

BioMed Realty Trust Inc  
Form 8-K  
April 19, 2010

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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): April 14, 2010  
BioMed Realty Trust, Inc.  
(Exact name of registrant as specified in its charter)**

**Maryland**  
(State or other jurisdiction  
of incorporation)

**1-32261**  
(Commission File Number)

**20-1142292**  
(I.R.S. Employer  
Identification Number)

**17190 Bernardo Center Drive  
San Diego, CA 92128**  
(Address of principal executive offices, including zip code)  
**(858) 485-9840**  
(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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**Item 8.01. Other Events.**

On April 14, 2010, BioMed Realty Trust, Inc. (the Company ) entered into an underwriting agreement with Raymond James & Associates, Inc., Morgan Stanley & Co. Incorporated, UBS Securities LLC, Wells Fargo Securities, LLC and KeyBanc Capital Markets Inc., as representatives of the underwriters (the Underwriters ), pursuant to which the Company agreed to issue and sell 11,500,000 shares of the Company s common stock, par value \$0.01 per share (the Common Stock ), plus up to an additional 1,725,000 shares of Common Stock pursuant to the Underwriters 30-day over-allotment option, at a price to the public of \$17.25 per share. The Underwriters exercised their over-allotment option in full on April 15, 2010. The offering closed on April 19, 2010. Gross proceeds from the offering of an aggregate of 13,225,000 shares were approximately \$228.1 million. After the closing of the offering, the number of shares of Common Stock outstanding was 113,544,573.

The Company intends to use the net proceeds of the offering to repay a portion of the outstanding indebtedness under its \$720.0 million unsecured line of credit and for other general corporate and working capital purposes.

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

(d) The following exhibits are filed herewith:

| <b>Exhibit<br/>Number</b> | <b>Description of Exhibit</b>  |
|---------------------------|--|
| 1.1                       | Underwriting Agreement, dated as of April 14, 2010, among the Company, BioMed Realty, L.P. and Raymond James & Associates, Inc., Morgan Stanley & Co. Incorporated, UBS Securities LLC, Wells Fargo Securities, LLC and KeyBanc Capital Markets Inc., as representatives of the Underwriters |
| 5.1                       | Opinion of Venable LLP   |
| 8.1                       | Opinion of Latham & Watkins LLP  |
| 23.1                      | Consent of Venable LLP (contained in the opinion filed as Exhibit 5.1 hereto)  |
| 23.2                      | Consent of Latham & Watkins LLP (contained in the opinion filed as Exhibit 8.1 hereto)   |

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**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.

Date: April 19, 2010

BIOMED REALTY TRUST, INC.

By: /s/ Kent Griffin

Name: Kent Griffin

Title: President, Chief Operating Officer

and

Chief Financial Officer

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