

BioMed Realty Trust Inc
Form 8-K
September 29, 2010

**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): September 23, 2010

BioMed Realty Trust, Inc.

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction
of incorporation)

1-32261

(Commission File Number)

20-1142292

(I.R.S. Employer
Identification Number)

**17190 Bernardo Center Drive
San Diego, CA 92128**

(Address of principal executive offices, including zip code)

(858) 485-9840

(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))
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Item 8.01. Other Events.

On September 23, 2010, BioMed Realty Trust, Inc. (the Company) entered into an underwriting agreement with Wells Fargo Securities, LLC, Raymond James & Associates, Inc., Morgan Stanley & Co. Incorporated and UBS Securities LLC, as representatives of the underwriters (the Underwriters), pursuant to which the Company agreed to issue and sell 15,000,000 shares of the Company s common stock, par value \$0.01 per share (the Common Stock), plus up to an additional 2,250,000 shares of Common Stock pursuant to the Underwriters 30-day over-allotment option, at a price to the public of \$17.50 per share. The Underwriters exercised their over-allotment option in full on September 23, 2010. The offering closed on September 28, 2010. Gross proceeds from the offering of a total of 17,250,000 shares were approximately \$301.9 million. After the closing of the offering, the number of shares of Common Stock outstanding was 130,831,009.

The Company intends to use the net proceeds of the offering to fund a portion of the purchase price of recently announced acquisitions, repay a portion of the outstanding indebtedness under its \$720.0 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 September 23, 2010, among the Company, BioMed Realty, L.P. and Wells Fargo Securities, LLC, Raymond James & Associates, Inc., Morgan Stanley & Co. Incorporated and UBS Securities 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) |

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: September 29, 2010

BIOMED REALTY TRUST, INC.

By: /s/ Greg N. Lubushkin

Name: Greg N. Lubushkin

Title: Chief Financial Officer

EXHIBIT INDEX

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