of the news release issued by the Company 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 9, 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 11<sup>th</sup> day of March 2004.

HOST MARRIOTT CORPORATION

BY: /s/ LARRY K. HARVEY

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Name: Larry K. Harvey

Title: Senior Vice President and Corporate Controller