

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

HOST MARRIOTT, L.P.

HOST MARRIOTT CORPORATION

(Exact name of registrant as specified in its governing instrument)

Delaware	7011	52-2095412
Maryland	7011	53-0085950
(State or Other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code)	(I.R.S. Employer Identification Number)

10400 Fernwood Road
Bethesda, Maryland 20817-1109
301-380-9000

(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

Christopher G. Townsend, Esq.
Senior Vice President and General Counsel
10400 Fernwood Road
Bethesda, Maryland 20817-1109
301-380-9000

(Name, address, including zip code, and telephone number, including area code,
of agent for service)

Copies to:

J. Warren Gorrell, Jr., Esq.
James E. Showen, Esq.
HOGAN & HARTSON L.L.P.
555 Thirteenth Street, N.W.
Washington, D.C. 20004-1109
(202) 637-5600

Approximate date of commencement of proposed sale to the public: As soon as
practicable after this registration statement becomes effective.

If the only securities being registered on this form are being offered in
connection with the formation of a holding company and there is compliance with
General Instruction G, 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. [] 333-55807

If this form is a post-effective amendment filed pursuant to Rule 462(d) 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. [] _____

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price (1)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Units of Limited Partnership Interest.....	8,012,332 (3)	\$11.28	\$11,871,571	\$3,301 (4)
Shares of Common Stock, par value \$.01 per share..	8,012,332 (3)	\$11.28	\$11,871,571	\$ -0- (4)
Shares of Common Stock, par value \$.01 per share..	8,012,332 (5)	\$11.28	\$11,871,571	\$ 3,301
TOTAL.....	\$ 6,602

- (1) Pursuant to Rule 457(f) (1) under the Securities Act of 1933, estimated solely for the purpose of calculating the registration fee based on the average of the high and low reported sale prices on The New York Stock Exchange on January 29, 1999.
- (2) Pursuant to Reg. No. 333-55807, the Registrants previously registered units of limited partnership interest and shares of common stock with an estimated maximum aggregate offering price of \$288,357,000 for issuance in connection with the transactions collectively referred to in Reg. No. 333-55807 as the "Mergers." The Registrants are filing this Registration Statement on Form S-4 pursuant to Rule 462(b) to increase the proposed maximum aggregate offering price of the units and shares that could be issued in connection with such transactions.
- (3) Represents the number of units or shares of common stock, as applicable, which, when added to the 18,603,677 units or shares of common stock, as applicable, registered by Reg. No. 333-55807, represents the expected number of units or shares of common stock, as applicable, issuable upon consummation of the Mergers.
- (4) Investors whose securities are exchanged or canceled in the Mergers will receive units, which may be retained or exchanged for shares of common stock. To the extent shares of common stock are issued in exchange for units, the proposed maximum aggregate offering price of units will be proportionately reduced and vice versa. Accordingly, no further fee is due for the registration of the shares of common stock.
- (5) Represents the number of shares of common stock issuable upon redemption of the units registered hereby.

Pursuant to General Instruction K of Form S-4 and Rule 462(b) under the Securities Act of 1933, Host Marriott, L.P. and Host Marriott Corporation, the successor by merger to HMC Merger Corporation, hereby incorporate by reference the contents of their Registration Statement on S-4 (Reg. No. 333-55807), including all exhibits thereto, which was previously declared effective by the Securities and Exchange Commission. The Registrants are filing this Registration Statement on Form S-4 pursuant to Rule 462(b) to increase by \$11,871,571, or approximately 4.1%, the proposed maximum aggregate offering price of the units (and the shares of common stock offered in exchange for such units) they are offering as consideration for assets transferred to them in the Mergers.

Item 21. Exhibits and Financial Statements

The following exhibits are filed with this Registration Statement:

Exhibit Number	Description of Exhibit
-----	-----
5.1	Opinion of Hogan & Hartson L.L.P.
5.2	Opinion of Hogan & Hartson L.L.P.
23.1	Consent of Hogan & Hartson L.L.P. (included in Exhibit 5.1)
23.2	Consent of Hogan & Hartson L.L.P. (included in Exhibit 5.2)
23.3	Consent of Arthur Andersen LLP

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Bethesda, Maryland, on this 2nd day of February, 1999.

HOST MARRIOTT CORPORATION, ON ITS OWN BEHALF
AND AS GENERAL PARTNER OF
HOST MARRIOTT, L.P.

By: /s/ Robert E. Parsons, Jr.

Robert E. Parsons, Jr.
Executive Vice President and Chief
Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated as of the 2nd day of February, 1999.

