

DCT Industrial Trust Inc.  
Form 8-K  
March 23, 2010

**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):**

**March 23, 2010**

**DCT INDUSTRIAL TRUST INC.**

(Exact Name of Registrant as Specified in Charter)

**Maryland**  
(State or Other Jurisdiction)

**001-33201**  
(Commission)

**82-0538520**  
(IRS Employer)

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of Incorporation)

File Number)

Identification No.)

518 17<sup>th</sup> Street, Suite 800

Denver, CO

(Address of Principal Executive offices)

Registrants telephone number, including area code: (303) 597-2400

80202

(Zip 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 Instructions A.2.):

- .. 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 8.01. Other Events.**

In connection with the commencement of a continuous equity offering under which DCT Industrial Trust Inc. (the Company) may sell up to 20,000,000 shares of its common stock (the Shares) from time to time through March 23, 2013 in at-the-market offerings or certain other transactions (the Offering), the Company today filed with the Securities and Exchange Commission (the SEC) a prospectus supplement dated March 23, 2010 (the Prospectus Supplement). The Company may sell the Shares in amounts and at times to be determined by the Company from time to time, but has no obligation to sell any of the Shares in the Offering. Actual sales will depend on a variety of factors to be determined by the Company from time to time, including (among others) market conditions, the trading price of the Company's common stock, determinations by the Company of the appropriate sources of funding for the Company and potential uses of the funding available to the Company. The Company intends to use the proceeds from any sale for general corporate purposes, which may include funding acquisitions and repaying debt.

The Offering will occur pursuant to two separate distribution agreements (individually, a Distribution Agreement and together, the Distribution Agreements) entered into by the Company with the Company's operating partnership, DCT Industrial Operating Partnership LP, of which the Company is the sole general partner, and each of J.P. Morgan Securities Inc. and Wells Fargo Securities, LLC, as agents for the offer and sale of the Shares (individually, an Agent and together, the Agents). Each Distribution Agreement has a term expiring on March 23, 2013 and provides that the Company may offer and sell from time to time pursuant to the Distribution Agreements up to a combined total of 20,000,000 shares of its common stock during such term through the Agents. The Distribution Agreements provide that the Company will pay each of the Agents a commission which in each case shall not be more than 2.0% of the gross sales price of all shares sold through it as our agent under the applicable Distribution Agreement.

Sales of the Shares, if any, may be made in negotiated transactions or transactions that are deemed to be at-the-market offerings as defined in Rule 415 under the Securities Act of 1933, as amended, including sales made directly on the New York Stock Exchange or sales made to or through a market maker other than on an exchange. The Company has no obligation to sell any of the Shares in the Offering, and may at any time suspend solicitation and offers under the Distribution Agreements.

Under the terms of the Distribution Agreements, the Company may also sell the Shares to the Agents as principals for their own accounts at prices agreed upon at the time of sale. If the Company sells Shares to either of the Agents as principals, it will enter into a separate terms agreement with such Agent with respect to that sale.

The Shares will be issued pursuant to the Prospectus Supplement and the Company's automatic shelf registration statement on Form S-3 (File No. 333-165623) filed on March 23, 2010 with the SEC. This Current Report shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration of qualification under the securities laws of any such state.

The Distribution Agreements are filed as Exhibits 1.1 and 1.2 to this Current Report. The description of the Distribution Agreements does not purport to be complete and is qualified in its entirety by reference to the Distribution Agreements filed herewith as exhibits to the Current Report.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

<b>Exhibit Number</b>	<b>Description of Exhibits</b>
+1.1	Distribution Agreement, dated March 23, 2010, by and among DCT Industrial Trust Inc., DCT Industrial Operating Partnership LP and J.P. Morgan Securities Inc.
+1.2	Distribution Agreement, dated March 23, 2010, by and among DCT Industrial Trust Inc., DCT Industrial Operating Partnership LP and Wells Fargo Securities, LLC
+5.1	Opinion of Goodwin Procter LLP as to the legality of the securities being registered.
+23.1	Consent of Goodwin Procter LLP (contained in its opinions filed as Exhibits 5.1 and incorporated herein by reference).

**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.

**DCT INDUSTRIAL TRUST INC.**

By: /s/ PHILIP L. HAWKINS  
Name: **Philip L. Hawkins**  
Title: **President and Chief Executive Officer**

Date: March 23, 2010