

Education Realty Trust, Inc.  
Form 8-K  
January 07, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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 7, 2011 (January 5, 2011)

Education Realty Trust, Inc.

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(Exact Name of Registrant as Specified in Its Charter)

Maryland  
(State or Other Jurisdiction  
of Incorporation)

001-32417  
(Commission File  
Number)

20-1352180  
(IRS Employer  
Identification No.)

530 Oak Court Drive, Suite 300  
Memphis, Tennessee  
(Address of Principal Executive Offices)

38117

(Zip Code)

901-259-2500

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(Registrant's telephone number, including area code)

Not Applicable

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(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 (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))

Item 1.01. Entry into a Material Definitive Agreement.

On January 5, 2011, Education Realty Trust, Inc. (the “Company”) and Education Realty Operating Partnership, LP (the “Operating Partnership”) entered into an underwriting agreement (the “Underwriting Agreement”) with Merrill Lynch, Pierce, Fenner & Smith Incorporated and KeyBanc Capital Markets Inc., as representatives of the several underwriters named in Schedule I annexed thereto (the “Underwriters”). Pursuant to the terms and conditions of the Underwriting Agreement, the Company agreed to sell 11,500,000 shares of common stock, par value \$0.01 per share, at a per share purchase price to the public of \$7.30. Pursuant to the Underwriting Agreement, the Company granted the Underwriters a 30-day option to purchase up to 1,725,000 additional shares of common stock to cover overallotments, if any, at the price to the public, less the underwriting discount. The common stock was offered and sold pursuant to a prospectus supplement, dated January 5, 2011, and a base prospectus, dated September 10, 2009, relating to the Company’s effective shelf registration statement on Form S-3 (File No. 333-161493). A copy of the Underwriting Agreement is filed herewith as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

A copy of the press release announcing the pricing of the common stock offering is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description   |
|-------------|---|
| 1.1         | Underwriting Agreement, dated January 5, 2011, by and between Education Realty Trust, Inc., Education Realty Operating Partnership, LP and Merrill Lynch, Pierce, Fenner & Smith Incorporated and KeyBanc Capital Markets Inc., as representatives of the several underwriters named in Schedule I annexed thereto. |
| 5.1         | Opinion of Venable LLP regarding the legality of shares.  |
| 8.1         | Opinion of Bass, Berry & Sims PLC regarding tax matters.  |
| 23.1        | Consent of Venable LLP (included in Exhibit 5.1).   |
| 23.1        | Consent of Bass, Berry & Sims PLC (included in Exhibit 8.1).  |
| 99.1        | Press Release dated January 5, 2011.  |

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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.

EDUCATION REALTY TRUST, INC.

Date: January 7, 2011

By:

/s/ Randall H. Brown  
Randall H. Brown  
Executive Vice President, Chief Financial  
Officer,  
Treasurer and Secretary

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INDEX TO EXHIBITS

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