Signature

Title

/s/ Terence C. Golden

Terence C. Golden

President, Chief Executive Officer and
Director
(principal executive officer)

/s/ Robert E. Parsons, Jr.

Robert E. Parsons, Jr.

Executive Vice President and Chief
Financial Officer
(principal financial officer)

/s/ Donald D. Olinger

Donald D. Olinger

Senior Vice President and Corporate
Controller
(principal accounting officer)

/s/ Richard E. Marriott

Richard E. Marriott

Chairman of the Board of Directors

/s/ R. Theodore Ammon Director

R. Theodore Ammon

/s/ Robert M. Baylis Director

Robert M. Baylis

/s/ J.W. Marriott, Jr. Director

J.W. Marriott, Jr.

/s/ Ann Dore McLaughlin Director

Ann Dore McLaughlin

/s/ Harry L. Vincent, Jr. Director

Harry L. Vincent, Jr.

/s/ John G. Schreiber Director

John G. Schreiber

[LETTERHEAD OF HOGAN & HARTSON L.L.P.]

February 4, 1999

Host Marriott, L.P.
10400 Fernwood Road
Bethesda, Maryland 20817

Ladies and Gentlemen:

We are acting as counsel to Host Marriott, L.P., a Delaware limited partnership (the "Operating Partnership"), in connection with its registration statement on Form S-4 (the "Registration Statement"), prepared and filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "1933 Act"), relating to the public offering of up to an additional 8,012,332 units of limited partnership interest (the "Additional OP Units") in connection with the Operating Partnership's acquisition by merger (each, a "Merger" and collectively, the "Mergers") of eight limited partnerships (the "Partnerships") of which Host Marriott Corporation, a Delaware corporation ("Host"), or one of its subsidiaries was the general partner. This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b) (5) of Regulation S-K, 17 C.F.R. 229.601(b) (5), in connection with the Registration Statement.

For purposes of this opinion letter, we have examined copies of the following documents:

1. An executed copy of the Registration Statement.
2. An executed copy of the registration statement on Form S-4 (Reg. No. 333-55807) of the Operating Partnership and HMC Merger Corporation, a Maryland corporation ("HMC"), into which Host was merged, and in connection therewith HMC changed its name to Host Marriott Corporation, as amended, which related to, among other things, the proposed public offering of up to 18,603,677 of the Operating Partnership's OP Units upon consummation of the Mergers (such registration statement on Form S-4, the "Prior Registration Statement"),

which included the Prospectus/Consent Solicitation Statement (the "Consent Solicitation").

3. A memorandum to the file stating that, based upon telephone conversations with the Staff of the Commission, the Prior Registration Statement was declared effective at 5:30 p.m. on October 8, 1998.
4. The Certificate of Limited Partnership of the Operating Partnership, as amended, as certified by the Secretary of State of the State of Delaware on February 3, 1999, and by the Secretary of HMC, as sole general partner of the Operating Partnership, on the date hereof as then being complete, accurate and in effect.
5. The Second Amended and Restated Agreement of Limited Partnership of the Operating Partnership dated as of December 30, 1998, as certified by the Secretary of HMC, as sole general partner of the Operating Partnership, on the date hereof as then being complete, accurate and in effect.
6. The Articles of Amendment and Restatement of Articles of Incorporation of HMC (the "Restated Articles"), as certified by the Maryland State Department of Assessments and Taxation (the "SDAT") on December 29, 1998, and by the Secretary of HMC on the date hereof as then being complete, accurate and in effect.
7. The Bylaws of HMC, as certified by the Secretary of HMC on the date hereof as then being complete, accurate and in effect.
8. Resolutions of the Board of Directors of HMC, as sole general partner of the Operating Partnership, adopted on February 2, 1999, as certified by the Secretary of HMC, as sole general partner of the Operating Partnership, on the date hereof as being complete, accurate and in effect, relating to, among other things, the preparation, execution and filing of the Registration Statement, the issuance of the Additional OP Units and arrangements in connection therewith.

