

CORPORATE OFFICE PROPERTIES TRUST
Form 8-K
November 04, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): **October 30, 2014**

CORPORATE OFFICE PROPERTIES TRUST
CORPORATE OFFICE PROPERTIES, L.P.

(Exact name of registrant as specified in its charter)

| | | | |
|--|--|---|---|
| Corporate Office Properties Trust | Maryland (State or other jurisdiction of incorporation or organization) | 1-14023 (Commission File Number) | 23-2947217 (IRS Employer Identification No.) |
| Corporate Office Properties, L.P. | Delaware | 333-189188 | 23-2930022 |

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(State or other jurisdiction of
incorporation or organization)

(Commission File
Number)

(IRS Employer
Identification No.)

6711 Columbia Gateway Drive, Suite 300

Columbia, Maryland 21046

(Address of principal executive offices)

(443) 285-5400

(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 (see General Instruction A.2 below):

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.

On October 30, 2014, Corporate Office Properties Trust (the Registrant) and Corporate Office Properties, L.P. (the Operating Partnership) entered into an Underwriting Agreement (the Underwriting Agreement) with Wells Fargo Securities, LLC, as underwriter (the Underwriter), in connection with the issuance and sale of 4,800,000 shares of the Registrant's common shares of beneficial interest, par value \$0.01 per share (the Common Shares). The Registrant also granted to the Underwriter a 30-day option to purchase up to 720,000 additional Common Shares, which has since been exercised. The Underwriting Agreement is attached to this report as Exhibit 1.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description |
|-----------------------|--|
| 1.1 | Underwriting Agreement, dated October 30, 2014, by and among Corporate Office Properties Trust, Corporate Office Properties, L.P., and Wells Fargo Securities, LLC, as underwriter |
| 5.1 | Opinion of Saul Ewing LLP |
| 8.1 | Opinion of Morgan, Lewis & Bockius LLP |
| 23.1 | Consent of Saul Ewing LLP (included in Exhibit 5.1) |
| 23.2 | Consent of Morgan, Lewis & Bockius LLP (included in Exhibit 8.1) |
| 99.1 | Press Release dated October 31, 2014 |

SIGNATURES

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

CORPORATE OFFICE PROPERTIES TRUST

CORPORATE OFFICE PROPERTIES, L.P.

/s/ Stephen E. Riffie
Stephen E. Riffie
Executive Vice President and Chief Financial Officer
Dated: November 4, 2014

By: Corporate Office Properties Trust,
its General Partner

/s/ Stephen E. Riffie
Stephen E. Riffie
Executive Vice President and Chief Financial Officer
Dated: November 4, 2014

EXHIBIT INDEX

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