

MEDICAL PROPERTIES TRUST INC  
Form FWP  
August 12, 2015

Issuer Free Writing Prospectus filed pursuant to Rule 433  
supplementing the Preliminary Prospectus Supplement dated August 12, 2015

Registration No. 333-190543

August 12, 2015

**MPT Operating Partnership, L.P.**

**MPT Finance Corporation**

**4.00% Senior Notes due 2022**

This Supplement is qualified in its entirety by reference to the Preliminary Prospectus Supplement and the accompanying Prospectus (as supplemented through and including the date hereof, the Preliminary Prospectus Supplement ). The information in this Supplement supplements the Preliminary Prospectus Supplement and updates and supersedes the information in the Preliminary Prospectus Supplement to the extent it is inconsistent with the information in the Preliminary Prospectus Supplement. Terms used herein but not defined herein shall have the respective meanings as set forth in the Preliminary Prospectus Supplement.

**Other information presented in the Preliminary Prospectus Supplement is deemed to have changed to the extent affected by the changes described herein.**

<b>Issuers:</b>	MPT Operating Partnership, L.P. and MPT Finance Corporation
<b>Guarantee:</b>	Guaranteed by the Issuers' parent company, Medical Properties Trust, Inc.
<b>Aggregate Principal Amount:</b>	500,000,000
<b>Title of Securities:</b>	4.00% Senior Notes due 2022
<b>Final Maturity Date:</b>	August 19, 2022
<b>Public Offering Price:</b>	100.00%
<b>Coupon:</b>	4.00%
<b>Yield to Maturity:</b>	4.00%
<b>Spread to Benchmark:</b>	+382.4 bps
<b>Benchmark:</b>	1.75% DBR due July 4, 2022
<b>Gross Proceeds to Issuers:</b>	500,000,000
<b>Net Proceeds to Issuers before Expenses:</b>	496,875,000

<b>Interest Payment Date:</b>	August 19
<b>First Interest Payment Date:</b>	August 19, 2016
<b>Optional Redemption:</b>	<p>At any time, the Notes may be redeemed, in whole or in part. If the Notes are redeemed prior to 90 days before maturity, the redemption price will be 100% of their principal amount, plus a make-whole premium (DBR+60), plus accrued and unpaid interest to, but excluding, the applicable redemption date.</p> <p>Within the period beginning on or after 90 days before maturity, the Notes may be redeemed, in whole or in part, at a redemption price equal to 100% of their principal amount, plus accrued and unpaid interest, if any, thereon to the applicable redemption date.</p>
<b>Change of Control:</b>	Putable to the Issuers at 101% of principal, plus accrued and unpaid interest and additional amounts, if any, thereon to, but not including, the change of control purchase date.
<b>ISIN Number:</b>	ISIN: XS1278084147
<b>Common Code:</b>	Common Code: 127808414
<b>Distribution:</b>	SEC Registered (Registration No. 333-190543)
<b>Anticipated Listing:</b>	Application will be made for the Securities to be admitted to the Official List of the Irish Stock Exchange and to trading on its Global Exchange Market.
<b>Trade Date:</b>	August 12, 2015
<b>Settlement:</b>	T+5 on August 19, 2015
<b>Use of Proceeds:</b>	As set forth in the Preliminary Prospectus Supplement
<b>Active Joint Book-Running Managers:</b>	Goldman, Sachs & Co.  Crédit Agricole Corporate and Investment Bank  Credit Suisse Securities (Europe) Limited  J.P. Morgan Securities plc
<b>Passive Joint Book-Running Managers:</b>	Merrill Lynch International  Barclays Bank PLC
<b>Lead Managers:</b>	Banco Bilbao Vizcaya Argentaria, S.A.  KeyBanc Capital Markets Inc.  RBC Europe Limited

Stifel, Nicolaus & Company, Incorporated

SunTrust Robinson Humphrey, Inc.

Wells Fargo Securities International Limited

**Denominations/Multiple:**

100,000 and integral multiples of 1,000 in excess thereof

**The Issuers have filed a registration statement (including a preliminary prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the preliminary prospectus in that registration statement and other documents MPT Operating Partnership, L.P. and Medical Properties Trust, Inc. have filed with the SEC for more complete information about the Issuers, the Guarantor and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, copies may be obtained from Goldman, Sachs & Co. at 1-866-471-2526 or e-mail: [prospectus-ny@ny.email.gs.com](mailto:prospectus-ny@ny.email.gs.com), Crédit Agricole Corporate and Investment Bank at +44 207 214 6641 or e-mail: [syndicate@ca-cib.com](mailto:syndicate@ca-cib.com), Credit Suisse Securities (Europe) Limited at 1-800-221-1037 or J.P. Morgan Securities plc at +44-207-134-2468.**

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