

ALEXANDRIA REAL ESTATE EQUITIES INC
Form 424B5
May 13, 2013

Use these links to rapidly review the document
[TABLE OF CONTENTS Prospectus Supplement](#)
[TABLE OF CONTENTS](#)

[Table of Contents](#)

Filed Pursuant to Rule 424(b)5
Registration File No: 333-181881

Subject to Completion
Preliminary Prospectus Supplement, dated May 13, 2013

The information in this preliminary prospectus supplement and the accompanying prospectus is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities, and are not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

PROSPECTUS SUPPLEMENT
(To prospectus dated June 4, 2012)

6,000,000 Shares

Alexandria Real Estate Equities, Inc.

Common Stock

We are selling 6,000,000 shares of our common stock, par value \$0.01 per share. Our common stock is listed on the New York Stock Exchange under the symbol "ARE." On May 10, 2013, the last reported sale price of our common stock on the New York Stock Exchange was \$75.40 per share.

Investing in our common stock involves risks. See "Risk Factors" on page S-7.

	Per Share	Total
Public offering price	\$	\$
Underwriting discount	\$	\$
Proceeds, before expenses, to us	\$	\$

Edgar Filing: ALEXANDRIA REAL ESTATE EQUITIES INC - Form 424B5

In addition to the underwriting discount, the underwriters may receive from purchasers of the shares normal brokerage commissions in amounts agreed with such purchasers.

The underwriters may also purchase up to 900,000 additional shares of our common stock from us at the public offering price, less the underwriting discount, within 30 days from the date of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The shares of our common stock will be ready for delivery on or about May , 2013.

Joint Book-Running Managers

BofA Merrill Lynch

Citigroup

J.P. Morgan

The date of this prospectus supplement is May , 2013.

Table of Contents**TABLE OF CONTENTS****Prospectus Supplement**

	Page
<u>Forward-Looking Statements</u>	ii
<u>Summary</u>	S-1
<u>Risk Factors</u>	S-7
<u>Alexandria Real Estate Equities, Inc.</u>	S-7
<u>Properties</u>	S-18
<u>Use of Proceeds</u>	S-29
<u>Capitalization</u>	S-30
<u>Federal Income Tax Considerations</u>	S-31
<u>Underwriting (Conflicts of Interest)</u>	S-32
<u>Legal Matters</u>	S-38
<u>Experts</u>	S-38

Prospectus

<u>About this Prospectus</u>	ii
<u>Risk Factors</u>	1
<u>Where You Can Find More Information</u>	1
<u>The Company</u>	3
<u>Securities That May Be Offered</u>	3
<u>Use of Proceeds</u>	4
<u>Consolidated Ratios of Earnings to Fixed Charges and Combined Fixed Charges and Preferred Stock Dividends</u>	5
<u>Description of Stock</u>	6
<u>Description of Rights</u>	12
<u>Description of Warrants</u>	13
<u>Description of Debt Securities and Related Guarantees</u>	14
<u>Description of Global Securities</u>	20
<u>Provisions of Maryland Law and of Our Charter and Bylaws</u>	23
<u>Federal Income Tax Considerations</u>	27
<u>Plan of Distribution</u>	40
<u>Legal Matters</u>	41
<u>Experts</u>	41
<u>Forward-Looking Statements</u>	41

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized any other person to provide you with any different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus, and the documents incorporated by reference is accurate only as of their respective dates. Our business, financial condition, results of operations, and prospects may have changed since those dates.

Table of Contents

FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus contain or incorporate by reference forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended. You can identify the forward-looking statements by their use of forward-looking words, such as "believes," "expects," "may," "will," "should," "seeks," "approximately," "intends," "plans," "estimates," or "anticipates," or the negative of those words or similar words. Forward-looking statements involve inherent risks and uncertainties regarding events, conditions and financial trends that may affect our future plans of operation, business strategy, results of operations and financial position. A number of important factors could cause actual results to differ materially from those included within or contemplated by the forward-looking statements, including, but not limited to the following:

Negative worldwide economic, financial, and banking conditions, and the recent slowdown of the United States ("U.S.") economy;

Worldwide economic recession, lack of confidence, and/or high structural unemployment;

Potential defaults on national debt by certain countries;

Potential and further downgrade of the U.S. credit rating;

The continuation of the ongoing economic crisis in Europe;

Failure of the U.S. government to agree on a debt ceiling or deficit reduction plan;

Inability of the U.S. government to avoid the fiscal cliff or sequestration;

Potential and further downgrades of the credit ratings of major financial institutions, or their perceived creditworthiness;

Financial, banking, and credit market conditions;

The seizure or illiquidity of credit markets;

Failure to meet market expectations for our financial performance;

Our inability to obtain capital (debt, construction financing, and/or equity) or refinance debt maturities;

Potential negative impact of capital plan objectives to reduce our balance sheet leverage;

Our inability to comply with financial covenants in our debt agreements;

Inflation or deflation;

Prolonged period of stagnant growth;

Increased interest rates and operating costs;

Adverse economic or real estate developments in our markets;

Our failure to successfully complete and lease our existing space held for redevelopment and new properties acquired for that purpose and any properties undergoing development;

Significant decreases in our active development, active redevelopment, or preconstruction activities, resulting in significant increases in our interest, operating, and payroll expenses;

Our failure to successfully operate or lease acquired properties;

The financial condition of our insurance carriers;

Table of Contents

General and local economic conditions;

Government changes to the healthcare system and its negative impact on our client tenants;

Adverse developments concerning the life science industry and/or our life science client tenants;

Client tenant base concentration within life science industry;

Potential decreases in U.S. National Institute of Health funding;

U.S. government client tenants may not receive government funding;

Government-driven changes to the healthcare system that may reduce pricing of drugs, negatively impact healthcare coverage, or negatively impact reimbursement of healthcare services and products;

The nature and extent of future competition;

Lower rental rates and/or higher vacancy rates;

Failure to renew or replace expiring leases;

Defaults on or non-renewal of leases by client tenants;

Availability of and our ability to attract and retain qualified personnel;

Our failure to comply with laws or changes in law;

Compliance with environmental laws;

Extreme weather conditions or climate change;

Our failure to maintain our status as a real estate investment trust ("REIT") for federal tax purposes;

Changes in laws, regulations, and financial accounting standards;

Certain ownership interests outside the U.S. that may subject us to different or greater risks than those associated with our domestic operations;

Edgar Filing: ALEXANDRIA REAL ESTATE EQUITIES INC - Form 424B5

Fluctuations in foreign currency exchange rates;

Security breaches through cyber-attacks or cyber-intrusions;

Changes in the method of determining the London Interbank Offered Rate ("LIBOR"); and

Negative impact on economic growth resulting from the combination of federal income tax increases and government spending restrictions.

This list of risks and uncertainties is not exhaustive. For a discussion of these and other factors that could cause actual results to differ from those contemplated in the forward-looking statements, please see the discussion under "Risk Factors" contained in this prospectus supplement and the other information contained in our publicly available filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, and our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013. We do not undertake any responsibility to update any of these factors or to announce publicly any revisions to forward-looking statements, whether as a result of new information, future events or otherwise.

Table of Contents

SUMMARY

The following summary may not contain all of the information that is important to you. You should read this entire prospectus supplement, the accompanying prospectus, and the documents incorporated by reference into the accompanying prospectus carefully before deciding whether to invest in our common stock. In this prospectus supplement and the accompanying prospectus, unless otherwise indicated, the "Company," "we," "us," and "our" refer to Alexandria Real Estate Equities, Inc. and its subsidiaries and "GAAP" refers to accounting principles generally accepted in the U.S. Unless otherwise indicated, the information in this prospectus supplement is as of March 31, 2013, and assumes that the underwriters do not exercise their option to purchase up to 900,000 additional shares of common stock as described in "Underwriting (Conflicts of Interest)."

