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CRESCENT REAL ESTATE EQUITIES CO

Form 8-K

May 14, 2002

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

MAY 10, 2002

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(Date of Earliest Event Reported)

CRESCENT REAL ESTATE EQUITIES COMPANY

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(Exact Name of Registrant as Specified in its Charter)

TEXAS

1-13038

52-1862813

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(State of Incorporation)

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(Commission File Number)

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(I.R.S. Employer  
Identification Number)

777 MAIN STREET, SUITE 2100, FORT WORTH, TX

76102

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(Address of Principal Executive Offices)

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(Zip Code)

(817) 321-2100

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(Registrant's Telephone Number, Including Area Code)

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NOT APPLICABLE

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(Former Name or Former Address, if Changed Since Last Report)

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ITEM 5. OTHER EVENTS

On May 10, 2002, Crescent Real Estate Equities Company (the "Company") entered into an underwriting agreement with Bear, Stearns & Co. Inc., BB&T Capital Markets, a division of Scott & Stringfellow, Inc., and Stifel, Nicolaus & Company, Incorporated (together, the "Underwriter"), a copy of which is included as Exhibit 1.1 to this Report and incorporated herein by reference.

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Pursuant to the underwriting agreement, the Underwriter agreed to purchase up to 3,450,000 9.50% Series B Cumulative Redeemable Preferred Shares, \$.01 par value per share (the "Series B Preferred Shares"), at a price of \$25.00 per share, less underwriting discounts and commissions of \$.7875 per share.

### ITEM 7. FINANCIAL STATEMENTS, PRO FORMA INFORMATION AND EXHIBITS.

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits:

The exhibits listed in the following index relate to the offering described in Item 5 above pursuant to a prospectus supplement dated May 10, 2002 to the prospectus dated April 22, 2002, which forms a part of the Company's Registration Statement on Form S-3 (No. 333-38071) and are filed herewith for incorporation by reference in such Registration Statement.

| EXHIBIT NO.<br>----- | DESCRIPTION<br>-----   |
|----------------------|--|
| 1.1                  | Underwriting Agreement, dated as of May 10, 2002, by and among the Company, Crescent Real Estate Equities Limited Partnership, Bear, Stearns & Co. Inc., BB&T Capital Markets, a division of Scott & Stringfellow, Inc., and Stifel, Nicolaus & Company, Incorporated (filed herewith) |
| 3.1                  | Restated Declaration of Trust of the Company, as amended (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K dated April 25, 2002, and incorporated herein by reference)   |
| 4.1                  | Statement of Designation of 9.50% Series B Cumulative Redeemable Preferred Shares of the Company dated May 13, 2002 (filed as Exhibit 2 to the Company's Form 8-A dated May 14, 2002, and incorporated herein by reference)  |
| 4.2                  | Form of Certificate of 9.50% Series B Cumulative Redeemable Preferred Shares of the Company (filed as Exhibit 4 to the Company's Form 8-A dated May 14, 2002, and incorporated herein by reference)  |
| 5.1                  | Opinion of Shaw Pittman LLP as to the legality of the Series B Preferred Shares to be issued (filed herewith)  |
| 8.1                  | Opinion of Shaw Pittman LLP as to material tax issues relating to the Company (filed herewith)   |
| 12.1                 | Statement regarding Computation of Ratio of Earnings to Fixed Charges and Preferred Share Dividends (filed herewith)   |
| 12.2                 | Statement regarding Computation of Ratio to EBITDA to Fixed Charges and Preferred Share Dividends (filed herewith)   |
| 12.3                 | Statement regarding Computation of Ratio of EBITDA Minus Capital Expenditures to Fixed Charges and Preferred Share Dividends (filed herewith)  |
| 23.1                 | Consent of Shaw Pittman LLP (included in its opinions filed as Exhibits 5.1 and 8.1)   |

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## 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 hereunto duly authorized.

CRESCENT REAL ESTATE EQUITIES COMPANY

Dated: May 14, 2002

By: /s/ JERRY R. CRENSHAW, JR.

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Name: Jerry R. Crenshaw, Jr.  
Title: Senior Vice President and  
Financial Officer

## INDEX TO EXHIBITS

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