

MEDICAL PROPERTIES TRUST INC

Form SC TO-I

April 12, 2010

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**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE TO
(Rule 14d-100)
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

MEDICAL PROPERTIES TRUST, INC.
(Name of Subject Company (Issuer))

MEDICAL PROPERTIES TRUST, INC.
(Names of Filing Persons (Issuer))

MPT Operating Partnership, L.P. 6.125% Exchangeable Senior Notes due 2011
(Title of Class of Securities)

55342NAE0
(CUSIP Number of Class of Securities)

Edward K. Aldag, Jr.
Chairman, President, Chief Executive Officer
Medical Properties Trust, Inc.
1000 Urban Center Drive, Suite 501
Birmingham, Alabama 35242
(205) 969-3755

With copies to:

Ettore A. Santucci, Esq.
Yoel Kranz, Esq.
Goodwin Procter LLP
Exchange Place
Boston, Massachusetts 02109
(617) 570-1000

*(Name, Address and Telephone Numbers of Persons
 Authorized to Receive Notices and Communications on Behalf of Filing Persons)*

CALCULATION OF FILING FEE

| Transaction Valuation | Amount of Filing Fee* |
|------------------------------|------------------------------|
| \$146,248,854.00 | \$10,427.54 |

* Calculated solely for purposes of determining the amount of the filing fee and based upon a transaction value of \$146,248,854. The amount of the filing fee, \$71.30 for each \$1,000,000 of transaction value, was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended. In accordance with Rule 0-11(a)(2), the filing fee is being offset by \$10,427.54 out of a total of \$39,502.04 of unutilized fees relating to \$601,285,769 of unsold securities previously registered on the registration statement on Form S-3 (Registration No. 333-140433), originally filed by Medical Properties Trust, Inc. on February 2, 2007.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

| | | | |
|---------------------------|------------|-------------|--------------------------------|
| Amount Previously Paid: | \$107,000 | Filing | Medical Properties Trust, Inc. |
| Form or Registration No.: | 333-140433 | Party: | February 2, 2007 |
| | | Date Filed: | |

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

* If applicable, check the appropriate box(es) below to designate the appropriate rule

provision(s) relied upon:

- o Rule 133-14(i) (Cross-Border Issuer Tender Offer)
 - o Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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Introductory Statement

This Tender Offer Statement on Schedule TO (this Schedule TO) is being filed by Medical Properties Trust, Inc., a Maryland corporation (Medical Properties Trust). This Schedule TO relates to the offer by Medical Properties Trust to purchase for cash any and all of MPT Operating Partnership, L.P. s (the Operating Partnership) outstanding 6.125% Exchangeable Senior Notes due 2011 (the Notes), upon the terms and subject to the conditions set forth in the Offer to Purchase, dated April 12, 2010 (the Offer to Purchase), a copy of which is filed herewith as Exhibit (a)(1)(A), and in the related Letter of Transmittal, a copy of which is filed herewith as Exhibit (a)(1)(B) (which, together with any amendments or supplements thereto, collectively constitute the Offer). The Operating Partnership is an indirect subsidiary of Medical Properties Trust.

The Notes were issued by the Operating Partnership pursuant to the Indenture, dated as of November 6, 2006, among the Operating Partnership, as Issuer, Medical Properties Trust, as Guarantor, and Wilmington Trust Company, as Trustee (the Trustee). As of April 12, 2010, the aggregate principal amount of the outstanding Notes was \$138,000,000.

This Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4 under the Securities Exchange Act of 1934, as amended (the Exchange Act). The information in the Offer to Purchase and the related Letter of Transmittal is incorporated by reference as set forth below.

Item 1. Summary Term Sheet.

The information set forth in the section of the Offer to Purchase entitled Summary is incorporated herein by reference.

Item 2. Subject Company Information.

(a) *Name and Address.* The name of the subject company, and the address and telephone number of its principal executive offices are as follows:

Medical Properties Trust, Inc.
1000 Urban Center Drive, Suite 501
Birmingham, AL 35242
(205) 969-3755

(b) *Securities.* The information set forth on the cover page of the Offer to Purchase is incorporated herein by reference.

(c) *Trading Market and Price.* The Notes are not listed on any national or regional securities exchange or authorized to be quoted on any inter-dealer quotation system of any national securities association and there currently is no established trading market for trading in the Notes. Certain institutions and securities dealers do provide quotations for and engage in transactions in the Notes. The common stock into which the Notes are exchangeable trade on the New York Stock Exchange under the symbol MPW. The information set forth in the section of the Offer to Purchase entitled Certain Market Information Concerning the Notes is incorporated herein by reference.

Item 3. Identity and Background of the Filing Person.

