

BRANDYWINE REALTY TRUST  
Form 8-K  
September 08, 2014

**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 8, 2014 (September 8, 2014)**

**BRANDYWINE REALTY TRUST**  
**BRANDYWINE OPERATING PARTNERSHIP, L.P.**  
**(Exact name of registrant as specified in charter)**

|                                  |                  |                   |
|----------------------------------|------------------|-------------------|
| <b>Maryland</b>                  |                  |                   |
| <b>(Brandywine Realty Trust)</b> | <b>001-9106</b>  | <b>23-2413352</b> |
| <b>Delaware</b>                  | <b>000-24407</b> | <b>23-2862640</b> |

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

**(State or Other Jurisdiction of**

**(Commission**

**(I.R.S. Employer**

**Incorporation or Organization)**

**file number)**

**Identification Number)**

**555 East Lancaster Avenue, Suite 100**

**Radnor, PA 19087**

**(Address of principal executive offices)**

**(610) 325-5600**

**(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))

### **Item 7.01 Regulation FD Disclosure**

On September 8, 2014, Brandywine Realty Trust, a Maryland real estate investment trust (the Company), issued a press release announcing that its operating partnership, Brandywine Operating Partnership, L.P. (the Operating Partnership), has commenced a cash tender offer (the Tender Offer) for any and all of its 5.40% Guaranteed Notes due November 1, 2014 (the 2014 Notes) and 7.50% Guaranteed Notes due May 15, 2015 (the 2015 Notes). The consideration payable in the Tender Offer will be \$1,006.42 per \$1,000 principal amount of 2014 Notes and \$1,044.18 per \$1,000 principal amount of 2015 Notes, plus, in each case, accrued and unpaid interest thereon to, but not including, the payment date for the notes purchased in the Tender Offer, which is expected to be September 16, 2014, unless the Tender Offer is extended. The complete terms and conditions of the Tender Offer will be set forth in an offer to purchase and related letter of transmittal that will be sent to holders of the 2014 Notes and 2015 Notes. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information included in this Current Report on Form 8-K under this Item 7.01 (including Exhibit 99.1) shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing made by the Company under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

### **Item 8.01 Other Events**

On September 8, 2014, the Operating Partnership commenced an underwritten offering (the Offering) of senior unsecured guaranteed notes due 2024 and 2029 (the Notes), under its preliminary prospectus supplement filed with the Securities and Exchange Commission (the SEC) on September 8, 2014, which supplements the base prospectus included in the Company's shelf registration statement on Form S-3 (No. 333-195740), filed with the SEC on May 6, 2014.

The Operating Partnership intends to use the net proceeds from the Offering, together with cash on hand and borrowings under its unsecured revolving credit facility, to fund the Tender Offer and any applicable redemption of the 2014 Notes or 2015 Notes, and to repay certain borrowings under the Operating Partnership's three year unsecured term loan due 2015 and four year unsecured term loan due 2016. The Operating Partnership intends to use any remaining net proceeds of the Offering for general corporate purposes, which may include the repayment, repurchase or other retirement of other indebtedness.

### **Item 9.01. Financial Statements and Exhibits**

| Exhibit | Description   |
|---------|---|
| 99.1    | Press Release of Brandywine Realty Trust dated September 8, 2014. |

**Signatures**

Pursuant to the requirements of the Securities and 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/ Thomas E. Wirth  
Thomas E. Wirth  
Executive Vice President and

Chief Financial Officer

BRANDYWINE OPERATING PARTNERSHIP, L.P.

BY: BRANDYWINE REALTY TRUST, ITS  
GENERAL PARTNER

BY: /s/ Thomas E. Wirth  
Thomas E. Wirth  
Executive Vice President and

Chief Financial Officer

Date: September 8, 2014

**EXHIBIT INDEX**

Exhibit

| No.  | Description   |
|------|---|
| 99.1 | Press Release of Brandywine Realty Trust dated September 8, 2014. |