

NATIONWIDE HEALTH PROPERTIES INC
Form POS AM
February 04, 2004

As filed with the Securities and Exchange Commission on February 4, 2004

Registration No. 333-17061

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 3

TO

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

NATIONWIDE HEALTH PROPERTIES, INC.

(Exact Name of Registrant as Specified in its Charter)

Maryland
(State or Other Jurisdiction of
Incorporation or Organization)

95-3997619
(I.R.S. Employer
Identification No.)

610 Newport Center Drive, Suite 1150
Newport Beach, California 92660-6429

(949) 718-4400

**(Address, Including Zip Code, and Telephone Number, Including
Area Code, of Registrant's Principal Executive Offices)**

R. Bruce Andrews

President and Chief Executive Officer

Nationwide Health Properties, Inc.

610 Newport Center Drive, Suite 1150

Newport Beach, California 92660-6429

(949) 718-4400

**(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent for Service)**

Copy To:

Gary J. Singer, Esq.

Brandi R. Steege, Esq.

O Melveny & Myers LLP

610 Newport Center Drive, Suite 1700

Newport Beach, CA 92660-6429

(949) 760-9600

Approximate date of commencement of proposed sale to the public: Not applicable.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, check the following box. "

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If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. "

Deregistration of Securities

Nationwide Health Properties, Inc. (the Company) registered \$333,121,563 of its Debt Securities, Preferred Stock, Depositary Shares, Common Stock, and Securities Warranties (the Securities) pursuant to its Registration Statement on Form S-3 (File No. 333-17061) filed on November 27, 1996 and declared effective on January 6, 1997 (the Registration Statement), as amended by Post-Effective Amendment No. 1 filed on May 29, 1998 and Post-Effective Amendment No. 2 filed on August 19, 1998. By filing this Post-Effective Amendment No. 3 to the Registration Statement, the Company hereby removes from registration \$8,140,488.30 of the Securities, which remain unsold as of the date hereof. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of the Securities which remain unsold.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Newport Beach, State of California, on the 28th day of January, 2004.

NATIONWIDE HEALTH PROPERTIES, INC.

By: /s/ R. Bruce Andrews

R. Bruce Andrews

President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement has been signed by the following persons in the capacities indicated on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|---|------------------|
| /s/ Charles D. Miller _____ Charles D. Miller | Chairman and Director | January 28, 2004 |
| /s/ R. Bruce Andrews _____ R. Bruce Andrews | President, Chief Executive Officer and Director (principal executive officer) | January 28, 2004 |
| /s/ Mark L. Desmond _____ Mark L. Desmond | Senior Vice President and Chief Financial Officer (principal financial and accounting officer) | January 28, 2004 |
| /s/ David R. Banks _____ David R. Banks | Director | January 28, 2004 |
| /s/ William K. Doyle _____ William K. Doyle | Director | January 28, 2004 |
| /s/ Douglas M. Pasquale _____ Douglas M. Pasquale | Director | January 28, 2004 |
| /s/ Robert D. Paulson _____ Robert D. Paulson | Director | January 28, 2004 |
| /s/ Keith P. Russell _____ Keith P. Russell | Director | January 28, 2004 |

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Keith P. Russell

/s/ Jack D. Samuelson

Director

January 28, 2004

Jack D. Samuelson