

BRANDYWINE REALTY TRUST

Form 8-K

April 30, 2007

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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 24, 2007

Brandywine Realty Trust

(Exact name of issuer as specified in charter)

MARYLAND

(State or Other Jurisdiction
of Incorporation or
Organization)

1-9106

(Commission file number)

23-2413352

(I.R.S. Employer
Identification
Number)

401 Plymouth Road, Suite 500

Plymouth Meeting, Pennsylvania 19462

(Address of principal executive offices)

(610) 325-5600

(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 1.01. Entry into a Material Definitive Agreement

On April 24, 2007, we and Brandywine Operating Partnership, L.P. (the "Operating Partnership"), the subsidiary through which we own our assets and conduct our business, entered into an Underwriting Agreement with Banc of America Securities LLC, J.P. Morgan Securities Inc. and Wachovia Capital Markets, LLC, as representatives of the several underwriters named in the Pricing Agreement thereto, in connection with the Operating Partnership's public offering of \$300,000,000 aggregate principal amount of its 5.70% Guaranteed Notes due 2017 (the "Notes"). We guaranteed the payment of principal of and interest on the Notes. We consummated the sale of the Notes on April 30, 2007.

Item 9.01. Financial Statements and Exhibits

Exhibit

- 1.1 Underwriting Agreement dated April 24, 2007 by and among Brandywine Operating Partnership, L.P., Brandywine Realty Trust and Banc of America Securities LLC, J.P. Morgan Securities Inc. and Wachovia Capital Markets, LLC, as representatives of the several underwriters named in the Pricing Agreement thereto.
 - 1.2 Pricing Agreement dated April 24, 2007 relating to the Notes.
 - 4.1 Form of \$300,000,000 aggregate principal amount of 5.70% Guaranteed Note due 2017.
 - 5.1 Opinion of Pepper Hamilton LLP regarding the legality of the Notes and the related Guarantee.
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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.

Brandywine Realty Trust

Date: April 30, 2007

By: /s/ Gerard H. Sweeney
Gerard H. Sweeney
President and Chief Executive Officer

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EXHIBIT INDEX

| Exhibit No. | Description |
|----------------|--|
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| 1.2 | Pricing Agreement dated April 24, 2007 relating to the Notes. |
| 4.1 | Form of \$300,000,000 aggregate principal amount of 5.70% Guaranteed Note due 2017. |
| 5.1 | Opinion of Pepper Hamilton LLP regarding the legality of the Notes and the related Guarantee. |