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BRANDYWINE REALTY TRUST

Form 8-K

December 28, 2012

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): December 28, 2012

Brandywine Realty Trust

Brandywine Operating Partnership, L.P.

(Exact name of registrant as specified in charter)

MARYLAND

(Brandywine Realty Trust)

001-9106

23-2413352

DELAWARE

(Brandywine Operating Partnership, L.P.)

000-24407

23-2862640

(State or Other Jurisdiction of Incorporation or
Organization)

(Commission file number)

(I.R.S. Employer
Identification Number)

555 East Lancaster Avenue, Suite 100

Radnor, PA 19087

(Address of principal executive offices)

(610) 325-5600

(Registrant's telephone number, including area code)

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 December 28, 2012, Brandywine Realty Trust (the "Trust") completed the previously announced redemption of all of its 2,300,000 outstanding shares of 7.375% Series D Cumulative Redeemable Preferred Shares (NYSE: BDN-PD)(the "Series D Preferred Shares") at a cash redemption price of \$25.00 per share plus accumulated and unpaid distributions thereon up to and including the date of redemption of \$0.36875 per share (or an aggregate payment of \$25.36875 per share on the date of redemption). Following the redemption, distributions with respect to the Series D Preferred Shares will cease to accrue and the shares will be delisted from the New York Stock Exchange. The redemption price of \$58,348,125 for the redemption of Series D Preferred Shares was paid by the Trust from available cash balances.

In connection with this redemption, Brandywine Operating Partnership, L.P. redeemed all of its 2,300,000 outstanding Series E Preferred Mirror Units.

Signatures

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Brandywine Realty Trust

By: /s/ Howard M. Sipzner
Howard M. Sipzner
Executive Vice President and Chief Financial Officer

Brandywine Operating Partnership L.P.,
By: Brandywine Realty Trust, its sole General Partner

By: /s/ Howard M. Sipzner
Howard M. Sipzner
Executive Vice President and Chief Financial Officer

Date: December 28, 2012