Alexandria Real Estate Equities, Inc.

Overview

We are a self-administered and self-managed investment grade REIT. We are the largest and leading REIT focused principally on owning, operating, developing, redeveloping, and acquiring high-quality, sustainable real estate for the broad and diverse life science industry. Founded in 1994, we are the first REIT to identify and pursue the laboratory niche and have since had the first-mover advantage in the core life science cluster locations including Greater Boston, San Francisco Bay Area, San Diego, New York City, Seattle, Suburban Washington, D.C., and Research Triangle Park. Our high-credit client tenants span the life science industry, including renowned academic and medical institutions, multinational pharmaceutical companies, public and private biotechnology entities, U.S. government research agencies, medical device companies, industrial biotech companies, venture capital firms, and life science product and service companies.

Our primary business objective is to maximize stockholder value by providing our stockholders with the greatest possible total return and long-term asset value based on a multifaceted platform of internal and external growth. The key elements to our strategy include our consistent focus on high-quality assets and operations in the top life science cluster locations with our properties located in close proximity to life science entities, driving growth and technological advances within each cluster. These locations are characterized by high barriers to entry for new landlords, high barriers to exit for client tenants, and limited supply of available space. They represent highly desirable locations for tenancy by life science entities because of the close proximity to concentrations of specialized skills, knowledge, institutions, and related businesses. Our strategy also includes drawing upon our deep and broad life science and real estate relationships in order to attract new and leading life science client tenants and value-added real estate.

As of March 31, 2013:

We had 173 properties aggregating approximately 16.7 million rentable square feet ("RSF"), composed of approximately 14.2 million RSF of operating properties, approximately 2.1 million RSF undergoing active development, and approximately 0.4 million RSF undergoing active redevelopment;

Our properties were located in leading life science markets, including: Greater Boston, San Francisco Bay Area, San Diego, New York City, Seattle, Suburban Washington, D.C., and Research Triangle Park;

Our operating properties were approximately 93.0% leased;

We had six active ground-up development projects in process in North America, including an unconsolidated joint venture development project, aggregating approximately 1,854,859 RSF. We

Table of Contents

also had seven active projects undergoing conversion into laboratory space through redevelopment in North America, aggregating approximately 331,380 RSF;

We have a diverse group of client tenants, with our largest single tenant, Novartis AG, accounting for 7.1% of our annualized base rent;

Investment-grade client tenants represented 46% of our total annualized base rent; and

Approximately 94% of our leases (on a RSF basis) were triple net leases, requiring client tenants to pay substantially all real estate taxes, insurance, utilities, common area expenses, and other operating expenses (including increases thereto) in addition to base rent. Additionally, approximately 96% of our leases (on a RSF basis) contained effective annual rent escalations that were either fixed or indexed based on a consumer price index or another index, and approximately 92% of our leases (on a RSF basis) provided for the recapture of certain capital expenditures.

Growth and Core Operating Strategies

We continue to demonstrate the strength and durability of our core operations, providing life science laboratory space to the broad and diverse life science industry. Our internal growth has been consistent, as demonstrated by our same property net operating income ("NOI") performance, high and relatively stable occupancy, and continuing improvement of cash flows from the leasing activity of our core operating assets. In addition, we continue to focus on our external growth through the conversion of non-income-producing assets into income-producing assets, which results in cash flow contribution from ground-up development and from redevelopment of non-laboratory space into laboratory space. We intend to selectively acquire properties that we believe provide long-term value to our stockholders. Our strategy for acquisitions will focus on the quality of the submarket locations, improvements, tenancy, and overall return. We believe the life science industry will remain keenly focused on locations in close proximity to key innovation drivers in each major life science submarket. Owning and operating the best assets in the best locations provides the best upside potential and provides the most downside risk mitigation. This being the case, we will also focus on locations that we believe will deliver high cash flows, stability, and returns as we work to deliver the highest value to our stockholders.

We also intend to continue to focus on the completion and delivery of our existing active development and redevelopment projects in North America, aggregating approximately 1,854,859 RSF, and 331,380 RSF, respectively. Additionally, we intend to continue with preconstruction activities for certain land parcels for future ground-up development in order to preserve and create value for these projects. These important preconstruction activities add significant value to our land for future ground-up development and are required for the ultimate vertical construction of the buildings. We also continue to be very prudent with any future decisions to add new projects to our active ground-up developments. Future ground-up development projects will likely require significant pre-leasing from high-quality and/or creditworthy entities.

We intend to continue to transition our balance sheet debt from short-term and medium-term unsecured variable rate bank debt to long-term unsecured fixed rate debt. We are focused on the recycling of sale proceeds from non-core suburban assets for investment into higher-value urban or central business district ("CBD") assets and teaming with high-quality capital partners, as appropriate. We expect sources of funds for construction activities and repayment of outstanding debt to be provided by opportunistic sales of real estate, joint ventures, cash flows from operations, new secured or unsecured debt, and the issuance of additional equity securities, as appropriate. We intend to combine these sources of capital in order to achieve and maintain our overall balance sheet leverage target.

Edgar Filing: ALEXANDRIA REAL ESTATE EQUITIES INC - Form 424B5

Table of Contents

We seek to maximize balance sheet liquidity and flexibility, cash flows, and cash available for distribution to our stockholders through the ownership, operation, management, and selective acquisition, development, and redevelopment of life science properties, as well as management of our balance sheet. In particular, we seek to maximize balance sheet liquidity and flexibility, cash flows, and cash available for distribution by:

Maintaining significant liquidity through borrowing capacity under our unsecured senior line of credit and cash and cash equivalents;

Minimizing the amount of near-term debt maturities in a single year;

Maintaining low to modest leverage;

Minimizing variable interest rate risk;

Maintaining strong and stable operating cash flows;

Re-tenanting and re-leasing space at higher rental rates to the extent possible, while minimizing tenant improvement costs;

Maintaining solid occupancy while also maintaining high lease rental rates;

Realizing contractual rental rate escalations, which are currently provided for in approximately 96% of our leases (on a RSF basis);

Implementing effective cost control measures, including negotiating pass-through provisions in client tenant leases for operating expenses and certain capital expenditures;

Improving investment returns through leasing of vacant space and replacement of existing client tenants with new client tenants at higher rental rates;

Achieving higher rental rates from existing client tenants as existing leases expire;

Selectively selling properties, including land parcels, to reduce outstanding debt;

Selectively acquiring high-quality life science properties in our target life science cluster markets at prices that enable us to realize attractive returns;

Selectively redeveloping existing office, warehouse, or shell space, or newly acquired properties, into generic life science laboratory space that can be leased at higher rental rates in our target life science cluster markets;

Selectively developing properties in our target life science cluster markets; and

Edgar Filing: ALEXANDRIA REAL ESTATE EQUITIES INC - Form 424B5

Recycling non-core assets for capital deployment in key "brain trust" clusters for future value.

We continue to expect to achieve a net debt to adjusted earnings before interest, taxes, depreciation, and amortization ("EBITDA") ratio of approximately 6.5x targeted by December 31, 2013.

First Quarter 2013 Highlights

Funds from operations ("FFO") per share diluted, of \$1.11, up 3%, for the three months ended March 31, 2013, over the three months ended March 31, 2012.