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(a) *Name and Address.* This Schedule TO is an issuer tender offer made by Medical Properties Trust. The business address and telephone number of Medical Properties Trust are set forth under Item 2(a) above.

The names of the executive officers and directors of Medical Properties Trust who are persons specified in Instruction C to Schedule TO are set forth below. The business address for

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each such person is: c/o Medical Properties Trust, Inc., 1000 Urban Center Drive, Suite 501, Birmingham, Alabama 35242 and the telephone number for each such person is (205) 969-3755.

| Name | Position |
|-------------------------|---|
| Edward K. Aldag, Jr. | Chairman of the Board, President and Chief Executive Officer |
| R. Steven Hamner | Executive Vice President, Chief Financial Officer and Director |
| Emmett E. McLean | Executive Vice President, Chief Operating Officer and Treasurer |
| Michael G. Stewart | Executive Vice President, General Counsel and Secretary |
| William G. McKenzie | Vice Chairman of the Board |
| Virginia A. Clarke | Director |
| G. Steven Dawson | Director |
| Robert E. Holmes, Ph.D. | Director |
| L. Glenn Orr, Jr. | Director |
| Sherry A. Kellett | Director |

Item 4. *Terms of the Transaction.*

(a) *Material Terms.* The information set forth in the sections of the Offer to Purchase, most specifically under the sections entitled Summary, Terms of the Tender Offer General, Conditions to the Tender Offer, Procedures for Tendering, Withdrawal of Tenders, Certain Significant Considerations and Certain United States Federal Income Tax Considerations is incorporated herein by reference.

(b) *Purchases.* To the best of Medical Properties Trust's knowledge, no Notes are owned by, and the Notes will not be purchased from, any executive officer, director or other affiliate of Medical Properties Trust.

Item 5. *Past Contacts, Transactions, Negotiations and Agreements.*

(e) *Agreements Involving the Subject Company's Securities.* The documents and information set forth in the section of the Offer to Purchase entitled Where You Can Find More Information are incorporated herein by reference. The following sets forth agreements, arrangements or understandings that involve the Notes:

1. Indenture, dated as of November 6, 2006, among MPT Operating Partnership, L.P., as Issuer, Medical Properties Trust, Inc., as Guarantor, and Wilmington Trust Company, as Trustee (filed as Exhibit 4.1 to Medical Properties Trust's Current Report on Form 8-K dated November 6, 2006, filed with the Commission on November 13, 2006).
2. Registration Rights Agreement, dated as of November 6, 2006, among MPT Operating Partnership, L.P., Medical Properties Trust, Inc., and UBS Securities LLC and J.P. Morgan Securities Inc., as representatives of the initial purchasers (filed as Exhibit 10.1 to Medical Properties Trust's Current Report on Form 8-K dated November 6, 2006, filed with the Commission on November 13, 2006).

Medical Properties Trust also maintains certain plans and agreements with respect to its equity securities. These plans and agreements are as follows:

1. Second Amended and Restated 2004 Equity Incentive Plan (filed as Exhibit A to Medical Properties Trust's Proxy Statement on Schedule 14A, filed with the Commission on April 14, 2007).

2. Form of Medical Properties Trust, Inc. 2007 Multi-Year Incentive Plan Award Agreement (LTIP Units) (filed as Exhibit 10.2 to Medical Properties Trust's Current Report on Form 8-K dated July 31, 2007, filed with the Commission on August 6, 2007).

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3. Form of Medical Properties Trust, Inc. 2007 Multi-Year Incentive Plan Award Agreement (Restricted Shares) (filed as Exhibit 10.1 to Medical Properties Trust's Current Report on Form 8-K dated July 31, 2007, filed with the Commission on August 15, 2007).

For a description of these plans and agreements, see Medical Properties Trust's Annual Report on Form 10-K for the year ended December 31, 2009, filed on February 12, 2010, as amended by the Annual Report on Form 10-K/A for the year ended December 31, 2009, filed on April 9, 2010, and Medical Properties Trust's Proxy Statement for its 2010 Annual Meeting of Stockholders, filed on April 9, 2010.

Item 6. *Purpose of the Tender Offer and Plans or Proposals.*

(a) *Purposes.* The information set forth in the sections of the Offer to Purchase entitled "Purpose of the Tender Offer; Source of Funds" is incorporated herein by reference.

(b) *Use of Securities Acquired.* Medical Properties Trust will deliver the Notes purchased by Medical Properties Trust in the Offer to the Trustee for cancellation and those Notes will cease to be outstanding.

(c) *Plans.* Except for the Offer, Medical Properties Trust does not have, and to the best of its knowledge is not aware of any plans, proposals or negotiations that relate to or would result in any of the events listed in Regulation M-A Item 1006(c)(1) through (10).