9. An executed copy of the Agreement and Plan of Merger dated as of October 8, 1998 between the Company, the Operating Partnership, Atlanta Marriott Marquis II Limited Partnership, a Delaware limited partnership ("Atlanta Marquis"), and HMC Atlanta Merger Limited Partnership, as amended, pursuant to which HMC Atlanta Merger Limited Partnership was merged with and into Atlanta Marquis (the "Atlanta Marquis Merger Agreement").
10. An executed copy of the Agreement and Plan of Merger dated as of October 8, 1998 between the Company, the Operating Partnership, Mutual Benefit Chicago Marriott Suite Hotel Partners, L.P., a Rhode Island limited partnership ("Chicago Suites"), and HMC Chicago Merger Limited Partnership, as amended, pursuant to which HMC Chicago Merger Limited Partnership was merged with and into Chicago Suites (the "Chicago Suites Merger Agreement").
11. An executed copy of the Agreement and Plan of Merger dated as of October 8, 1998 between the Company, the Operating Partnership, Desert Springs Marriott Limited Partnership, a Delaware limited partnership ("Desert Springs"), and HMC Desert Merger Limited Partnership, as amended, pursuant to which HMC Desert Merger Limited Partnership was merged with and into Desert Springs (the "Desert Springs Merger Agreement").
12. An executed copy of the Agreement and Plan of Merger dated as of October 8, 1998, between the Company, the Operating Partnership, Hanover Marriott Limited Partnership, a Delaware limited partnership ("Hanover"), and HMC Hanover Merger Limited Partnership, as amended, pursuant to which HMC Hanover Merger Limited Partnership was merged with and into Hanover (the "Hanover Merger Agreement").
13. An executed copy of the Agreement and Plan of Merger dated as of October 8, 1998, between the Company, the Operating Partnership, Marriott Diversified American Hotels, L.P., a Delaware limited partnership ("MDAH"), and HMC Diversified

Merger Limited Partnership, as amended, pursuant to which HMC Diversified Merger Limited Partnership was merged with and into MDAH (the "MDAH Merger Agreement").

14. An executed copy of the Agreement and Plan of Merger dated as of October 8, 1998, between the Company, the Operating Partnership, Marriott Hotel Properties Limited Partnership, a Delaware limited partnership ("MHP"), and HMC Properties I Merger Limited Partnership, as amended, pursuant to which HMC Properties I Merger Limited Partnership was merged with and into MHP (the "MHP Merger Agreement").
15. An executed copy of the Agreement and Plan of Merger dated as of October 8, 1998, between the Company, the Operating Partnership, Marriott Hotel Properties II Limited Partnership, a Delaware limited partnership ("MHP2"), and HMC Properties II Merger Limited Partnership, as amended, pursuant to which HMC Properties II Merger Limited Partnership was merged with and into MHP2 (the "MHP2 Merger Agreement").
16. An executed copy of the Agreement and Plan of Merger dated as of October 8, 1998, between the Company, the Operating Partnership, Potomac Hotel Limited Partnership, a Delaware limited partnership ("PHLP"), and HMC Potomac Merger Limited Partnership, as amended, pursuant to which HMC Potomac Merger Limited Partnership was merged with and into PHLP (the "PHLP Merger Agreement," and, collectively, the Atlanta Marquis Merger Agreement, the Chicago Suites Merger Agreement, the Desert Springs Merger Agreement, the Hanover Merger Agreement, the MDAH Merger Agreement, the MHP Merger Agreement, the MHP2 Merger Agreement and the PHLP Merger Agreement are referred to herein as the "Merger Agreements").

In our examination of the aforesaid certificates, documents and agreements, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents and the conformity to authentic original documents of all documents submitted to us as copies (including telecopies).

We also have assumed the authenticity, accuracy and completeness of the foregoing certifications of public officials and corporate officers and statements of fact, on which we are relying, and have made no independent investigations thereof. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

This opinion letter is based as to matters of law solely on applicable provisions of Delaware law. We express no opinion herein as to any other laws, statutes, ordinances, rules or regulations or as to compliance with securities (or "blue sky") laws.

Based upon, subject to and limited by the foregoing, we are of the opinion that following effectiveness of the Registration Statement and the issuance of the OP Units in accordance with the terms described in the Registration Statement and in the Merger Agreements, the Additional OP Units will be validly issued, fully paid and nonassessable.

This opinion letter has been prepared for your use in connection with the filing of the Registration Statement on the date of this opinion letter and speaks as of the date hereof. We assume no obligation to advise you of any changes in the foregoing subsequent to the delivery of this opinion letter.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement and to the incorporation by reference pursuant to Rule 462(b) into the Registration Statement of the reference to this firm under the caption "Legal Matters" in the Consent Solicitation. In giving this consent, we do not thereby admit that we are an "expert" within the meaning of the Securities Act of 1933, as amended.

Very truly yours,

/s/ Hogan & Hartson L.L.P.

HOGAN & HARTSON L.L.P.