Adjusted funds from operations ("AFFO") per share diluted, of \$1.08, up 6%, for the three months ended March 31, 2013, over the three months ended March 31, 2012.

Earnings per share diluted of \$0.36, up 20%, for the three months ended March 31, 2013, over March 31, 2012.

S-3

Table of Contents

Core Operating Metrics

Total revenues were \$150.4 million, up 11%, for the three months ended March 31, 2013, compared to total revenues for the three months ended March 31, 2012, of \$135.7 million;

NOI was \$105.2 million, up 10%, for the three months ended March 31, 2013, compared to NOI for the three months ended March 31, 2012, of \$95.3 million;

Investment-grade client tenants represented 46% of total annualized base rent;

Investment-grade client tenants represented 78% of top 10 client tenants' annualized base rent;

Operating margins remained steady at 70% for the three months ended March 31, 2013;

Annual rent escalations in 96% of leases;

Same property NOI increased by 8.8% and 0.4% on a cash and GAAP basis, respectively, for the three months ended March 31, 2013, compared to same property NOI for the three months ended March 31, 2012;

Solid leasing activity during the three months ended March 31, 2013;

Executed 44 leases for 703,000 RSF, including 457,000 RSF of development and redevelopment space;

RSF of remaining expiring leases in 2013 are modest at 4.1% of total RSF;

Rental rate increase of 5.9% and 12.7% on a cash and GAAP basis, respectively, on renewed/re-leased space

Key life science space leasing;

ARIAD Pharmaceuticals, Inc. leased 244,000 RSF in the greater Boston market;

Onyx Pharmaceuticals, Inc. leased 107,250 RSF in the San Francisco Bay Area market; and

Occupancy of 94.2% for North America operating properties as of March 31, 2013, and occupancy of 91.8% for North America operating and redevelopment properties as of March 31, 2013, compared to occupancy of 94.6% for North America operating properties as of December 31, 2012, and occupancy of 91.6% for North America operating and redevelopment properties as of December 31, 2012.

FFO per share diluted, AFFO per share diluted, NOI, and same property NOI are non-GAAP measures. For information on the Company's FFO, AFFO, NOI, and same property NOI, including definitions and reconciliations to the most directly comparable GAAP measures, see page S-21.

Edgar Filing: ALEXANDRIA REAL ESTATE EQUITIES INC - Form 424B5

Value-Added Opportunities and External Growth

As of March 31, 2013, we had six ground-up development projects in process in North America, including an unconsolidated joint venture development project, aggregating approximately 1,854,859 RSF. We also had seven active projects undergoing conversion into laboratory space through redevelopment, aggregating approximately 331,380 RSF. These projects, along with recently delivered projects, certain future projects, and contribution from same properties, are expected to contribute significant increases in rental income, NOI, and cash flows.

During the three months ended March 31, 2013, we executed leases aggregating 355,000 and 102,000 RSF, respectively, related to our development and redevelopment projects.

S-4

Edgar Filing: ALEXANDRIA REAL ESTATE EQUITIES INC - Form 424B5

Table of Contents

Our initial stabilized yield on a cash basis reflects cash rents at date of stabilization and does not reflect contractual rent escalations beyond the stabilization date. Our cash rents related to our value-added projects are expected to increase over time and our average stabilized cash yields are expected, in general, to be greater than our initial stabilized yields. Initial stabilized yield is calculated as the ratio of the estimated amounts of NOI and our investment in the property at stabilization ("Initial Stabilized Yield").

The following table summarizes the commencement of key development projects during the three months ended March 31, 2013 (dollars in thousands, except per RSF amounts):

Address/Market	Commencement Date	RSF	Pre-Leased %	Investment at Cost Per		Initial Stabilized Yield		Key Client Tenant
				Completion	RSF	Cash	GAAP	
<i>Development</i>								
75/125 Binney Street/Greater Boston	January 2013	386,275	63%	\$ 351,439	\$ 910	8.0%	8.2%	ARIAD Pharmaceuticals, Inc.
269 East Grand Avenue/San Francisco Bay Area	March 2013	107,250	100%	\$ 51,300	\$ 478	8.1%	9.3%	Onyx Pharmaceuticals, Inc.

Balance Sheet Strategy and Significant Milestones

Subsequent to this offering, our balance sheet strategy will continue to focus on our achievement of a net debt to adjusted EBITDA ratio of approximately 6.5x targeted by December 31, 2013, by funding our significant Class A development and redevelopment projects in top life science cluster locations with leverage-neutral sources of capital and with the continuing execution of our asset recycling program. Our leverage will reflect periodic increases and decreases quarter to quarter as we execute and deliver our construction projects and execute our capital plan, including our asset recycling program. Our strategy to improve leverage includes the following:

We expect growth in annualized EBITDA from the fourth quarter 2012 to the fourth quarter 2013 due primarily to the completion of significant value-added projects, which are 93.0% leased.

We have re-evaluated our previous decision to execute a partial sale of our interest in our 75/125 Binney Street development project and now plan to retain 100% ownership of the project. This reassessment will allow us to fully capture the potential upside from this project and will increase our planned investment to the extent of our incremental projected ownership retention of the project.

We will continue to execute our asset recycling program to monetize non-strategic income-producing and non-income-producing assets to reduce outstanding debt and provide funds for reinvestment into Class A, CBD, and urban locations in close proximity to leading academic medical research centers. As of March 31, 2013, we have completed all significant sales of non-strategic income-producing assets targeted for 2013.

We sold \$124.3 million of income-producing asset sales during the three months ended March 31, 2013 (such sold assets generated a weighted-average unlevered internal rate of return of 11% during the period we previously owned such assets).

We are targeting sales of approximately \$149 million to \$189 million in non-income-producing assets for the remainder of the year ending December 31, 2013, including \$45 million of non-income-producing asset sales under negotiation. This targeted sales range reflects a reduction of \$60 million to \$70 million from our prior targeted sales range, due to

Table of Contents

our re-evaluation of our previous decision to execute a partial sale of our interest in our 75/125 Binney Street development project.

Our liquidity available under our unsecured senior line of credit and from cash and cash equivalents was approximately \$1.0 billion as of March 31, 2013.

We anticipate reducing our unhedged variable rate debt as a percentage of total debt to less than 18% targeted by December 31, 2013.

Our increased available capital will position us to take advantage of near-term growth opportunities, including key cluster developments and near-term future property acquisition opportunities.

Table of Contents

RISK FACTORS

An investment in our common stock involves risks. New risks may emerge at any time and we cannot predict such risks or estimate the extent to which they may affect our financial performance. You should carefully consider the risks referred to in the section of the accompanying prospectus entitled "Forward-Looking Statements," as well as the risks identified in this prospectus supplement, our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, and our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013, which are incorporated herein by reference.

ALEXANDRIA REAL ESTATE EQUITIES, INC.

General

We are a Maryland corporation formed in October 1994 that has elected to be taxed as a REIT for federal income tax purposes. We are the largest and leading REIT focused principally on owning, operating, developing, redeveloping, and acquiring high-quality, sustainable real estate for the broad and diverse life science industry. Founded in 1994, we are the first REIT to identify and pursue the laboratory niche and have since had the first-mover advantage in the core life science cluster locations including Greater Boston, San Francisco Bay Area, San Diego, New York City, Seattle, Suburban Washington, D.C., and Research Triangle Park. Our high-credit client tenants span the life science industry, including renowned academic and medical institutions, multinational pharmaceutical companies, public and private biotechnology entities, U.S. government research agencies, medical device companies, industrial biotech companies, venture capital firms, and life science product and service companies.

