

HEALTHCARE REALTY TRUST INC
Form 8-K
March 21, 2013

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): March 21, 2013 (March 19, 2013)

HEALTHCARE REALTY TRUST INCORPORATED

(Exact Name of Registrant as Specified in Charter)

MARYLAND
(State or other jurisdiction

of incorporation)

001-11852
(Commission

File Number)

62-1507028
(I.R.S. Employer

Identification No.)

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3310 West End Ave. Suite 700 Nashville, Tennessee 37203
(Address of principal executive offices) (Zip Code)
(615) 269-8175

(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 (*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 1.01. Entry into a Material Definitive Agreement

On March 19, 2013, Healthcare Realty Trust Incorporated (the Company) entered into an underwriting agreement (the Underwriting Agreement) with J.P. Morgan Securities LLC and Wells Fargo Securities, LLC, with J.P. Morgan Securities LLC and Wells Fargo Securities, LLC acting as representatives of the several underwriters named therein (the Representatives), pursuant to which the Company agreed to issue and sell \$250 million principal amount of the Company's 3.75% Senior Notes due 2023 (the Notes). The Notes are being sold to the underwriters at an issue price of 98.529% of the principal amount thereof, and the underwriters offered the Notes to the public at a price of 99.179% of the principal amount thereof. The net proceeds of the offering, after underwriting discounts and commissions and estimated expenses of the offering, are approximately \$245.8 million. The Company intends to use the net proceeds from the offering to redeem its Senior Notes due 2014. Pending such use, the net proceeds will be applied to outstanding borrowings on the Company's unsecured credit facility due 2017 and will be used for general corporate purposes. The closing of the transaction is subject to customary closing conditions and is expected to occur on March 26, 2013.

The Notes will mature on April 15, 2023. The Notes will bear interest from March 26, 2013 at the rate of 3.75% per annum, payable semi-annually on April 15 and October 15 of each year, beginning October 15, 2013. The Notes will be direct, unsecured obligations of the Company and rank equally with all of the Company's existing and future senior and unsecured indebtedness.

The Notes are being sold under a prospectus supplement and the accompanying prospectus filed with the Securities and Exchange Commission pursuant to the Company's automatic shelf registration statement on Form S-3 (Registration No. 333-172368). This Current Report on Form 8-K is not an offer to sell, nor a solicitation of an offer to buy securities, nor shall there be any sale of these securities in any state or jurisdiction in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of such state or jurisdiction.

The underwriters of the offering and/or their respective affiliates have engaged in, and may in the future engage in, investment banking, commercial banking and other commercial dealings in the ordinary course of business with the Company and its affiliates, for which they have received and may continue to receive customary fees and commissions. Affiliates of the underwriters act as lenders and/or as agents under the Company's unsecured credit facility and therefore will receive a portion of the proceeds from the offering.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement which is filed as an exhibit to this Current Report on Form 8-K and incorporated herein by reference.

Item 8.01. Other Events

The Company's press release announcing the pricing of the offering is filed as Exhibit 99.1 to this report and is incorporated herein by reference.

The Company's press release announcing the redemption of its Senior Notes due 2014 is filed as Exhibit 99.2 to this report and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

- 1 Underwriting Agreement dated March 19, 2013 by and among the Company and J.P. Morgan Securities LLC, and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein.
- 12 Statement regarding Computation of Ratio of Earnings to Fixed Charges.
- 25 Form T-1 Statement of Eligibility and Qualification under the Trust Indenture Act of 1939, as amended, of Regions Bank pertaining to the Company's 3.75% Senior Notes due 2023.
- 99.1 Company press release announcing the pricing of the Senior Notes due 2023.
- 99.2 Company press release announcing the redemption of its Senior Notes due 2014.

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.

HEALTHCARE REALTY TRUST INCORPORATED

By: /s/ Scott W. Holmes
Scott W. Holmes
Executive Vice President and Chief Financial Officer

Date: March 21, 2013