

ENTERTAINMENT PROPERTIES TRUST

Form 8-K

June 25, 2010

**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): June 25, 2010

**Entertainment Properties Trust**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
  
incorporation)

**001-13561**  
(Commission  
  
File Number)

**43-1790877**  
(I.R.S. Employer  
  
Identification No.)

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**30 West Pershing Road, Suite 201**

**Kansas City, Missouri 64108**

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

**(816) 472-1700**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or former address, if changed since last report)**

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. Regulation FD Disclosure.**

On June 25, 2010, we issued a press release pursuant to Rule 135c of the Securities Act of 1933, as amended (the "Securities Act"), announcing that we have priced the private offering that was the subject of our June 24, 2010 press release (the "Note Offering"). The Note Offering consists of \$250 million in aggregate principal amount of senior notes due 2020 (the "notes"). The full text of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 8.01.

The notes have not been registered under the Securities Act or any state securities laws, and unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

The information in this Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

**Item 9.01 Financial Statements and Exhibits.**

| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 99.1          | Press Release dated June 25, 2010 issued by Entertainment Properties Trust |

**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.

ENTERTAINMENT PROPERTIES TRUST

By: /s/ Mark A. Peterson

Name: Mark A. Peterson

Title: Vice President, Treasurer and Chief  
Financial Officer

Date: June 25, 2010

**INDEX TO EXHIBITS**

| <b>Exhibit</b> | <b>Description</b>   |
|----------------|--|
| 99.1           | Press Release dated June 25, 2010 issued by Entertainment Properties Trust |