As of March 31, 2013, we had 173 properties aggregating 16.7 million RSF, composed of approximately 14.2 million RSF of operating properties, approximately 2.1 million RSF undergoing active development, and approximately 0.4 million RSF undergoing active redevelopment. Our operating properties were approximately 93.0% leased as of March 31, 2013. Our primary sources of revenues are rental income and tenant recoveries from leases of our properties. Investment-grade client tenants represented 46% of our total annualized base rent as of March 31, 2013. The comparability of financial data from period to period is affected by the timing of our property acquisition, development, and redevelopment activities.

Business Objectives and Strategies

Our primary business objective is to maximize stockholder value by providing our stockholders with the greatest possible total return and long-term asset value based on a multifaceted platform of internal and external growth. The key elements to our strategy include our consistent focus on high-quality assets and operations in the top life science cluster locations with our properties located in close proximity to life science entities, driving growth and technological advances within each cluster. These locations are characterized by high barriers to entry for new landlords, high barriers to exit for client tenants and limited supply of available space. They represent highly desirable locations for tenancy by life science entities because of the close proximity to concentrations of specialized skills, knowledge, institutions, and related businesses. Our strategy also includes drawing upon our deep and broad life science and real estate relationships in order to attract new and leading life science client tenants and value-added real estate.

We focus our property operations and investment activities principally in key life science markets, including Greater Boston, San Francisco Bay Area, San Diego, Greater NYC, Suburban Washington, D.C., Seattle, and Research Triangle Park.

Table of Contents

Our client tenant base is broad and diverse within the life science industry and reflects our focus on regional, national, and international client tenants with substantial financial and operational resources. For a more detailed description of our properties and client tenants, see "Properties." We have an experienced board of directors and are led by a senior management team with extensive experience in both the real estate and life science industries.

2013 Highlights*Core Operations*

The key elements to our strategy include our consistent focus on high-quality assets and operations in the top life science cluster locations; our properties are located adjacent to life science entities, driving growth and technological advances within each cluster. These adjacency locations are characterized by high barriers to entry for new landlords, high barriers to exit for client tenants, and limited supply of available space. They represent highly desirable locations for tenancy by life science entities because of the close proximity to concentrations of specialized skills, knowledge, institutions, and related businesses. Our strategy also includes drawing upon our deep and longstanding life science and real estate relationships in order to attract new and leading life science client tenants that provide us with our unique ability to create value through strong tenant retention and strategic development and redevelopment projects.

The following table presents information regarding our asset base and value-added projects as of March 31, 2013, and December 31, 2012:

Rentable square feet	March 31, 2013	December 31, 2012
Operating properties	14,168,626	14,992,086
Development properties	2,060,299	1,566,774
Redevelopment properties	430,523	547,092
Total rentable square feet	16,659,448	17,105,952
Number of properties	173	178
Occupancy of operating properties	93.0%	93.4%
Occupancy of operating and redevelopment properties	90.1%	89.8%
Annualized base rent per leased rentable square foot	\$ 34.92	\$ 34.59

Leasing

For the three months ended March 31, 2013, we executed a total of 44 leases for approximately 703,000 RSF at 29 different properties (excluding month-to-month leases). Of this total, approximately 156,000 RSF related to new or renewal leases of previously leased space (renewed/re-leased space), and approximately 547,000 RSF related to developed, redeveloped, or previously vacant space. Of the 547,000 RSF, approximately 457,000 RSF related to our development or redevelopment projects, and the remaining approximately 90,000 RSF related to previously vacant space. Rental rates for renewed/re-leased spaces were, on average, approximately 5.9% higher on a cash basis and approximately 12.7% higher on a GAAP basis than rental rates for the respective expiring leases. Additionally, we granted tenant concessions, including free rent averaging approximately 1.2 months, with respect to the 703,000 RSF leased during the three months ended March 31, 2013. Approximately 65.9% of the number of leases executed during the three months ended March 31, 2013, did not include concessions for free rent. The weighted average lease term based on leased square feet for the leases executed during the three months ended March 31, 2013, was 8.7 years.

Edgar Filing: ALEXANDRIA REAL ESTATE EQUITIES INC - Form 424B5

Table of Contents

As of March 31, 2013, approximately 94% of our leases (on a RSF basis) were triple net leases, requiring client tenants to pay substantially all real estate taxes, insurance, utilities, common area expenses, and other operating expenses (including increases thereto) in addition to base rent. Additionally, approximately 96% of our leases (on a RSF basis) contained effective annual rent escalations that were either fixed or indexed based on a consumer price index or another index, and approximately 92% of our leases (on a RSF basis) provided for the recapture of certain capital expenditures.

The following table summarizes our leasing activity at our properties:

	Three Months Ended March 31, 2013		Twelve Months Ended March 31, 2013		December 31, 2012		Year Ended December 31, 2011		December 31, 2010	
	Cash	GAAP	Cash	GAAP	Cash	GAAP	Cash	GAAP	Cash	GAAP
Leasing activity:										
Lease expirations										
Number of leases	49	49	152	152	162	162	158	158	129	129
Rentable square footage	360,956	360,956	2,183,948	2,183,948	2,350,348	2,350,348	2,689,257	2,689,257	2,416,291	2,416,291
Expiring rates	\$ 32.83	\$ 30.21	\$ 30.95	\$ 28.15	\$ 30.03	\$ 27.65	\$ 29.98	\$ 28.42	\$ 27.18	\$ 28.54
Renewed/re-leased space										
Number of leases	19	19	85	85	102	102	109	109	89	89
Leased rentable square footage	155,881	155,881	1,356,755	1,356,755	1,475,403	1,475,403	1,821,866	1,821,866	1,777,966	1,777,966
Expiring rates	\$ 29.70	\$ 28.12	\$ 31.78	\$ 30.20	\$ 30.47	\$ 28.87	\$ 30.73	\$ 28.79	\$ 28.84	\$ 30.54
New rates	\$ 31.45	\$ 31.70	\$ 31.45	\$ 32.08	\$ 29.86	\$ 30.36	\$ 30.16	\$ 30.00	\$ 29.41	\$ 32.04
Rental rate changes	5.9%	12.7%	(1.0)%	6.2%	(2.0)%(1)	5.2%(1)	(1.9)%	4.2%	2.0%	4.9%
TI's/lease commissions per square foot	\$ 5.66	\$ 5.66	\$ 5.93	\$ 5.93	\$ 6.22	\$ 6.22	\$ 5.82	\$ 5.82	\$ 4.40	\$ 4.40
Average lease terms	2.6 years	2.6 years	4.7 years	4.7 years	4.7 years	4.7 years	4.2 years	4.2 years	8.1 years	8.1 years
Developed/redeveloped/previously vacant space leased										
Number of leases	25	25	83	83	85	85	81	81	53	53
Rentable square footage	547,020	547,020	1,715,316	1,715,316	1,805,693	1,805,693	1,585,610	1,585,610	966,273	966,273
New rates	\$ 50.89	\$ 52.54	\$ 35.08	\$ 36.30	\$ 30.66	\$ 32.56	\$ 33.45	\$ 36.00	\$ 36.33	\$ 39.89
TI's/lease commissions per square foot	\$ 7.52	\$ 7.52	\$ 9.77	\$ 9.77	\$ 11.02	\$ 11.02	\$ 12.78	\$ 12.78	\$ 8.10	\$ 8.10
Average lease terms	10.4 years	10.4 years	9.2 years	9.2 years	9.0 years	9.0 years	8.9 years	8.9 years	9.7 years	9.7 years
Leasing activity summary:										
Totals(2)										
Number of leases	44	44	168	168	187	187	190	190	142	142
Rentable square footage	702,901	702,901	3,072,071	3,072,071	3,281,096	3,281,096	3,407,476	3,407,476	2,744,239	2,744,239
New rates	\$ 46.58	\$ 47.92	\$ 33.48	\$ 34.44	\$ 30.30	\$ 31.57	\$ 31.69	\$ 32.79	\$ 31.84	\$ 34.80
TI's/lease commissions per square foot	\$ 7.11	\$ 7.11	\$ 8.07	\$ 8.07	\$ 8.87	\$ 8.87	\$ 9.06	\$ 9.06	\$ 5.70	\$ 5.70
Average lease terms	8.7 years	8.7 years	7.3 years	7.3 years	7.1 years	7.1 years	6.4 years	6.4 years	8.7 years	8.7 years