[LETTERHEAD OF HOGAN & HARTSON L.L.P.]

February 4, 1999

Board of Directors
Host Marriott Corporation
10400 Fernwood Road
Bethesda, Maryland 20817

Ladies and Gentlemen:

We are acting as counsel to Host Marriott Corporation, a Maryland corporation (the "Company"), which is the successor by merger to HMC Merger Corporation ("HMC"), in connection with the Company's registration statement on Form S-4 (the "Registration Statement"), prepared and filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended, relating to the public offering of up to an additional 8,012,332 shares of the Company's common stock, par value \$.01 per share (the "Additional Shares"), in exchange for up to an additional 8,012,332 units of limited partnership interest ("Additional OP Units") in Host Marriott, L.P. (the "Operating Partnership") in connection with the Operating Partnership's acquisition by merger (each, a "Merger" and collectively, the "Mergers") of eight limited partnerships (the "Partnerships"), of which one of the Company's subsidiaries is the general partner. This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. 229.601(b)(5), in connection with the Registration Statement.

For purposes of the opinions expressed in this letter, we have examined copies of the following documents:

1. An executed copy of the Registration Statement.
2. An executed copy of the registration statement on Form S-4 of HMC and the Operating Partnership (Reg. No. 333-55807), as amended, which related to, among other things, the proposed public offering of up to 18,603,677 shares of HMC's common stock in exchange for OP Units in the Operating Partnership and which included the Prospectus/Consent Solicitation Statement (the "Consent Solicitation").

3. A memorandum to the file stating that, based upon telephone conversations with the Staff of the Commission, the Prior Registration Statement was declared effective at 5:30 p.m. on October 8, 1998.
4. The Articles of Amendment and Restatement of Articles of Incorporation of the Company (the "Restated Articles"), as certified by the Maryland State Department of Assessments and Taxation (the "SDAT") on December 29, 1998, and by the Secretary of the Company on the date hereof as being complete, accurate and in effect.
5. Articles Supplementary to the Restated Articles, as certified by the SDAT on December 30, 1998, and by the Secretary of the Company on the date hereof as being complete, accurate and in effect.
6. The Bylaws of the Company, as certified by the Secretary of the Company on the date hereof as being complete, accurate and in effect.
7. Resolutions of the Board of Directors of the Company adopted on February 2, 1999, as certified by the Secretary of the Company on the date hereof as being complete, accurate and in effect, relating, among other things, to the preparation, execution and filing of the Registration Statement, the issuance of the Additional Shares and arrangements in connection therewith.
8. The Certificate of Limited Partnership of the Operating Partnership, as amended, as certified by the Secretary of State of the State of Delaware on February 3, 1999, and by the Secretary of the Company, as sole general partner of the Operating Partnership, on the date hereof as then being complete, accurate and in effect.
9. The Second Amended and Restated Agreement of Limited Partnership of the Operating Partnership dated as of December

30, 1998, as certified by the Secretary of the Company, as sole general partner of the Operating Partnership, on the date hereof as being complete, accurate and in effect.

10. Resolutions of the Board of Directors of the Company, as sole general partner of the Operating Partnership, adopted on February 2, 1999, as certified by the Secretary of the Company on the date hereof as being complete, accurate and in effect, relating to, among other things, the preparation, execution and filing of the Registration Statement, the issuance of the Additional OP Units registered thereby, and arrangements in connection therewith.
11. An executed copy of the Agreement and Plan of Merger dated as of October 8, 1998 between the Company, the Operating Partnership, Atlanta Marriott Marquis II Limited Partnership, a Delaware limited partnership ("Atlanta Marquis"), and HMC Atlanta Merger Limited Partnership, as amended, pursuant to which HMC Atlanta Merger Limited Partnership was merged with and into Atlanta Marquis (the "Atlanta Marquis Merger Agreement").
12. An executed copy of the Agreement and Plan of Merger dated as of October 8, 1998 between the Company, the Operating Partnership, Mutual Benefit Chicago Marriott Suite Hotel Partners, L.P., a Rhode Island limited partnership ("Chicago Suites"), and HMC Chicago Merger Limited Partnership, as amended, pursuant to which HMC Chicago Merger Limited Partnership was merged with and into Chicago Suites (the "Chicago Suites Merger Agreement").
13. An executed copy of the Agreement and Plan of Merger dated as of October 8, 1998 between the Company, the Operating Partnership, Desert Springs Marriott Limited Partnership, a Delaware limited partnership ("Desert Springs"), and HMC Desert Merger Limited Partnership, as amended, pursuant to which HMC Desert Merger Limited Partnership was merged

with and into Desert Springs (the "Desert Springs Merger Agreement").

