

BioMed Realty Trust Inc
Form 8-K
May 16, 2006

**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): May 10, 2006

BioMed Realty Trust, Inc.

(Exact name of registrant as specified in its charter)

Maryland

1-32261

20-1142292

(State or Other Jurisdiction of
Incorporation)

Commission File No.)

(I.R.S. Employer
Identification No.)

17140 Bernardo Center Drive, Suite 222

San Diego, California 92128

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(858) 485-9840**

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))
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Item 8.01 Other Events.

On May 10, 2006, BioMed Realty Trust, Inc. (the Company) entered into an underwriting agreement with Raymond James & Associates, Inc., as the representative of the underwriters (the Underwriters), pursuant to which the Company agreed to issue and sell 9,075,000 shares of the Company's common stock, par value \$0.01 per share (Common Stock), plus up to an additional 1,361,250 shares of Common Stock if the Underwriters exercise their over-allotment option in full, at a price to the public of \$28.65 per share. Gross proceeds from the offering were approximately \$260.0 million (and will be approximately \$299.0 million if the Underwriters' over-allotment option is exercised in full). After the closing of this offering, the number of shares of Common Stock outstanding is 55,856,632 shares. The offering closed on May 16, 2006.

The Company expects to use the net proceeds of this offering to fund a portion of the purchase price of its previously announced acquisition of Human Genome Sciences' large-scale manufacturing and headquarters office and laboratory facilities located in Rockville, Maryland, for which the Company has signed a definitive purchase and sale agreement.

Item 9.01 Financial Statements and Exhibits.

(c) The following exhibits are filed herewith:

Exhibit

Number

Description of Exhibit

| | |
|------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1 | Underwriting Agreement, dated as of May 10, 2006, between the Company, BioMed Realty, L.P. and Raymond James & Associates, Inc. as representative of the Underwriters |
| 5.1 | Opinion of Venable LLP |
| 8.1 | Opinion of Latham & Watkins LLP |
| 23.1 | Consent of Venable LLP (contained in the opinion filed as Exhibit 5.1 hereto) |
| 23.2 | Consent of Latham & Watkins LLP (contained in the opinion filed as Exhibit 8.1 hereto) |

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.

Date: May 15, 2006

BIOMED REALTY TRUST, INC.

By: /s/ GARY A. KREITZER

Name: Gary A. Kreitzer

Title: Executive Vice President