(1) Excluding one lease for 48,000 RSF in the Research Triangle Park market, and two leases for 141,000 RSF in the Suburban Washington, D.C. market, rental rates for renewed/re-leased space were, on average, 0.4% higher and 7.1% higher than rental rates for expiring leases on a cash and GAAP basis, respectively.

(2) Excludes 14 month-to-month leases for approximately 53,946 RSF.

During the three months ended March 31, 2013, we granted tenant concessions/free rent averaging approximately 1.2 month with respect to the 702,901 rentable square feet leased.

Lease Structure	March 31, 2013
Percentage of triple net leases	94%
Percentage of leases containing annual rent escalations	96%
Percentage of leases providing for the recapture of capital expenditures	92%

Table of Contents

The following chart presents our total RSF leased by development/redevelopment space leased and renewed/re-leased/previously vacant space leased:

Development, Redevelopment, and Future Value-Added Projects

A key component of our business model is our value-added development and redevelopment projects. These programs are focused on providing high-quality, generic, and reusable life science laboratory space to meet the real estate requirements of a wide range of clients in the life science industry. Upon completion, each value-added project is expected to generate significant revenues and cash flows. Our development and redevelopment projects are generally in locations that are highly desirable to life science entities, which we believe results in higher occupancy levels, longer lease terms, and higher rental income and returns.

Development projects generally consist of the ground-up development of generic and reusable life science laboratory facilities. Redevelopment projects generally consist of the permanent change in use of office, warehouse, and shell space into generic life science laboratory space. We anticipate execution of new active development projects for aboveground vertical construction of new life science laboratory space generally with significant pre-leasing. Preconstruction activities include entitlements, permitting, design, site work, and other activities prior to commencement of vertical construction of aboveground shell and core improvements. Our objective also includes the advancement of preconstruction efforts to reduce the time required to deliver projects to prospective client tenants. These critical activities add significant value for future ground-up development and are required for the vertical construction of buildings. Ultimately, these projects will provide high-quality facilities for the life science industry and are expected to generate significant revenue and cash flows for the Company.

As of March 31, 2013, we had six ground-up development projects in process, including an unconsolidated joint venture development project, aggregating approximately 1,854,859 RSF in North America. We also had seven projects undergoing conversion into laboratory space through redevelopment, aggregating approximately 331,380 RSF in North America. These projects, along with recently delivered projects, certain future projects, and contribution from same properties, are expected to contribute significant increases in rental income, NOI, and cash flows.

Edgar Filing: ALEXANDRIA REAL ESTATE EQUITIES INC - Form 424B5

Table of Contents

Our investments in real estate, net, consisted of the following as of March 31, 2013 (dollars in thousands):

	March 31, 2013	
	Book Value	Square Feet
Rental properties:		
Land (related to rental properties)	\$ 516,957	
Buildings and building improvements	4,955,207	
Other improvements	163,864	
Rental properties	5,636,028	14,168,626
Less: accumulated depreciation	(849,891)	
Rental properties, net	4,786,137	
Construction in progress ("CIP")/current value-added projects:		
Active development in North America	579,273	1,441,323
Investment in unconsolidated real estate entity	30,730	413,536
Active redevelopment in North America	141,470	331,380
Generic infrastructure/building improvement projects in North America	62,869	
Active development and redevelopment in Asia	101,357	718,119
	915,699	2,904,358
Subtotal	5,701,836	17,072,984
Land/future value-added projects:		
Land subject to sale negotiations	45,378	399,888
Land undergoing preconstruction activities (additional CIP) in North America	305,300	2,017,667
Land held for future development in North America	238,933	3,692,181
Land held for future development/land undergoing preconstruction activities (additional CIP) in Asia	83,735	6,828,864
	673,346	12,938,600
Investments in real estate, net	\$ 6,375,182	30,011,584

As of March 31, 2013, our active development and redevelopment projects represent 13% of gross investments in real estate, a significant amount of which is pre-leased and expected to be primarily delivered over the next one to eight quarters. Land undergoing preconstruction activities represents 5% of gross investment in real estate. The largest project primarily included in land undergoing preconstruction consists of our 1.2 million developable square feet at Alexandria Center at Kendall Square in East Cambridge, Massachusetts. Land held for future development represent 4% of our non-income-producing assets. Over the next few years, we may also identify certain land parcels for potential sale. Non-income-producing assets as a percentage of our gross investments in real estate is targeted to decrease to a range from 15% to 17% by December 31, 2013, and targeted to be 15% or less for the subsequent periods.

Table of Contents

The chart below shows the historical trend of non-income-producing assets as a percentage of our gross investments in real estate:

The following table presents our updated construction spending projections reflecting re-evaluation of the decision to execute a partial sale of our 75/125 Binney development project. This re-evaluation will result in increases in construction spending of approximately \$47 million for the remainder of 2013 and \$163 million thereafter.

Construction spending-projection	Nine Months Ended December 31, 2013 (in thousands)	Thereafter (in thousands)
Active development projects in North America	\$ 309,809	\$ 326,367(1)
Active redevelopment projects in North America	62,335	14,043
Preconstruction	33,760	TBD(2)
Generic infrastructure/building improvement projects in North America(3)	36,728	TBD(2)
Future projected construction projects(4)	42,320 - 92,320	TBD(2)
Development and redevelopment projects in Asia	27,799	23,154
Total construction spending	\$ 512,751 - 562,751	\$ 363,564

-
- (1) Approximately 60% of construction spending beyond December 31, 2013 is expected to be funded by future secured construction loan borrowings related to our 269 East Grand Avenue and 75/125 Binney Street development projects.
- (2) Estimated spending beyond 2013 will be determined at a future date and is contingent upon many factors.
- (3) Includes, among others, generic infrastructure building improvement projects in North America, including 215 First Street, 7030 Kit Creek, and 1300 Quince Orchard Boulevard.
- (4) Includes future projected construction projects in North America, including 3013/3033 Science Park Road.

