

MEDICAL PROPERTIES TRUST INC  
Form 8-K  
March 27, 2017

**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 24, 2017**

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

<b>Maryland</b>	<b>001-32559</b>	<b>20-0191742</b>
<b>Delaware</b> <b>(State or other jurisdiction)</b>	<b>333-177186</b> <b>(Commission)</b>	<b>20-0242069</b> <b>(I.R.S. Employer)</b>

<b>of incorporation or organization)</b>	<b>File Number)</b>	<b>Identification No.)</b>
<b>1000 Urban Center Drive, Suite 501</b>		
<b>Birmingham, AL</b>		<b>35242</b>
<b>(Address of principal executive offices)</b>		<b>(Zip Code)</b>
<b>(205) 969-3755</b>		
<b>(Registrant's telephone number, including area code)</b>		

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.**

On March 24, 2017, the operating partnership of Medical Properties Trust, Inc., a Maryland corporation (the Company), MPT Operating Partnership, L.P., a Delaware limited partnership (the Operating Partnership), and MPT Finance Corporation, a Delaware corporation and wholly owned subsidiary of the Operating Partnership (MPT Finance) and, together with the Operating Partnership, the Issuers, completed a public offering of 500 million aggregate principal amount of their 3.325% Senior Notes due 2025 (the Notes). The Notes are governed by the terms of an Indenture, dated as of October 10, 2013 (the Base Indenture), among the Company, the Issuers, certain subsidiaries of the Operating Partnership and Wilmington Trust, National Association, as trustee (the Trustee), as supplemented by an Eleventh Supplemental Indenture, dated as of March 24, 2017 (the Supplemental Indenture) and, together with the Base Indenture, the Indenture) among the Issuers, the Company, the Trustee and Deutsche Bank Trust Company Americas, as paying agent, registrar and transfer agent (the Paying Agent, Registrar and Transfer Agent).

Interest on the Notes will be payable annually on March 24 of each year, commencing on March 24, 2018. The Notes will pay interest in cash at a rate of 3.325% per year. The Notes will mature on March 24, 2025. The Notes are redeemable in whole at any time or in part from time to time, at the Issuers' option. 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, plus accrued and unpaid interest to, but excluding, the applicable redemption date. 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 to, but excluding, the applicable redemption date.

The Notes are fully and unconditionally guaranteed on a senior unsecured basis by the Company.

In the event of a Change of Control (as defined in the Indenture), each holder of the Notes may require the Issuers to repurchase some or all of its Notes at a repurchase price equal to 101% of the aggregate principal amount of the Notes plus accrued and unpaid interest to the date of purchase.

The Indenture contains restrictive covenants that, among other things, restrict the ability of the Issuers and their restricted subsidiaries to: (i) incur debt; (ii) pay dividends and make distributions on, or redeem or repurchase, their capital stock; (iii) make certain investments or other restricted payments; (iv) sell assets; (v) create liens; (vi) enter into transactions with affiliates; and (vii) merge, consolidate or transfer all or substantially all of their assets. The Issuers and their restricted subsidiaries are also required to maintain total unencumbered assets of at least 150% of their collective unsecured debt. All of these covenants are subject to a number of important limitations and exceptions under the Indenture.

The Indenture also provides for customary events of default, including, but not limited to, the failure to make payments of interest or premium, if any, on, or principal of, the Notes, the failure to comply with certain covenants and agreements specified in the Indenture for a period of time after notice has been provided, the acceleration of other indebtedness resulting from the failure to pay principal on such other indebtedness prior to its maturity, and certain events of insolvency. If an Event of Default (as defined in the Indenture) occurs and is continuing, the Trustee or the holders of at least 25% in aggregate principal amount of the outstanding Notes may declare the Notes immediately due and payable, except that an Event of Default resulting from certain events of insolvency with respect to an Issuer will automatically cause the Notes to become immediately due and payable without any declaration or other act on the part of the Trustee or any holders of Notes.

The offering and sale of the Notes was made pursuant to a free writing prospectus, preliminary prospectus supplement and final prospectus supplement pursuant to the Issuers' and the Company's effective registration statements on Form S-3 (File Nos. 333-213027, 333-213027-01 and 333-213027-02), each of which has been filed with the Securities and Exchange Commission.

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The Operating Partnership intends to use the net proceeds from the offering of the Notes to prepay and extinguish the 200 million of outstanding term loans under the euro-denominated term loan facility portion of its revolving credit and term loan facilities, and accrued and unpaid interest thereon, to pay capital gain taxes owed from the closings of certain real estate assets that the Operating Partnership previously announced it would acquire from the Median Kliniken group S.à r.l. (the MEDIAN Transactions ) and to finance the closings of the remaining MEDIAN Transactions, including related fees, expenses and real estate transfer taxes, and the remainder of the net proceeds for general corporate purposes, which may include investing in additional healthcare properties.

The foregoing is a summary description of certain terms of the Indenture and the Notes and is qualified in its entirety by reference to the text of the Indenture (including the form of Note included as an exhibit thereto). Copies of the Base Indenture and Supplemental Indenture are attached hereto as Exhibits 4.1 and 4.2 respectively, and are incorporated herein by reference.

The Trustee has in the past provided and may from time to time in the future provide trustee, registrar, exchange agent, paying agent and other services to the Company and the Issuers.

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

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
4.1	Indenture, dated as of October 10, 2013, among Medical Properties Trust, Inc., MPT Operating Partnership, L.P., MPT Finance Corporation, certain subsidiaries of the Operating Partnership, and Wilmington Trust, National Association, as trustee. <i>(Incorporated by reference to Exhibit 4.1 of Medical Properties Trust, Inc. and MPT Operating Partnership, L.P.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on October 16, 2013.)</i>
4.2*	Eleventh Supplemental Indenture, dated as of March 24, 2017, by and among MPT Operating Partnership, L.P. and MPT Finance Corporation, as issuers, Medical Properties Trust, Inc., as parent and guarantor, Wilmington Trust, National Association, as trustee, and Deutsche Bank Trust Company Americas, as paying agent, registrar and transfer agent.
4.3	Form of Note (included in Exhibit 4.2 above)

\* Filed herewith.

**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

**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: March 27, 2017

**INDEX TO EXHIBITS**

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