

BRANDYWINE REALTY TRUST  
Form 8-K  
May 06, 2014

**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): May 6, 2014**

**Brandywine Realty Trust**  
**Brandywine Operating Partnership, L.P.**  
**(Exact Name of Registrant as Specified in its Charter)**

**Maryland**  
**(Brandywine Realty Trust)**

**001-9106**

**23-2413352**

**Delaware**

**000-24407**

**23-2862640**

**(Brandywine Operating**

**Partnership, L.P.)**

**(State or Other Jurisdiction of**

**(Commission**

**(IRS Employer**

**Incorporation or Organization)**

**File Number)**

**Identification No.)**

**555 East Lancaster Avenue, Suite 100**

**Radnor, PA 19087**

**(Address of principal executive offices) (Zip Code)**

**(610) 325-5600**

**(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 8.01 Other Events.**

Brandywine Realty Trust today filed a prospectus supplement to the prospectus dated May 6, 2014 that relates to the offering of its common shares under its continuous equity offering program that commenced on November 5, 2013 and was previously disclosed in Brandywine's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 5, 2013 (the Prior 8-K). Specifics of the program are incorporated by reference from the Prior 8-K. The filing was made to continue this offering under the new shelf registration statement on Form S-3 (No. 333-195740) that it and Brandywine Operating Partnership, L.P. filed today.

The legal opinion of Pepper Hamilton LLP relating to the legality of the shares offered by the prospectus supplement and the legal opinion of Pepper Hamilton with respect to certain tax matters are attached as Exhibit 5.1 and Exhibit 8.1, respectively, to this Current Report.

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

(d) Exhibits

Exhibit No.	Description
5.1	Opinion of Pepper Hamilton LLP regarding the legality of the shares offered.
8.1	Opinion of Pepper Hamilton LLP with respect to certain tax matters.
23.1	Consent of Pepper Hamilton LLP (included in Exhibit 5.1).
23.2	Consent of Pepper Hamilton LLP (included in Exhibit 8.1).

**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.

**Brandywine Realty Trust**

By: /s/ Gerard H. Sweeney  
Gerard H. Sweeney  
President and Chief Executive Officer

**Brandywine Operating Partnership, L.P.**

By: Brandywine Realty Trust, its General  
Partner

By: /s/ Gerard H. Sweeney  
Gerard H. Sweeney  
President and Chief Executive Officer

Date: May 6, 2014

**EXHIBIT INDEX**

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