Edgar Filing: ALEXANDRIA REAL ESTATE EQUITIES INC - Form 424B5

Table of Contents

The following tables provide detail on all of our active development projects in North America as of March 31, 2013 (dollars in thousands, except per RSF amounts):

Property/Market	Submarket	Leased Status RSF(1)						% Leased/ Negotiating	Client Tenants
		Project RSF(1) CIP Total		Leased	Negotiating	Marketing	Total		
All active development projects in North America									
<i>Consolidated development projects in North America</i>									
225 Binney Street/Greater Boston	Cambridge	305,212	305,212	305,212			305,212	100%	Biogen Idec Inc.
499 Illinois Street/San Francisco Bay Area	Mission Bay	222,780	222,780		162,549	60,231	222,780	73%	TBA
269 East Grand Avenue/San Francisco Bay Area	South San Francisco	107,250	107,250	107,250			107,250	100%	Onyx Pharmaceuticals, Inc.
430 East 29th Street/Greater NYC	Manhattan	419,806	419,806	60,816	152,488(2)	206,502	419,806	51%	Roche/TBA
75/125 Binney Street/Greater Boston	Cambridge	386,275	386,275	244,123		142,152(3)	386,275	63%	ARIAD Pharmaceuticals, Inc.
Consolidated development projects in North America									
		1,441,323	1,441,323	717,401	315,037	408,885	1,441,323	72%	
<i>Unconsolidated joint venture</i>									
360 Longwood Avenue/Greater Boston	Longwood	413,536	413,536	154,100		259,436	413,536	37%	Dana-Farber Cancer Institute, Inc.
Total/weighted average									
		1,854,859	1,854,859	871,501	315,037	668,321	1,854,859	64%	

Property/Market	Submarket	CIP	Investment(1)			Cost Per RSF	Initial Stabilized Yield(1)		Projected Start Date(1)	Occupancy Date(1)	Initial Stabilization Date(1)
			Cost To Complete 2013	Thereafter	Total at Completion		Cash	GAAP			
All active development projects in North America											
<i>Consolidated development projects in North America</i>											
225 Binney Street/Greater Boston	Cambridge	\$ 118,595	\$ 61,678	\$	\$ 180,273	\$ 591	7.5%	8.1%	4Q11	4Q13	4Q13
499 Illinois Street/San Francisco Bay Area	Mission Bay	\$ 116,110	\$ 14,298	\$ 22,801	\$ 153,209	\$ 688	6.4%	7.2%	2Q11	2Q14	2014
269 East Grand Avenue/San Francisco Bay Area	South San Francisco(4)	\$ 8,037	\$ 13,100	\$ 30,163	\$ 51,300	\$ 478	8.1%	9.3%	1Q13	4Q14	2014
430 East 29th Street/Greater NYC	Manhattan	\$ 239,086	\$ 113,879	\$ 110,280	\$ 463,245	\$ 1,103	6.6%	6.5%	4Q12	4Q13	2015
75/125 Binney Street/Greater Boston	Cambridge(5)	\$ 97,445	\$ 90,871	\$ 163,123	\$ 351,439	\$ 910	8.0%	8.2%	1Q13	1Q15	2015
Consolidated development projects in North America											
		\$ 579,273	\$ 293,826	\$ 326,367	\$ 1,199,466						
<i>Unconsolidated joint venture</i>											
360 Longwood Avenue/Greater Boston	Longwood	\$ 148,596	\$ 67,744	\$ 133,660	\$ 350,000	\$ 846	8.3%	8.9%	2Q12	4Q14	2016
JV partner capital/JV construction loan		\$(123,638)	\$(51,761)	\$(133,660)	\$(309,059)						
ARE investment in 360 Longwood Avenue (27.5% ownership interest)											
		\$ 24,958	\$ 15,983	\$	\$ 40,941						

Edgar Filing: ALEXANDRIA REAL ESTATE EQUITIES INC - Form 424B5

Total/weighted average	\$ 604,231	\$ 309,809	\$ 326,367	\$ 1,240,407
------------------------	------------	------------	------------	--------------

-
- (1) All project information, including RSF; investment; Initial Stabilized Yields; and project start, occupancy and stabilization dates, relate to the discrete portion of each property undergoing active development or redevelopment. A redevelopment project does not necessarily represent the entire property or the entire vacant portion of a property. Our Initial Stabilized Yield on a cash basis reflects cash rents at date of stabilization and does not reflect contractual rent escalations beyond the stabilization date. Our cash rents related to our value-added projects are expected to increase over time and our average stabilized cash yields are expected, in general, to be greater than our Initial Stabilized Yields. Our estimates for initial cash and GAAP yields, and total costs at completion, represent our initial estimates at the commencement of the project. We expect to update this information upon completion of the project, or sooner if there are significant changes to the expected project yields or costs. As of March 31, 2013, 96% of our leases contained annual rent escalations that were either fixed or based on a consumer price index or another index.
 - (2) Represents 131,000 RSF subject to an executed letter of intent with the remainder subject to letters of intent or lease negotiations.
 - (3) ARIAD Pharmaceuticals, Inc. has potential additional expansion opportunities at 75 Binney Street through June 2014.
 - (4) Funding for 70% of the estimated total investment at completion for 269 East Grand Avenue is expected to be provided primarily by a secured construction loan.
 - (5) Funding for 60% to 70% of the estimated total project costs is expected to be provided by a secured construction loan.

Edgar Filing: ALEXANDRIA REAL ESTATE EQUITIES INC - Form 424B5

Table of Contents

The following tables provide detail on all of our active redevelopment projects in North America as of March 31, 2013 (dollars in thousands, except per RSF amounts):

Property/Market	Submarket	Project RSF(1)			Leased Status RSF(1)				Former Use	Use After Conversion	Client Tenants
		In Service	CIP	Total	Leased	Negotiating	Marketing	Total			
<i>All active redevelopment projects in North America</i>											
400 Technology Square/Greater Boston	Cambridge	162,153	49,971	212,124	169,939	42,185	212,124	80%	Office	Laboratory	Ragon Institute of MGH, MIT and Harvard; Epizyme, Inc.; Warp Drive Bio, LLC; Aramco Services Company, Inc.
285 Bear Hill Road/Greater Boston	Route 128		26,270	26,270	26,270		26,270	100%	Office/Manufacturing	Laboratory	Intelligent Medical Devices, Inc.
343 Oyster Point/San Francisco	South San Francisco		53,980	53,980	42,445	11,535	53,980	79%	Office	Laboratory	Calithera BioSciences, Inc.; CytomX Therapeutics, Inc.
4757 Nexus Center Drive/San Diego	University Town Center		68,423	68,423	68,423		68,423	100%	Manufacturing/Warehouse/Office/R&D	Laboratory	Genomatica, Inc.
9800 Medical Center Drive/Suburban Washington, D.C.	Rockville	8,001	67,055	75,056	75,056		75,056	100%	Office/Laboratory	Laboratory	National Institutes of Health
1551 Eastlake Avenue/Seattle	Lake Union	77,821	39,661	117,482	77,821	39,661	117,482	66%	Office	Laboratory	Puget Sound Blood Center and Infectious Disease Research Institute
1616 Eastlake Avenue/Seattle	Lake Union	40,756	26,020	66,776	40,756	26,020	66,776	61%	Office	Laboratory	
Total/weighted average		288,731	331,380	620,111	500,710	119,401	620,111	81%			

