

BRANDYWINE REALTY TRUST  
Form 8-K  
January 07, 2004

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 6, 2004

**Brandywine Realty Trust**

(Exact name of issuer as specified in charter)

**MARYLAND**

**1-9106**

**23-2413352**

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(State or Other Jurisdiction of  
Incorporation or Organization)

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(Commission  
file  
number)

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(I.R.S. Employer  
Identification  
Number)

**401 Plymouth Road, Suite 500**  
**Plymouth Meeting, Pennsylvania 19462**

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(Address of principal executive offices)

**(610) 325-5600**

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(Registrant's telephone number, including area code)

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**Item 5. Other Events and Regulation FD Disclosure**

On January 6, 2004, we, together with our operating partnership subsidiary, entered into an underwriting agreement (the "Underwriting Agreement," a copy of which is attached as Exhibit 1.1) with Bear, Stearns & Co. Inc. (the "Underwriter") pursuant to which we agreed to sell to the Underwriter an aggregate of 2,300,000 of our common shares of beneficial interest, par value \$0.01 per share (the "Common Shares") at a price of \$26.20 per share. We also have granted the Underwriter an option to purchase up to 345,000 additional Common Shares to cover over-allotments.

We will use the net proceeds from the offering of Common Shares, less estimated expenses, of \$60,110,000, to reduce outstanding balances under our revolving credit facility. Closing of the offering of Common Shares pursuant to the Underwriting Agreement is subject to customary closing conditions.

**Item 7. Financial Statements and Exhibits**

**Exhibit**

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- 1.1 Underwriting Agreement among Brandywine Realty Trust, Brandywine Operating Partnership, L.P. and Bear Stearns & Co. Inc. dated January 6, 2004.
  - 5.1 Opinion of Pepper Hamilton LLP regarding the legality of the Common Shares.
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**Signatures**

Pursuant to the requirements of the Securities and 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: January 7, 2004

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

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## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
1.1	Underwriting Agreement among Brandywine Realty Trust, Brandywine Operating Partnership, L.P. and Bear, Stearns & Co. Inc. dated January 6, 2004.
5.1	Opinion of Pepper Hamilton LLP regarding the legality of the Common Shares.