

EPR PROPERTIES  
Form 8-K  
November 22, 2017

**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): November 20, 2017**

**EPR Properties**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or other jurisdiction**

**of incorporation)**

**1-13561**  
**(Commission**

**File Number)**  
**909 Walnut Street, Suite 200**

**43-1790877**  
**(I.R.S. Employer**

**Identification No.)**

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**Kansas City, Missouri 64106**

**(Address of principal executive office)(Zip Code)**

**(816) 472-1700**

**(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:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 1.01. Entry into a Material Definitive Agreement.**

On November 20, 2017, EPR Properties (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, RBC Capital Markets, LLC, Stifel, Nicolaus & Company, Incorporated and Raymond James & Associates, Inc., for themselves and as representatives of the several underwriters named therein, in connection with a public offering of 6,000,000 of the Company s 5.750% Series G cumulative redeemable preferred shares of beneficial interest, par value \$0.01 per share (the Series G Preferred Shares ). The Company has filed a prospectus supplement in connection with the offering, dated November 20, 2017, and filed with the Securities and Exchange Commission on November 22, 2017.

The Underwriting Agreement contains customary representations, warranties and covenants and includes the terms and conditions for the sale of the Series G Preferred Shares, indemnification and contribution obligations and other terms and conditions customary in agreements of this type.

The foregoing description of the Underwriting Agreement does not purport to be complete and is subject to, and qualified in its entirety by, reference to the Underwriting Agreement, which is attached hereto as Exhibit 1.1, and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**Exhibit No.**

**Description**

- |     |   |
|-----|---|
| 1.1 | <u>Underwriting Agreement, dated November 20, 2017, by and among EPR Properties and Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated, RBC Capital Markets, LLC, Stifel, Nicolaus &amp; Company, Incorporated and Raymond James &amp; Associates, Inc., for themselves and as representatives of the several underwriters named therein.</u> |
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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.

EPR PROPERTIES

By: /s/ Craig L Evans

Name: Craig L. Evans

Title: Senior Vice President, General Counsel  
and Secretary

Date: November 22, 2017