

BRANDYWINE REALTY TRUST  
Form 8-K/A  
September 14, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K/A  
(Amendment No. 1)**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 1, 2011**

**Brandywine Realty Trust  
Brandywine Operating Partnership, L.P.**  
(Exact name of registrant as specified in its charter)

**MARYLAND**

**(Brandywine Realty Trust)**

**001-9106**

**23-2413352**

**DELAWARE**

**(Brandywine Operating  
Partnership, L.P.)**

(State or other Jurisdiction of  
Incorporation)

**000-24407**

(Commission File Number)

**23-2862640**

(IRS Employer Identification No.)

**555 East Lancaster Avenue, Suite 100  
Radnor, PA**

(Address of Principal Executive Offices)

**19087**

(Zip Code)

Registrant's telephone number, including area code: **(610) 325-5600**

(Former name or former address if changed since last report.)

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:

- 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))



**Explanatory Note**

This current report on Form 8-K/A amends the Current Report on Form 8-K filed by Brandywine Realty Trust and Brandywine Operating Partnership, L.P. on June 2, 2011 (“Original 8-K”) and updates disclosures made under Item 5.07, Submission of Matters to a Vote of Security Holders, regarding the results from the Company’s 2011 Annual Meeting of Shareholders held on June 1, 2011 (“2011 Annual Meeting”). The sole purpose of this Amendment is to disclose the decision of the Compensation Committee of the Board of Trustees (“Committee”) regarding how frequently it will conduct non-binding advisory votes on the compensation paid to our named executive officers. No other changes have been made to the Original 8-K.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

In a non-binding advisory vote on the frequency of the advisory vote on the compensation paid to our named executive officers (“say on pay”) held at the 2011 Annual Meeting, shareholders voted in favor of holding say on pay votes annually. Accordingly, in light of this result and other factors considered by the Committee, the Committee has determined that the Company will hold advisory say on pay votes on an annual basis until the next required vote on the frequency of such say on pay votes.

**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.

Brandywine Realty Trust

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

Brandywine Operating Partnership, its sole  
General Partner

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

Date: September 14, 2011