

Edgar Filing: ENTERTAINMENT PROPERTIES TRUST - Form 8-K

ENTERTAINMENT PROPERTIES TRUST

Form 8-K

February 03, 2006

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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: February 3, 2006
(Date of earliest event reported)

ENTERTAINMENT PROPERTIES TRUST

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Maryland | 1-13561 | 43-1790877 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

30 West Pershing Road, Suite 201, Kansas City, Missouri 64108

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (816) 472-1700

Not Applicable

(Former name or former address if changed since last report)

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))

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ITEM 8.01 OTHER EVENTS.

On February 3, 2006, we entered into an Underwriting Agreement (the "Underwriting Agreement") with RBC Capital Markets Corporation (the "Underwriter") in connection with a public offering of 1,000,000 common shares of beneficial interest (excluding 150,000 shares to cover over-allotments, if any), pursuant to our prospectus supplement dated February 3, 2006 as filed with the Commission on February 3, 2006. The offering is scheduled to close on February 8, 2006. A form of the Underwriting Agreement is attached hereto as Exhibit 1.2.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

| EXHIBIT NO. | DOCUMENT |
|-------------|--|
| 1.2 | Form of Underwriting Agreement dated February 3, 2006 between the Company and RBC Capital Markets Corporation for 1,000,000 common shares (excluding 150,000 shares to cover over-allotments, if any). |
| 5.1 | Form of Opinion of Sonnenschein Nath & Rosenthal LLP as to the legality of the common shares to be issued pursuant to the Underwriting Agreement. |
| 8.1 | Form of Opinion of Sonnenschein Nath & Rosenthal LLP regarding certain U.S. Federal Income Tax Matters in connection with the issuance and sale of the common shares. |

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.

ENTERTAINMENT PROPERTIES TRUST

Dated: February 3, 2006

By: /s/ Fred L. Kennon

Fred L. Kennon
Vice President, Treasurer and Chief
Financial Officer