

Columbia Equity Trust, Inc.
Form 8-K
January 19, 2007

**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): January 19, 2007

COLUMBIA EQUITY TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland

001-32536

20-1978579

(State or other jurisdiction
of incorporation)

(Commission File
Number)

(IRS Employer
Identification No.)

**1750 H Street, N.W., Suite 500
Washington, D.C. 20006**

(Address and zip code of
principal executive offices)

Registrant's telephone number, including area code: **(202) 303-3080**

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.):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting materials 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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Item 8.01. Other Events.

In connection with the proposed merger of Columbia Equity Trust, Inc. (the Company) with and into an affiliate of JPMorgan Asset Management's Special Situation Property Fund (SSPF), as previously disclosed, certain directors, executive officers and affiliates of the Company entered into employment agreements and voting agreements with SSPF. Copies of the employment agreements and the form of voting agreements are filed herewith as Exhibits 99.3, 99.4, 99.5, 99.6, 99.7, 99.8 and 99.9. In addition, copies of the limited liability company agreements for each of SSPF/CET Operating Company LLC and SSPF/CET PI LLC are filed herewith as Exhibits 99.1 and 99.2.

Item 9.01(d). Financial Statements and Exhibits.

(d) Exhibits

| Exhibit | Description |
|----------------|---|
| 99.1 | Form of Limited Liability Company Agreement of SSPF/CET Operating Company LLC. |
| 99.2 | Form of Limited Liability Company Agreement of SSPF/CET PI LLC. |
| 99.3 | Employment Agreement, by and between Oliver T. Carr, III and SSPF/CET Operating Company LLC, dated as of November 5, 2006. |
| 99.4 | Employment Agreement, by and between John A. Schissel and SSPF/CET Operating Company LLC, dated as of November 5, 2006. |
| 99.5 | Employment Agreement, by and between Clinton D. Fisch and SSPF/CET Operating Company LLC, dated as of December 11, 2006. |
| 99.6 | Employment Agreement, by and between Christian H. Clifford and SSPF/CET Operating Company LLC, dated as of December 11, 2006. |
| 99.7 | Employment Agreement, by and between John M. Novack and SSPF/CET Operating Company LLC, dated as of December 8, 2006. |
| 99.8 | Form of Voting Agreement entered into by Executive Officers of Columbia Equity Trust, Inc. |
| 99.9 | Form of Voting Agreement entered into by Oliver T. Carr, Jr. |

Additional Information About the Merger and Where to Find It

In connection with the proposed merger, Columbia has filed with the United States Securities and Exchange Commission (the SEC) a preliminary proxy statement. INVESTORS AND SECURITY HOLDERS OF COLUMBIA ARE URGED TO READ THE PRELIMINARY PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING THE DEFINITIVE PROXY STATEMENT WHEN IT BECOMES AVAILABLE, BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT COLUMBIA, JPMORGAN AND THE PROPOSED MERGER. Investors can obtain the preliminary proxy statement and all other relevant documents filed by Columbia with the

SEC free of charge at the SEC's website at www.sec.gov. In addition, investors and security holders may obtain free copies of the documents filed with the SEC by Columbia by contacting Columbia's Investor Relations liaison at (202) 303-3080 or accessing Columbia's investor relations website at www.columbiareit.com. Investors and security holders are urged to read the preliminary proxy statement and the other relevant materials when they become available, including the definitive proxy statement, before making any voting or investment decision with respect to the merger.

Columbia and JPMorgan and their respective executive officers, directors, and employees may be deemed to be participating in the solicitation of proxies from the security holders of Columbia in connection with the merger. Information about the executive officers and directors of Columbia and the number of shares of Columbia common stock beneficially owned by such persons is set forth in the proxy statement for Columbia's 2006 Annual Meeting of Stockholders, which was filed with the SEC on April 10, 2006, and Columbia's Annual Report on Form 10-K for the year ended December 31, 2005, which was filed with the SEC on March 31, 2006. Investors and security holders may obtain additional information regarding the direct and indirect interests of Columbia and JPMorgan and their respective executive officers, directors and employees in the merger by reading the preliminary proxy statement regarding the merger and the definitive proxy statement when it becomes available.

Cautionary Note Regarding Forward Looking Statements

Certain statements in this Current Report on Form 8-K that are not historical fact may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Numerous risks, uncertainties and other factors may cause actual results to differ materially from those expressed in any forward-looking statements. These factors include, but are not limited to, (i) the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement; (ii) the outcome of any legal proceedings that may be instituted against Columbia and others following announcement of the merger agreement; (iii) the inability to complete the merger due to the failure to obtain stockholder approval or the failure to satisfy other conditions to completion of the merger; (iv) risks that the proposed transaction disrupts current plans and operations and the potential difficulties in employee retention as a result of the merger; (v) the ability to recognize the benefits of the merger; and (vi) the amount of the costs, fees, expenses and charges related to the merger. Although Columbia believes the expectations reflected in any forward-looking statements are based on reasonable assumptions, it can give no assurance that its expectations will be attained. For a further discussion of these and other factors that could impact Columbia's future results, performance, achievements or transactions, see the documents filed by Columbia from time to time with the SEC, and in particular the section titled "Risk Factors" in Columbia's Annual Report on Form 10-K for the year ended December 31, 2005 filed on March 31, 2006. Columbia undertakes no obligation to revise or update any forward-looking statements, or to make any other forward-looking statements, whether as a result of new information, future events or otherwise.

SIGNATURE

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 thereunto duly authorized.

COLUMBIA EQUITY TRUST, INC.

Date: January 19, 2007

By: /s/ John A. Schissel
John A. Schissel
Executive Vice President, Chief
Financial Officer, Secretary and
Treasurer

EXHIBIT INDEX

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