Property/Market	Submarket	Investment(1)						Initial Stabilized		Project Start Date(1)	Initial Occupancy Date(1)	Stabilization Date(1)
		March 31, 2013 In Service	CIP	To Complete 2013	Thereafter	Total at Completion	Cost Per RSF	Yield(1) Cash	Yield(1) GAAP			
<i>All active redevelopment projects in North America</i>												
400 Technology Square/Greater Boston	Cambridge	\$ 99,980	\$ 32,212	\$ 9,176	\$ 3,320	\$ 144,688	\$ 682	8.1%	8.9%	4Q11	4Q12	4Q13
285 Bear Hill Road/Greater Boston	Route 128	\$	\$ 4,654	\$ 4,542	\$	\$ 9,196	\$ 350	8.4%	8.8%	4Q11	3Q13	2013
343 Oyster Point/San Francisco	South San Francisco	\$	\$ 10,912	\$ 5,560	\$ 867	\$ 17,339	\$ 321	9.6%	9.8%	1Q12	3Q13	2014
4757 Nexus Center Drive/San Diego	University Town Center	\$	\$ 5,879	\$ 23,747	\$ 5,203	\$ 34,829	\$ 509	7.6%	7.8%	4Q12	4Q13	4Q13(2)
9800 Medical Center Drive/Suburban Washington, D.C.	Rockville	\$ 7,454	\$ 61,251	\$ 11,999	\$	\$ 80,704	(3)	5.4%	5.4%	3Q09	1Q13	2013
1551 Eastlake Avenue/Seattle	Lake Union	\$ 40,711	\$ 16,841	\$ 6,458	\$	\$ 64,010	\$ 545	6.7%	6.7%	4Q11	4Q11	4Q13
1616 Eastlake Avenue/Seattle	Lake Union	\$ 22,589	\$ 9,721	\$ 853	\$ 4,653	\$ 37,816	\$ 566	8.4%	8.6%	4Q12	2Q13	2014
Total/weighted average		\$ 170,734	\$ 141,470	\$ 62,335	\$ 14,043	\$ 388,582						

- (1) All project information, including RSF; investment; Initial Stabilized Yields; and project start, occupancy and stabilization dates, relates to the discrete portion of each property undergoing active development or redevelopment. A redevelopment project does not necessarily represent the entire property or the entire vacant portion of a property. Our Initial Stabilized Yield on a cash basis reflects cash rents at date of stabilization and does not reflect contractual rent escalations beyond the stabilization date. Our cash rents related to our value-added projects are expected to increase over time and our average stabilized cash yields are expected, in general, to be greater than our Initial Stabilized Yields. Our estimates for initial cash and GAAP yields, and total costs at completion, represent our initial estimates at the commencement of the project. We expect to update this information upon completion of the project, or sooner if there are significant changes to the expected project yields or costs. As of March 31, 2013, 96% of our leases contained annual rent escalations that were either fixed or based on a consumer price index or another index.
- (2) We expect to deliver 54,102 RSF, or 79% of the total project, to Genomatica, Inc. in the fourth quarter of 2013. Genomatica, Inc. is contractually required to lease the remaining 14,411 RSF 18 to 24 months following the delivery of the initial 54,102 RSF space.
- (3) Our multi-tenant four building property at 9800 Medical Center Drive contains an aggregate of 281,586 RSF. Our total cash investment in the entire four building property upon completion of the redevelopment will approximate \$580 per square foot. Our total expected cash investment for the four building property of approximately \$580 per square foot includes our expected total investment at completion related to the 75,056 RSF redevelopment of approximately \$1,075 per square foot.

Edgar Filing: ALEXANDRIA REAL ESTATE EQUITIES INC - Form 424B5

Table of Contents

The following table summarizes the components of the square footage of our future value-added projects in North America as of March 31, 2013 (dollars in thousands, except per square foot amounts):

Property/Market	Submarket	Land Undergoing Preconstruction Activities (Additional CIP)(1)			Land Held for Future Development(1)			Total(1)		
		Book Value	Square Feet(2)	Cost per Square Foot	Book Value	Square Feet(2)	Cost per Square Foot	Book Value	Square Feet(2)	Cost per Square Foot
Greater Boston:										
Alexandria Center at Kendall										
Square Residential	Cambridge/Inner Suburbs	\$ 1,582	78,000	\$ 20	\$ 3,413	150,000	\$ 23	\$ 4,995	228,000	\$ 22
Alexandria Center at Kendall										
Square Lab/Office	Cambridge/Inner Suburbs	251,874	974,264	259				251,874	974,264	259
Subtotal	Alexandria Center at Kendall Square	253,456	1,052,264	241	3,413	150,000	23	256,869	1,202,264	214
Technology Square	Cambridge/Inner Suburbs				7,803	100,000	78	7,803	100,000	78
Greater Boston		\$ 253,456	1,052,264	\$ 241	\$ 11,216	250,000	\$ 45	\$ 264,672	1,302,264	\$ 203
San Francisco Bay Area:										
Owens Street	Mission Bay	\$		\$	\$ 27,762	290,059	\$ 96	\$ 27,762	290,059	\$ 96
Grand Ave	South San Francisco				42,853	397,132	108	42,853	397,132	108
Rozzi/Eccles	South San Francisco				72,879	514,307	142	72,879	514,307	142
San Francisco Bay Area		\$		\$	\$ 143,494	1,201,498	\$ 119	\$ 143,494	1,201,498	\$ 119
San Diego:										
Science Park Road	Torrey Pines	\$ 16,298	176,500	\$ 92	\$		\$	\$ 16,298	176,500	\$ 92
5200 Illumina Way	University Town Center	14,298	392,983	36				14,298	392,983	36
10300 Campus Point	University Town Center	3,857	140,000	28				3,857	140,000	28
Executive Drive	University Town Center	3,919	49,920	79				3,919	49,920	78
San Diego		\$ 38,372	759,403	\$ 51	\$		\$	\$ 38,372	759,403	\$ 51
Suburban Washington D.C.:										
Medical Center Drive	Rockville	\$		\$	\$ 7,548	292,000	\$ 26	\$ 7,548	292,000	\$ 26
Research Boulevard	Rockville				6,698	347,000	19	6,698	347,000	19
Firstfield Road	Gaithersburg				4,052	95,000	43	4,052	95,000	43
Freedom Center Drive and Pyramid Place	Virginia				11,791	424,905	28	11,791	424,905	28
Suburban Washington D.C.		\$		\$	\$ 30,089	1,158,905	\$ 26	\$ 30,089	1,158,905	\$ 26
Seattle:										
Dexter/Terry Ave	Lake Union	\$		\$	\$ 18,747	232,300	\$ 81	\$ 18,747	232,300	\$ 81
Eastlake Ave	Lake Union	13,472	106,000	127	15,241	160,266	95	28,713	266,266	108
Seattle		\$ 13,472	106,000	\$ 127	\$ 33,988	392,566	\$ 87	\$ 47,460	498,566	\$ 95
Other Markets		\$		\$	\$ 20,146	789,212	\$ 26	\$ 20,146	789,212	\$ 26
Future value-added projects in North America		\$ 305,300	1,917,667	\$ 159	\$ 238,933	3,792,181	\$ 63	\$ 544,233	5,709,848	\$ 95

(1) In addition to assets included in our gross investment in real estate, we hold options/rights for parcels supporting the future ground-up development of approximately 420,000 RSF in Alexandria Center™ for Life Science New York City related to an option under our ground lease. Also, our asset base contains additional embedded development opportunities aggregating approximately 644,000 RSF which represents additional development and expansion rights related to existing rental properties. The 644,000 RSF related to these additional development opportunities was previously included in land held for future development.

(2) Square feet amounts are updated as necessary to reflect refinement of design of each building.

Edgar Filing: ALEXANDRIA REAL ESTATE EQUITIES INC - Form 424B5

Table of Contents

The following table summarizes the components of the square footage of our future redevelopment projects in North America as of March 31, 2013:

Market Submarket	Future Redevelopment Square Feet(1)
Greater Boston	109,457
San Francisco Bay Area South San Francisco	40,314
San Diego	87,488
Suburban Washington, D.C.	490,000
Seattle	14,914
Other markets	94,211
Total future redevelopment in North America	836,384

(1) Our asset base also includes non-laboratory space (office, warehouse, and industrial space) identified for future conversion into life science laboratory space through redevelopment. These spaces are classified in investments in real estate, net, in the condensed consolidated balance sheets.

