

ENTERTAINMENT PROPERTIES TRUST

Form DEFA14A

April 30, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the registrant ☒

Filed by a party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ Confidential, for the Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

☐ Definitive Proxy Statement

☒ Definitive Additional Materials

☐ Soliciting Material Pursuant to §240.14a-12

ENTERTAINMENT PROPERTIES TRUST

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

Title of each class of securities to which transaction applies:

1

Aggregate number of securities to which transaction applies:

2

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11
(Set forth the amount on which the filing fee is calculated and state how it was determined):

3

Proposed maximum aggregate value of transaction:

4

5 Total fee paid:

☐ Fee paid previously with preliminary materials

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:

1

Form, Schedule or Registration Statement No.:

2

Filing Party:

3

Date Filed:

4

EXPLANATORY NOTE

On March 27, 2012, Entertainment Properties Trust (the "Company") filed a definitive proxy statement (the "Proxy Statement") with the Securities and Exchange Commission relating to the Company's 2012 annual meeting of shareholders to be held on May 9, 2012 (the "Annual Meeting"). The Company is supplementing the disclosure contained in the Proxy Statement regarding (a) the aggregate fees billed to the Company for the fiscal year ended December 31, 2011 by KPMG LLP as set forth on page 51, and (b) the reference on page 7 of the Proxy Statement that Peter C. Brown "founded" the Company.

Fees Paid to the Independent Registered Public Accounting Firm

The audit committee has appointed the registered public accounting firm of KPMG LLP ("KPMG") as our independent registered public accounting firm to audit our financial statements for the year ending December 31, 2012 and our internal control over financial reporting as of December 31, 2012, and the shareholders of the Company are being asked to ratify such appointment at the Annual Meeting.

The amount of fees paid by the Company to KPMG for the fiscal year ended December 31, 2011 and listed under the caption "Tax Fees" in the Proxy Statement includes \$229,780 for tax return preparation and compliance and \$232,835 for tax consulting. Accordingly, the Company's audit, audit-related and tax return preparation and compliance fees for fiscal 2011 totaled \$530,580, or 69.5% of total fees, and non-audit other fees for fiscal 2011 totaled \$232,835, or 30.5% of total fees.

Founder

On page 7 of the Proxy Statement, the Company disclosed that Peter C. Brown founded the Company in 1997. Mr. Brown did so at a time when he was the President of AMC Entertainment, Inc. ("AMC"). Mr. Brown is not now, and has never been, an employee of the Company, and is no longer affiliated with AMC.