

HOST MARRIOTT CORP/
Form 8-K
October 23, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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 reported): **October 21, 2003**

Host Marriott Corporation

(Exact name of registrant as specified in its chapter)

Maryland
(State or other jurisdiction of
incorporation)

001-05664
(Commission File Number)

53-0085950
(IRS Employer
Identification No.)

6903 Rockledge Drive, Suite 1500

Bethesda, Maryland 20817

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(240) 744-1000**

Item 5. Other events

On October 21, 2003, Host Marriott Corporation (the Company) entered into an Underwriting Agreement with Citigroup Global Markets Inc. in connection with the public offering of 23.5 million shares of its common stock at a price of \$10.75 per share pursuant to a Prospectus Supplement to the Prospectus filed as part of the Company's universal shelf registration on Form S-3 dated January 9, 2002. A copy of the Underwriting Agreement 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.

1.1 Underwriting Agreement dated October 21, 2003 by and between Host Marriott Corporation and Citigroup Global Markets Inc.

5.1 Opinion of Venable, Baetjer and Howard, LLP

8.1 Opinion of Hogan & Hartson L.L.P.

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 24th day of October 2003.

HOST MARRIOTT CORPORATION

By: /s/ LARRY K. HARVEY

Name: Larry K. Harvey
Title: Senior Vice President and
Corporate Controller

Exhibit No.	Description
1.1	Underwriting Agreement dated October 21, 2003 by and between Host Marriott Corporation and Citigroup Global Markets Inc.
5.1	Opinion of Venable, Baetjer and Howard, LLP
8.1	Opinion of Hogan & Hartson L.L.P.