As of March 31, 2013, our rental properties, net, in Asia, consisted of five operating properties aggregating approximately 603,987 square feet, with occupancy of 67.1%. Annualized base rent of our operating properties in Asia was approximately \$4.3 million as of March 31, 2013. Our primary sources of revenues are rental income and tenant recoveries from leases of our properties.

We also had construction projects in Asia aggregating approximately 718,119 and 734,444 RSF as of March 31, 2013, and December 31, 2012, respectively.

Our investments in real estate, net, in Asia, consisted of the following as of March 31, 2013 (dollars in thousands, except per square foot amounts):

	March 31, 2013		
	Book Value	Square Feet	Cost per Square Foot
Rental properties, net, in China	\$ 21,352	299,484	\$ 71
Rental properties, net, in India	35,337	304,503	116
CIP/current value-added projects:			
Active development in China	58,500	309,476	189
Active development in India	29,713	309,500	96
Active redevelopment projects in India	13,144	99,143	133
	101,357	718,119	141
Land held for future development/land undergoing preconstruction activities (additional CIP) India	83,735	6,829,000	12
Total investments in real estate, net, in Asia	\$ 241,781	8,151,106	\$ 30

Liquidity and Capital Resources

We expect to meet certain long-term liquidity requirements, such as requirements for property acquisitions, development, redevelopment, other construction projects, capital improvements, tenant improvements, leasing costs, non-revenue-generating expenditures, and scheduled debt maturities, through net cash provided by operating activities, periodic asset sales, and long-term secured and

Edgar Filing: ALEXANDRIA REAL ESTATE EQUITIES INC - Form 424B5

Table of Contents

unsecured indebtedness, including borrowings under our unsecured senior line of credit, unsecured senior bank term loans, and the issuance of additional debt and/or equity securities.

We expect to continue meeting our short-term liquidity and capital requirements, as further detailed in this section, generally through our working capital and net cash provided by operating activities. We believe that the net cash provided by operating activities will continue to be sufficient to enable us to make the distributions necessary to continue qualifying as a REIT.

Over the next several years, our balance sheet, capital structure, and liquidity objectives are as follows:

Achieve and maintain, except for quarterly variation between capital events, leverage as a percentage of net debt to adjusted EBITDA of approximately 6.5x;

Execute selective sales of income-producing and non-income-producing assets as a source of capital with selective issuance of common equity;

Maintain diverse sources of capital, including sources from net cash flows from operating activities, unsecured debt, secured debt, selective asset sales, joint ventures, preferred stock, and common stock;

Manage the amount of debt maturing in a single year;

Mitigate unhedged variable rate debt exposure by transitioning our balance sheet debt from short-term and medium-term variable rate bank debt to long-term unsecured fixed rate debt and utilize interest rate swap agreements in the interim period during this transition of debt;

Maintain adequate liquidity from net cash provided by operating activities, cash and cash equivalents, and available borrowing capacity under our unsecured senior line of credit;

Maintain available borrowing capacity under our unsecured senior line of credit in excess of 50% of the total commitments of \$1.5 billion, except temporarily as necessary;

Fund preferred stock and common stock dividends from net cash provided by operating activities;

Retain positive cash flows from operating activities after payment of dividends for reinvestment in acquisitions and/or development and redevelopment projects; and

Reduce our non-income-producing assets as a percentage of our gross investment in real estate.

Table of Contents

PROPERTIES

General

As of March 31, 2013, we had 173 properties containing approximately 16.7 million RSF of life science laboratory space. Our operating properties were approximately 93.0% leased as of March 31, 2013. The exteriors of our properties typically resemble traditional office properties, but the interior infrastructures are designed to accommodate the needs of life science industry client tenants. These improvements typically are generic to life science industry client tenants rather than being specific to a particular client tenant. As a result, we believe that the improvements have long-term value and utility and are usable by a wide range of life science industry client tenants. Laboratory improvements to our life science properties typically include:

Reinforced concrete floors;

Upgraded roof loading capacity;

Increased floor-to-ceiling heights;

Heavy-duty HVAC systems;

Enhanced environmental control technology;

Significantly upgraded electrical, gas, and plumbing infrastructure; and

Laboratory benches.

As of March 31, 2013:

Approximately 94% of our leases (on a RSF basis) were triple net leases, requiring client tenants to pay substantially all real estate taxes, insurance, utilities, common area, and other operating expenses (including increases thereto) in addition to base rent;

Approximately 96% of our leases (on a RSF basis) contained effective annual rent escalations that were either fixed (generally ranging from 3% to 3.5%) or indexed based on a consumer price index or other index;

Approximately 92% of our leases (on a RSF basis) provided for the recapture of certain capital expenditures (such as HVAC systems maintenance and/or replacement, roof replacement, and parking lot resurfacing), which we believe would typically be borne by the landlord in traditional office leases; and

Investment-grade client tenants represented 46% of our total annualized base rent.

Our leases also typically give us the right to review and approve tenant alterations to the property. Generally, tenant-installed improvements to the properties are reusable generic life science laboratory improvements and remain our property after termination of the lease at our election. However, we are permitted under the terms of most of our leases to require that the client tenant, at its expense, remove certain non-generic improvements and restore the premises to their original condition.

Table of Contents**Location of Properties**

The locations of our properties are diversified among a number of life science cluster markets. The following table sets forth, as of March 31, 2013, the total RSF and annualized base rent of our properties in each of our existing markets (dollars in thousands):

Market	Rentable Square Feet			Total	% Total	Number of Properties	Annualized Base Rent(1)	
	Operating	Development	Redevelopment				Total	
Greater Boston	3,043,048	691,487	76,241	3,810,776	23%	36	\$ 118,060	27%
San Francisco Bay Area	2,486,751	330,030	53,980	2,870,761	17	26	93,816	22
San Diego	2,575,121		68,423	2,643,544	16	33	83,636	20
Greater NYC Suburban	494,656	419,806		914,462	5	6	31,844	7
Washington, D.C.	2,086,468		67,055	2,153,523	13	29	43,172	10
Seattle	680,835		65,681	746,516	4	10	28,346	7
Research Triangle Park	941,807			941,807	6	14	18,852	4
Canada	1,103,507			1,103,507	7	5	9,258	2
Non-cluster markets	61,002			61,002		2	611	
North America	13,473,195	1,441,323	331,380	15,245,898	91	161	427,595	99
Asia	603,987	618,976	99,143	1,322,106	8	9	4,337	1
Continuing operations	14,077,182	2,060,299	430,523	16,568,004	99	170	431,932	100%
Discontinued operations	91,444			91,444	1	3	1,138	
Total	14,168,626	2,060,299	430,523	16,659,448	100%	173	\$ 433,070	

(1)

Annualized base rent means the annualized fixed base rental amount in effect as of March 31, 2013 (using rental revenue computed on a straight-line basis in accordance with GAAP). Represents annualized base rent related to our operating rentable square feet.

Table of Contents

Client Tenants

Our life science properties are leased to a diverse group of client tenants, with no client tenant accounting for more than 7.1% of our annualized base rent. The following table sets forth information regarding leases with our 20 largest client tenants based upon annualized base rent as of March 31, 2013 (dollars in thousands):