Item 7. *Source and Amount of Funds or Other Consideration.*

(a) *Source of Funds.* The information set forth in the sections of the Offer to Purchase entitled "Purpose of the Tender Offer; Source of Funds" and "Terms of the Tender Offer" is incorporated herein by reference. As described in the Offer to Purchase, Medical Properties Trust intends to finance the Tender Offer with the proceeds of the Equity Offering (as defined in the Offer to Purchase).

(b) *Conditions.* The information set forth in the section of the Offer to Purchase entitled "Terms of the Tender Offer" "Conditions to the Tender Offer" is incorporated herein by reference. Medical Properties Trust does not have any alternative financing plans or arrangements in the event the source of funds discussed in (a) above is not available.

(d) *Borrowed Funds.* The information set forth in the sections of the Offer to Purchase entitled "Purpose of the Tender Offer; Source of Funds" and "Terms of the Tender Offer" is incorporated herein by reference.

Item 8. *Interest in Securities of the Subject Company.*

(a) *Securities Ownership.* To the best of Medical Properties Trust's knowledge, none of the persons named in Item 3 above (in response to Item 1003 of Regulation M-A), nor any associates or majority-owned subsidiaries of such persons, beneficially own any of the Notes.

(b) *Securities Transactions.* Neither Medical Properties Trust nor any of its subsidiaries have effected any transactions involving the Notes during the 60 days prior to the date of the Offer to Purchase. In addition, based on Medical Properties Trust's records and on information provided to Medical Properties Trust by its and its subsidiaries directors and executive officers, to the best of Medical Properties Trust's knowledge, none of its or its subsidiaries directors or executive officers has effected any transactions involving the Notes during the 60 days prior to the date of the Offer to Purchase.

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Item 9. *Persons/Assets Retained, Employed, Compensated or Used.*

(a) *Solicitations or Recommendations.* The information set forth in the sections of the Offer to Purchase entitled Dealer Manager; Depository; Information Agent is incorporated herein by reference.

Item 10. *Financial Statements.*

(a) *Financial Information.* The information set forth in our Annual Report on Form 10-K for the year ended December 31, 2009, filed as of February 12, 2010, as amended by our Annual Report on Form 10-K/A for the year ended December 31, 2009, filed on April 9, 2010, is hereby incorporated by reference.

(b) *Pro Forma Information.* Not applicable.

Item 11. *Additional Information.*

None.

Item 12. *Exhibits.*

(a)(1)(A) Offer to Purchase, dated April 12, 2010.

(a)(1)(B) Form of Letter of Transmittal.

(a)(5)(A) Press Release, dated April 12, 2010 announcing Medical Properties Trust, Inc.'s launch of the tender offer.

(b) Not applicable.

(d)(1) Indenture, dated as of November 6, 2006, among MPT Operating Partnership, L.P., as Issuer, Medical Properties Trust, Inc., as Guarantor, and Wilmington Trust Company, as Trustee (filed as Exhibit 4.1 to Medical Properties Trust's Current Report on Form 8-K dated November 6, 2006, filed with the Commission on November 13, 2006).

(d)(2) Registration Rights Agreement, dated as of November 6, 2006, among Medical Properties, Inc., MPT Operating Partnership, L.P. and UBS Securities LLC and J.P. Morgan Securities Inc., as representatives of the initial purchasers (filed as Exhibit 10.1 to Medical Properties Trust's Current Report on Form 8-K dated November 6, 2006, filed with the Commission on November 13, 2006).

(d)(3) Second Amended and Restated 2004 Equity Incentive Plan (filed as Exhibit A to Medical Properties Trust's Proxy Statement on Schedule 14A, filed with the Commission on April 14, 2007).

(d)(4) Form of Medical Properties Trust, Inc. 2007 Multi-Year Incentive Plan Award Agreement (LTIP Units) (filed as Exhibit 10.2 to Medical Properties Trust's Current Report on Form 8-K dated July 31, 2007, filed with the Commission on August 6, 2007).

(d)(5) Form of Medical Properties Trust, Inc. 2007 Multi-Year Incentive Plan Award Agreement (Restricted Shares) (filed as Exhibit 10.1 to Medical Properties Trust's Current Report on Form 8-K dated July 31, 2007, filed with the Commission on August 15, 2007).

(g) Not applicable.

(h) Not applicable.

Item 13. *Information Required by Schedule 13E-3.*

Not applicable.

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

MEDICAL PROPERTIES TRUST, INC.

Name: R. Steven Hamner

By: /s/ R. Steven Hamner

Financial Officer

Title: Executive Vice President and Chief

Dated: April 12, 2010

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- (a)(1)(B)* Form of Letter of Transmittal.
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- (g) Not applicable.
- (h) Not applicable.

* Filed herewith