

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 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 event reported): December 14, 2001

Host Marriott Corporation  
(Exact Name of Registrant as Specified in Charter)

Maryland 001-05664 53-0085950  
(State or Other Jurisdiction (Commission File Number) (I.R.S. Employer  
of Incorporation) Indemnification no.)

10400 Fernwood Road  
Bethesda, Maryland 20817  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (301) 380-9000

Item 5. Other Events.

On December 14, 2001 Host Marriott Corporation announced that Host Marriott, L.P., of which we own approximately 92% interest and are the sole general partner, completed a \$450 million senior notes offering. The notes carry a 9 1/2% coupon rate with a final maturity of January 15, 2007. The net proceeds of the offering were used to repay nearly all of the outstanding balance under our revolving credit facility. Attached is a copy of our news release of the offering as exhibit 99.1.

In addition, we announced on December 20, 2001 that we have completed the previously announced sale of the Vail Marriott Mountain Resort hotel with Vail Resorts Inc. We also announced the completion of the sale of the Pittsburgh Marriott City Center hotel to the Shaner Hotel Group. Total sale proceeds for the two properties were approximately \$65 million of which approximately \$20 million will be used to repay the remaining outstanding balance under our revolving credit facility. The remaining proceeds will be used for general corporate purposes. Attached is a copy of our news release of the sales as exhibit 99.2.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(C) Exhibits.

Exhibit No.	Description
99.1	Host Marriott news release dated December 14, 2001
99.2	Host Marriott news release dated December 20, 2001

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.

HOST MARRIOTT CORPORATION

By: /s/ Donald D. Olinger

Date: December 21, 2001

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Name: Donald D. Olinger  
Title: Senior Vice President and  
Corporate Controller

HOST MARRIOTT

10400 FERWOOD ROAD  
BETHESDA, MD 20817

Contact: Greg Larson  
Host Marriott Corporation  
(301) 380-2076

HOST MARRIOTT CORPORATION ISSUES \$450 MILLION OF SENIOR NOTES

BETHESDA, MD, December 14, 2001 - Host Marriott Corporation (NYSE:HMT) today announced that Host Marriott, L.P. whose sole general partner is Host Marriott Corporation, owner of 124 full service hotel properties, has completed a \$450 million senior notes offering. The notes carry a 9 1/2 % coupon rate with final maturity of January 15, 2007.

Christopher J. Nassetta, president and chief executive officer for Host Marriott, stated, "We are pleased with the success of this recent senior notes offering. Because of strong demand, we were able to generate proceeds sufficient to repay nearly all of the outstanding balance under our revolving credit facility. This transaction extends our maturities and places us in a strong position to renegotiate a new and more flexible credit facility in the first half of 2002."

The initial purchasers of the senior notes were Deutsche Banc Alex. Brown and Banc of America Securities LLC, as joint book running managers, Bear, Stearns & Co. Inc., Credit Lyonnais Securities, Credit Suisse First Boston, Goldman, Sachs & Co., Merrill Lynch & Co., Morgan Stanley, Scotia Capital, and S.G. Cowen, as co-managers.

Host Marriott is a lodging real estate investment trust, which currently owns or holds controlling interests in 124 upper upscale and luxury hotel properties primarily operated under

the Marriott, Ritz-Carlton, Hyatt, Four Seasons, Hilton, and Swissotel brand names. For further information on Host Marriott Corporation, please visit the company's website at [www.hostmarriott.com](http://www.hostmarriott.com).

Certain matters discussed in this press release are forward-looking statements within the meaning of federal securities regulations. All forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual transactions, results, performance or achievements to be materially different from any future transactions, results, performance or achievements expressed or implied by such forward-looking statements. General economic, business and financing conditions, competition and governmental actions will affect future transactions, results, performance and achievements.

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NEWS RELEASE

HOST MARRIOTT  
CORPORATION

10400 Fernwood Road  
Bethesda, MD 20817

Contact: Greg Larson  
Senior Vice President  
Host Marriott Corporation  
301-380-2076

HOST MARRIOTT CORPORATION CLOSES SALES OF THE VAIL MARRIOTT AND PITTSBURGH  
MARRIOTT CITY CENTER HOTELS

BETHESDA, MD; December 21, 2001 -- Host Marriott Corporation (NYSE: HMT) today announced that it has closed on the previously announced sale of the Vail Marriott hotel to Vail Resorts Inc. The Company also announced the closing of the sale of the Pittsburgh Marriott City Center hotel to the Shaner Hotel Group. Total sale proceeds for the two properties were approximately \$65 million. Approximately \$20 million of the proceeds will be used to repay the remaining outstanding balance under the revolving credit facility, with the balance being retained for general corporate purposes.

Host Marriott is a lodging real estate investment trust which currently owns or holds controlling interests in 122 upper upscale and luxury hotel properties primarily operated under the Marriott, Ritz-Carlton, Hyatt, Four Seasons and Swissotel brand names. For further information on Host Marriott Corporation, please visit the company's website at [www.hostmarriott.com](http://www.hostmarriott.com).

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