

BioMed Realty Trust Inc
Form 8-K
May 18, 2009

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**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): May 13, 2009
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))
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Item 8.01 Other Events.

On May 13, 2009, BioMed Realty Trust, Inc. (the Company) entered into an underwriting agreement with Raymond James & Associates, Inc., KeyBanc Capital Markets Inc., Morgan Stanley & Co. Incorporated, UBS Securities LLC, Wachovia Capital Markets, LLC and Credit Suisse Securities (USA) LLC, as representatives of the underwriters (the Underwriters), pursuant to which the Company agreed to issue and sell 16,000,000 shares of the Company's common stock, par value \$0.01 per share (the Common Stock), plus up to an additional 2,400,000 shares of Common Stock pursuant to the Underwriters' 30-day over-allotment option, at a price to the public of \$10.40 per share. The offering closed on May 18, 2009. Gross proceeds from the offering were approximately \$166.4 million (and will be approximately \$191.4 million if the Underwriters' over-allotment option is exercised in full). After the closing of the offering, the number of shares of Common Stock outstanding was 97,277,562.

The Company intends to use the net proceeds of the offering to repay a portion of the outstanding indebtedness under its \$600.0 million unsecured line of credit and for other general corporate and working capital purposes.

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibits are filed herewith:

Exhibit Number	Description of Exhibit
1.1	Underwriting Agreement, dated as of May 13, 2009, among the Company and BioMed Realty, L.P., and Raymond James & Associates, Inc., KeyBanc Capital Markets Inc., Morgan Stanley & Co. Incorporated, UBS Securities LLC, Wachovia Capital Markets, LLC and Credit Suisse Securities (USA) LLC, as representatives of the Underwriters
5.1	Opinion of Venable LLP
8.1	Opinion of Latham & Watkins LLP
23.1	Consent of Venable LLP (contained in the opinion filed as Exhibit 5.1 hereto)
23.2	Consent of Latham & Watkins LLP (contained in the opinion filed as Exhibit 8.1 hereto)

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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.

Date: May 18, 2009

BIOMED REALTY TRUST, INC.

By: /s/ Kent Griffin

Name:

Kent Griffin

Title: President, Chief Operating
Officer and
Chief Financial Officer