14. An executed copy of the Agreement and Plan of Merger dated as of October 8, 1998, between the Company, the Operating Partnership, Hanover Marriott Limited Partnership, a Delaware limited partnership ("Hanover"), and HMC Hanover Merger Limited Partnership, as amended, pursuant to which HMC Hanover Merger Limited Partnership was merged with and into Hanover (the "Hanover Merger Agreement").
15. An executed copy of the Agreement and Plan of Merger dated as of October 8, 1998, between the Company, the Operating Partnership, Marriott Diversified American Hotels, L.P., a Delaware limited partnership ("MDAH"), and HMC Diversified Merger Limited Partnership, as amended, pursuant to which HMC Diversified Merger Limited Partnership was merged with and into MDAH (the "MDAH Merger Agreement").
16. An executed copy of the Agreement and Plan of Merger dated as of October 8, 1998, between the Company, the Operating Partnership, Marriott Hotel Properties Limited Partnership, a Delaware limited partnership ("MHP"), and HMC Properties I Merger Limited Partnership, as amended, pursuant to which HMC Properties I Merger Limited Partnership was merged with and into MHP (the "MHP Merger Agreement").
17. An executed copy of the Agreement and Plan of Merger dated as of October 8, 1998, between the Company, the Operating Partnership, Marriott Hotel Properties II Limited Partnership, a Delaware limited partnership ("MHP2"), and HMC Properties II Merger Limited Partnership, as amended, pursuant to which HMC Properties II Merger Limited Partnership was merged with and into MHP2 (the "MHP2 Merger Agreement").
18. An executed copy of the Agreement and Plan of Merger dated as of October 8, 1998, between the Company, the Operating Partnership, Potomac Hotel Limited Partnership, a Delaware

limited partnership ("PHLP"), and HMC Potomac Merger Limited Partnership, as amended, pursuant to which HMC Potomac Merger Limited Partnership was merged with and into PHLP (the "PHLP Merger Agreement," and, collectively, the Atlanta Marquis Merger Agreement, the Chicago Suites Merger Agreement, the Desert Springs Merger Agreement, the Hanover Merger Agreement, the MDAH Merger Agreement, the MHP Merger Agreement, the MHP2 Merger Agreement and the PHLP Merger Agreement are referred to herein as the "Merger Agreements").

In our examination of the aforesaid certificates, documents and agreements, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents and the conformity to authentic original documents of all documents submitted to us as copies (including telecopies). We also have assumed the authenticity, accuracy and completeness of the foregoing certifications of public officials and corporate officers and statements of fact, on which we are relying, and have made no independent investigations thereof. In rendering the opinion below, we have assumed that none of the Additional Shares will be issued in violation of the ownership limits set forth in the Restated Articles. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

This opinion letter is based as to matters of law solely on applicable provisions of Maryland law, we express no opinion herein as to any other laws, statutes, ordinances, rules or regulations or as to compliance with securities (or "blue sky") laws or the real estate syndication laws of Maryland.

Based upon, subject to and limited by the foregoing, we are of the opinion that, following the (i) effectiveness of the Registration Statement, (ii) election by limited partners in the Partnerships to exchange any Additional OP Units issued in the Mergers for the Additional Shares and (iii) issuance of the Additional Shares in exchange for such Additional OP Units as described in the Registration Statement and the Merger Agreements, the Additional Shares will be validly issued, fully paid and nonassessable.

Board of Directors
Host Marriott Corporation
February 4, 1999
Page 6

This opinion letter has been prepared for your use in connection with the filing of the Registration Statement on the date of this opinion letter and speaks as of the date hereof. We assume no obligation to advise you of any changes in the foregoing subsequent to the delivery of this opinion letter.

We hereby consent to the filing of this opinion letter as Exhibit 5.2 to the Registration Statement and to the incorporation by reference pursuant to Rule 462(b) into the Registration Statement of the reference to this firm under the caption "Legal Matters" in the Consent Solicitation. In giving this consent, we do not thereby admit that we are an "expert" within the meaning of the Securities Act of 1933, as amended.

Very truly yours,

/s/ Hogan & Hartson L.L.P.

HOGAN & HARTSON L.L.P.

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference of our reports and to all references to our firm included in or made part of this registration statement.

/s/ Arthur Andersen LLP

Washington, D.C.
February 2, 1999