

BRANDYWINE REALTY TRUST

Form 8-K

May 27, 2009

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**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): May 27, 2009
Brandywine Realty Trust
Brandywine Operating Partnership, L.P.
(Exact name of registrant as specified in charter)**

| | | |
|--|--------------------------|--|
| Maryland (Brandywine Realty Trust) | 001-9106 | 23-2413352 |
| Delaware (Brandywine Operating Partnership, L.P.) | 000-24407 | 23-2862640 |
| (State or Other Jurisdiction of Incorporation or Organization) | (Commission file number) | (I.R.S. Employer 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))
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EX-99.1

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Item 7.01 Regulation FD Disclosure.

On May 27, 2009, we announced that we have commenced a public offering of 30,000,000 common shares of beneficial interest, par value \$0.01 per share (the Offering). We also announced that we will grant the underwriters of the Offering an option for 30 days to purchase up to 4,500,000 additional common shares to cover overallotments, if any. Merrill, Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities Inc. and Citigroup Global Markets Inc. will serve as the joint book-running managers for the Offering. We plan to use the net proceeds from the Offering to repay borrowings under our revolving credit facility and for general corporate purposes.

We are filing today a prospectus supplement to our prospectus, dated April 29, 2009, which contains information relating to the Offering. The prospectus supplement also contains information concerning our recent activities and other developments as well as an update on our anticipated dividend payments with respect to 2009. Please refer to the prospectus supplement, which is available on the Securities and Exchange Commission's EDGAR System, to review such information and update.

A copy of our press release announcing commencement of the Offering is filed herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

| | |
|------|------------------------------------|
| 99.1 | Press Release, dated May 27, 2009. |
|------|------------------------------------|

The information included in this Current Report on Form 8-K (including the exhibit hereto) is being furnished under Item 7.01, Regulation FD Disclosure and Item 9.01, Financial Statements and Exhibits of Form 8-K. As such, the information (including the exhibit) herein shall not be deemed to be 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 incorporated by reference into a filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing. This Current Report (including the exhibit hereto) will not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

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

By: Brandywine Operating Partnership, L.P.

By: Brandywine Realty Trust, its General
Partner

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

Date: May 27, 2009

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| Exhibit No. | Description |
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