

MEDICAL PROPERTIES TRUST INC

Form 8-K

February 02, 2012

**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): February 1, 2012**

**Medical Properties Trust, Inc.**

**(Exact Name of Registrant as Specified in its Charter)**

**Maryland**  
**(State or other jurisdiction**

**of incorporation)**

**001-32559**  
**(Commission**

**File Number)**

**20-0191742**  
**(IRS Employer**

**Identification Number)**

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**1000 Urban Center Drive, Suite 501, Birmingham, AL 35242**

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

**(205) 969-3755**

**(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 1.01. Entry into a Material Definitive Agreement.**

On February 1, 2012, Medical Properties Trust, Inc. (the "Company") and its subsidiary, MPT Operating Partnership, L.P. (the "Operating Partnership"), entered into an Underwriting Agreement with Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, as representatives of the several underwriters (the "Underwriters"), pursuant to which the Company agreed to issue and sell to the Underwriters an aggregate of 20,500,000 shares of common stock, par value \$0.001 per share, of the Company (the "Offering"). The Offering is expected to close on February 7, 2012. The Company also granted the Underwriters a 30-day option to purchase up to 3,075,000 additional shares.

The Company has agreed to indemnify the Underwriters against certain liabilities, including civil liabilities under the Securities Act of 1933, as amended, or to contribute payments that the Underwriters may be required to make in respect of these liabilities.

The foregoing is a summary description of certain terms of the Underwriting Agreement and is qualified in its entirety by the text of the Underwriting Agreement attached as Exhibit 1.1 to this Current Report on Form 8-K and incorporated herein by reference.

The offering and sale of the shares of common stock have been registered under the Securities Act of 1933, as amended, pursuant to the Company's effective shelf registration statement on Form S-3 (Registration No. 333-164889).

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

| Exhibit No. | Description   |
|-------------|---|
| 1.1         | Underwriting Agreement dated February 1, 2012   |
| 5.1         | Opinion of Goodwin Procter LLP regarding the legality of shares offered                             |
| 8.1         | Opinion of Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C. with respect to certain tax matters |
| 23.1        | Consent of Goodwin Procter LLP (included in Exhibit 5.1)  |
| 23.2        | Consent of Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C. (included in Exhibit 8.1)           |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunder duly authorized.

MEDICAL PROPERTIES TRUST, INC.

By: /s/ R. Steven Hammer

Name: R. Steven Hamner

Title: Executive Vice President and Chief

Financial Officer (Principal

Financial and Accounting Officer)

Date: February 2, 2012