

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
HCP, INC.		33-0091377	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
TIMOTHY A. HALL	(949) 407-0700	THALL@HCPI.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and Zip code of contact	
1920 MAIN STREET, SUITE 1200		IRVINE, CA 92614	
8 Date of action		9 Classification and description	
2/25/14, 5/27/14, 8/26/14, 11/25/14		CASH DISTRIBUTIONS TO COMMON SHAREHOLDERS	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
40414L109		HCP	

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ Quarterly cash distributions to common shareholders during 2014.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ The distributions reduced the basis of the security in the hands of US taxpayers as follows:

Date	Per Share Reduction of Basis in Common Stock
02/25/2014	0.022937
05/27/2014	0.022937
08/26/2014	0.022937
11/25/2014	0.022937

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ HCP, Inc.'s earnings and profits were calculated under IRC §312 [as modified by §857(d) for Real Estate Investment Trusts]. Distributions to common shareholders in excess of earnings and profits reduce each shareholder's tax basis in its shares.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____

[IRC §301\(c\)](#)

[IRC §316](#)

18 Can any resulting loss be recognized? ▶ [N/A](#)

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____

[HCP, Inc., a Real Estate Investment Trust, declared and paid quarterly cash distributions to its common shareholders during its fiscal year commencing January 1, 2014 and ending December 31, 2014.](#)

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ /s/ Timothy A. Hall (original Signature is on file) Date ▶ 01-15-2015

Print your name ▶ TIMOTHY A. HALL Title ▶ SENIOR VICE PRESIDENT - TAX

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	