

CORPORATE OFFICE PROPERTIES TRUST  
Form 8-K  
May 20, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

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**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 14, 2014**

**CORPORATE OFFICE PROPERTIES TRUST**  
**CORPORATE OFFICE PROPERTIES, L.P.**

(Exact name of registrant as specified in its charter)

**Corporate Office Properties Trust**

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

**1-14023**  
(Commission File  
Number)

**23-2947217**  
(IRS Employer  
Identification No.)

**Corporate Office Properties, L.P.**

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**333-189188**  
(Commission File  
Number)

**23-2930022**  
(IRS Employer  
Identification No.)

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**6711 Columbia Gateway Drive, Suite 300**

**Columbia, Maryland 21046**

(Address of principal executive offices)

**(443) 285-5400**

(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 May 14, 2014, Corporate Office Properties, L.P. (the Operating Partnership), the operating partnership of Corporate Office Properties Trust (the Company), priced a public offering (the Offering) of \$300 million aggregate principal amount of its 3.700% Senior Notes due 2021 (the Notes). In connection with the Offering, the Company and the Operating Partnership entered into an Underwriting Agreement with J.P. Morgan Securities LLC, KeyBanc Capital Markets Inc. and RBC Capital Markets, LLC, as representatives of the several underwriters named therein, that provides for the issuance and sale of the Notes by the Operating Partnership. The offering of the Notes is registered under the Securities Act of 1933, as amended, pursuant to the Registration Statement on Form S-3 (File No. 333-190137) filed by the Company and the Operating Partnership with the Securities and Exchange Commission (the Commission) on July 25, 2013 (the Registration Statement). The terms of the Notes, which will be issued on May 21, 2014, will be governed by a senior indenture, dated September 16, 2013, by and among the Operating Partnership, as issuer, the Company, as guarantor, and U.S. Bank National Association, as trustee (the Base Indenture), as supplemented and amended by a second supplemental indenture thereto, to be dated May 21, 2014 (the Second Supplemental Indenture, and together with the Base Indenture, the Indenture).

A copy of the form of Base Indenture was previously filed as Exhibit 4.1 to the Registration Statement and is incorporated by reference herein. Copies of the Underwriting Agreement, the form of Global Note and the form of Second Supplemental Indenture are filed as Exhibits 1.1, 4.1 and 4.2 hereto, respectively, and are incorporated by reference herein. The summaries of the Underwriting Agreement, the Notes and the Indenture in this Current Report on Form 8-K do not purport to be complete and are qualified in their entirety by reference to Exhibits 1.1, 4.1 and 4.2 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial Statements of Businesses Acquired

None

(b) Pro Forma Financial Information

None

(c) Shell Company Transactions

None

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(d) Exhibits

| <b>Exhibit Number</b> | <b>Exhibit Title</b>  |
|-----------------------|---|
| 1.1                   | Underwriting Agreement, dated May 14, 2014, by and among Corporate Office Properties Trust, Corporate Office Properties, L.P. and J.P. Morgan Securities LLC, KeyBanc Capital Markets Inc. and RBC Capital Markets, LLC, as representatives of the several underwriters named therein |
| 4.1                   | Form of Global Note Representing \$300,000,000 Aggregate Principal Amount of 3.700% Senior Notes due 2021   |
| 4.2                   | Form of Second Supplemental Indenture, by and among Corporate Office Properties, L.P., as issuer, Corporate Office Properties Trust, as guarantor, and U.S. Bank National Association, as trustee   |
| 5.1                   | Opinion of Saul Ewing LLP regarding the validity of the Notes   |
| 5.2                   | Opinion of Morgan, Lewis & Bockius LLP regarding the validity of the Notes  |
| 8.1                   | Opinion of Morgan, Lewis & Bockius LLP  |
| 23.1                  | Consent of Saul Ewing LLP (contained in Exhibit 5.1)  |
| 23.2                  | Consent of Morgan, Lewis & Bockius LLP (contained in Exhibit 5.2)   |

23.3 Consent of Morgan, Lewis & Bockius LLP (contained in Exhibit 8.1)

**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.

CORPORATE OFFICE PROPERTIES TRUST

/s/ Stephen E. Riffée  
Stephen E. Riffée  
Executive Vice President and Chief Financial Officer

Dated: May 20, 2014

CORPORATE OFFICE PROPERTIES, L.P.  
By: Corporate Office Properties Trust,  
its General Partner

/s/ Stephen E. Riffée  
Stephen E. Riffée  
Executive Vice President and Chief Financial Officer

Dated: May 20, 2014

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