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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): August 4, 2004

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**Host Marriott L.P.**

(Exact name of registrant as specified in its charter)

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

**000-25087**  
(Commission File Number)

**52-2095412**  
(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

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Item 5. Other events

On August 4, 2004, Host Marriott, L.P. closed on its \$350 million in aggregate principal amount of 7% Senior Notes due 2012. The notes were offered in a private placement to qualified institutional buyers pursuant to rule 144A under the Securities Act of 1933, as amended. The net proceeds of the offering will be used to redeem \$336 million of Host Marriott L.P.'s existing 7 7/8% Series Senior Notes due 2008 and to pay related fees and expenses. A copy of the news release issued by Host Marriott Corporation 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 August 4, 2004.

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**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 4<sup>th</sup> day of August 2004.

HOST MARRIOTT L.P.

BY: Host Marriott Corporation,

its general partner

BY: /s/ LARRY K. HARVEY

Name: Larry K. Harvey

Title: Senior Vice President and Corporate Controller

**NEWS RELEASE**

6903 Rockledge Drive  
Bethesda, Maryland 20817

**Gregory J. Larson**  
Senior Vice President Investor Relations  
240-744-5120

**Contact:****HOST MARRIOTT CORPORATION CLOSSES \$350 MILLION PRIVATE PLACEMENT OF SENIOR NOTES DUE 2012**

BETHESDA, MD; August 4, 2004 – Host Marriott Corporation (NYSE:HMT) announced today the closing of \$350 million aggregate principal amount of Senior Notes (the “Notes”) bearing interest at a rate of 7% per year, due in 2012, by Host Marriott, L.P., for whom the Company acts as sole general partner. The Notes were offered in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended.

The net proceeds of the offering were approximately \$345 million, after deducting discounts, fees and expenses, and will be used to redeem a portion of Host Marriott L.P.’s existing 7<sup>7</sup>/<sub>8</sub> Series B Senior Notes due in 2008 and to pay applicable call premiums. The date of the redemption is September 2, 2004.

The Notes offered have not been registered under the United States Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. The issuance of the Notes has been structured to allow secondary market trading under Rule 144A under the Securities Act of 1933.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale of any securities in any jurisdiction where such an offering sold would be unlawful.

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