

ALEXANDRIA REAL ESTATE EQUITIES INC  
Form 8-K  
June 21, 2004

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**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): **June 18, 2004**

**ALEXANDRIA REAL ESTATE EQUITIES, INC.**

(Exact Name of Registrant as Specified in Charter)

**MARYLAND**  
(State or Other Jurisdiction of  
Incorporation)

**1-12993**  
(Commission  
File Number)

**95-4502084**  
(IRS Employer  
Identification No.)

**135 NORTH LOS ROBLES AVENUE, SUITE 250  
PASADENA, CALIFORNIA 91101**

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(626) 578-0777**



ITEM 5. OTHER EVENTS.

On June 18, 2004, Alexandria Real Estate Equities, Inc. (the Company) entered into an Underwriting Agreement with Citigroup Global Markets Inc., UBS Securities LLC and A.G. Edwards & Sons, Inc., as representatives of the several underwriters named in the agreement (the Underwriters), pursuant to which the Company has agreed to sell, and the Underwriters have agreed to purchase, 5,000,000 shares of the Company's 8.375% Series C Cumulative Redeemable Preferred Stock, par value \$.01 per share (the Series C Preferred Stock), at a purchase price of \$24.2125 per share, after deducting underwriting discounts, resulting in aggregate proceeds to the Company of approximately \$121,062,500. Under the terms of the Underwriting Agreement, the Underwriters have the option to purchase an additional 750,000 shares of Series C Preferred Stock within 30 days from the date of the Underwriting Agreement. The shares of Series C Preferred Stock have been registered under the Securities Act of 1933, as amended (the Act), pursuant to an effective Registration Statement on Form S-3 (No. 333-89564). In connection with the sale, the Company has filed a Prospectus Supplement dated June 18, 2004 and a Prospectus, dated June 10, 2002 with the Securities and Exchange Commission pursuant to Rule 424(b)(5) promulgated under the Act. The Underwriters intend to offer the Shares of Series C Preferred Stock for sale to the public as described in the Prospectus Supplement. The Underwriting Agreement is attached hereto as Exhibit 1.1.

In addition, the Board of Directors of the Company has amended and restated the bylaws of the Company. The amended and restated bylaws are attached hereto as Exhibit 3.1.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) EXHIBITS.

- 1.1 Underwriting Agreement, dated June 18, 2004 by and among the Company and the Underwriters.
  
- 3.1 Bylaws of the Company.

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.

ALEXANDRIA REAL ESTATE EQUITIES, INC.

Date: June 18, 2004

By: /s/ Peter J. Nelson  
Peter J. Nelson  
Chief Financial Officer

EXHIBIT INDEX

<b>EXHIBIT NUMBER</b>	<b>EXHIBIT</b>	<b>SEQUENTIALLY NUMBERED PAGE</b>
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