

MEDICAL PROPERTIES TRUST INC  
Form 8-K  
January 14, 2015

**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): January 8, 2015**

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

**Commission File Number 001-32559**

**Maryland**

**20-0191742**

**Delaware**  
**(State or other jurisdiction**  
**of incorporation or organization )**

**20-0242069**  
**(I. R. S. Employer**  
**Identification No.)**

**1000 Urban Center Drive, Suite 501**

**Birmingham, AL**  
**(Address of principal executive offices)**

**35242**  
**(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.**

*Offering of Common Stock*

On January 8, 2015, Medical Properties Trust, Inc., a Maryland corporation (the Company), and MPT Operating Partnership, L.P., a Delaware limited partnership and the Company's operating partnership (the Operating Partnership), entered into an underwriting agreement with Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC and Deutsche Bank Securities Inc., as representatives of the several underwriters listed on Schedule 1 thereto (the Underwriters), pursuant to which the Company agreed to issue and sell to the Underwriters an aggregate of 30,000,000 shares of common stock, par value \$0.001 per share, of the Company, at a public offering price of \$14.50 per share.

The Company also granted the Underwriters a 30-day option to purchase up to 4,500,000 additional shares, which the Underwriters exercised in full on January 9, 2015. The offering of common stock closed on January 14, 2015, resulting in net proceeds to the Company (including the exercise in full of the option to purchase additional shares) of approximately \$480 million, after deducting discounts and commissions and estimated offering expenses.

The offering and sale of the shares of common stock was made pursuant to a preliminary prospectus supplement and final prospectus supplement related to the Company's effective shelf registration statement on Form S-3 (File No. 333-186812), each of which has been filed with the Securities and Exchange Commission.

The Underwriting Agreement contains customary representations, warranties and covenants by the Company and the Operating Partnership. It also provides for customary indemnification by the Company for losses or damages arising out of or in connection with the sale of the common stock.

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.

This Current Report on Form 8-K does not constitute an offer to sell, or a solicitation of an offer to buy, any of the Company's securities, including, without limitation, those securities proposed to be offered and sold pursuant to the preliminary prospectus and registration statement described above.

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

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 1.1                | Underwriting Agreement dated January 8, 2015, among the Company and the Operating Partnership and Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC and Deutsche Bank Securities Inc., as representatives of the several underwriters named therein |
| 5.1                | Opinion of Goodwin Procter LLP regarding the legality of common stock offered  |
| 23.1               | Consent of Goodwin Procter LLP (included in Exhibit 5.1)   |

**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

(Principal Financial and Accounting  
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: January 14, 2015

**INDEX TO EXHIBITS**

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