

MEDICAL PROPERTIES TRUST INC
Form 8-K
January 14, 2015

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): January 8, 2015

MEDICAL PROPERTIES TRUST, INC.
MPT OPERATING PARTNERSHIP, L.P.
(Exact Name of Registrant as Specified in Charter)

Commission File Number 001-32559

Maryland

20-0191742

Delaware
(State or other jurisdiction
of incorporation or organization)

20-0242069
(I. R. S. Employer
Identification No.)

1000 Urban Center Drive, Suite 501

Birmingham, AL
(Address of principal executive offices)

35242
(Zip Code)

(205) 969-3755

(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))

Item 1.01. Entry into a Material Definitive Agreement.

Offering of Common Stock

On January 8, 2015, Medical Properties Trust, Inc., a Maryland corporation (the *Company*), and MPT Operating Partnership, L.P., a Delaware limited partnership and the *Company*'s operating partnership (the *Operating Partnership*), entered into an underwriting agreement with Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC and Deutsche Bank Securities Inc., as representatives of the several underwriters listed on Schedule 1 thereto (the *Underwriters*), pursuant to which the *Company* agreed to issue and sell to the *Underwriters* an aggregate of 30,000,000 shares of common stock, par value \$0.001 per share, of the *Company*, at a public offering price of \$14.50 per share.

The *Company* also granted the *Underwriters* a 30-day option to purchase up to 4,500,000 additional shares, which the *Underwriters* exercised in full on January 9, 2015. The offering of common stock closed on January 14, 2015, resulting in net proceeds to the *Company* (including the exercise in full of the option to purchase additional shares) of approximately \$480 million, after deducting discounts and commissions and estimated offering expenses.

The offering and sale of the shares of common stock was made pursuant to a preliminary prospectus supplement and final prospectus supplement related to the *Company*'s effective shelf registration statement on Form S-3 (File No. 333-186812), each of which has been filed with the Securities and Exchange Commission.

The Underwriting Agreement contains customary representations, warranties and covenants by the *Company* and the *Operating Partnership*. It also provides for customary indemnification by the *Company* for losses or damages arising out of or in connection with the sale of the common stock.

The foregoing is a summary description of certain terms of the Underwriting Agreement and is qualified in its entirety by the text of the Underwriting Agreement attached as Exhibit 1.1 to this Current Report on Form 8-K and incorporated herein by reference.

This Current Report on Form 8-K does not constitute an offer to sell, or a solicitation of an offer to buy, any of the *Company*'s securities, including, without limitation, those securities proposed to be offered and sold pursuant to the preliminary prospectus and registration statement described above.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
1.1	Underwriting Agreement dated January 8, 2015, among the <i>Company</i> and the <i>Operating Partnership</i> and Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC and Deutsche Bank Securities Inc., as representatives of the several underwriters named therein
5.1	Opinion of Goodwin Procter LLP regarding the legality of common stock offered
23.1	Consent of Goodwin Procter LLP (included in Exhibit 5.1)

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.

MEDICAL PROPERTIES TRUST, INC.

(Registrant)

By: /s/ R. Steven Hamner

R. Steven Hamner

Executive Vice President and

Chief Financial Officer

(Principal Financial and Accounting
Officer)

MPT OPERATING PARTNERSHIP, L.P.

(Registrant)

By: /s/ R. Steven Hamner

R. Steven Hamner

Executive Vice President and Chief
Financial

Officer of the sole member of the general

partner of MPT Operating Partnership,
L.P.

Date: January 14, 2015

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