

Edgar Filing: BioMed Realty Trust Inc - Form 8-K

BioMed Realty Trust Inc  
Form 8-K  
April 02, 2013

UNITED STATES  
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): March 27, 2013  
BioMed Realty Trust, Inc.  
(Exact name of registrant as specified in its charter)

Maryland	1-32261	20-1142292
(State or Other Jurisdiction of Incorporation)	(Commission File No.)	(I.R.S. Employer Identification No.)
17190 Bernardo Center Drive San Diego, California 92128 (Address of principal executive offices, including zip code)		

Registrant's telephone number, including area code: (858) 485-9840

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 8.01. Other Events.

On March 27, 2013, BioMed Realty Trust, Inc. (the “Company”) entered into an underwriting agreement with Morgan Stanley & Co. LLC and Raymond James & Associates, Inc., as representatives of the underwriters (the “Underwriters”), pursuant to which the Company agreed to issue and sell to the Underwriters 15,000,000 shares of the Company's common stock, par value \$0.01 per share (the “Common Stock”), plus up to 2,250,000 shares of Common Stock pursuant to an option to purchase additional shares, at a price to the public of \$21.40 per share. The Underwriters exercised their option to purchase additional shares in full on March 27, 2013. The offering closed on April 2, 2013. Gross proceeds from the offering of a total of 17,250,000 shares were approximately \$369.2 million. After the closing of the offering, the number of shares of Common Stock outstanding was 186,304,707.

The Company intends to use the net proceeds of the offering to fund a portion of the purchase price for the recently announced, pending acquisition of Wexford Science & Technology, LLC, to repay a portion of the outstanding indebtedness under its unsecured line of credit and for other general corporate and working capital purposes. The acquisition of Wexford Science & Technology, LLC is subject to the receipt of lender, ground lessor and other third-party consents, waivers of rights of first offer and customary closing conditions, and there can be no assurances that the acquisition will close on the terms described, or at all.

Item 9.01. Financial Statements and Exhibits.

(d) The following exhibits are filed herewith:

Exhibit

Exhibit Number	Description of Exhibit
1.1	Underwriting Agreement, dated as of March 27, 2013, among the Company, BioMed Realty, L.P. and Morgan Stanley & Co. LLC and Raymond James & Associates, Inc., as representatives of the Underwriters.
5.1	Opinion of Venable LLP.
23.1	Consent of Venable LLP (contained in the opinion filed as Exhibit 5.1 hereto).

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.

Date: April 2, 2013

BIOMED REALTY TRUST, INC.

By: /s/ Greg N. Lubushkin  
Name: Greg N. Lubushkin  
Title: Chief Financial Officer