

BioMed Realty L P  
Form SC TO-I/A  
January 16, 2015

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE TO-I/A**

**Amendment No. 2**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**BIOMED REALTY, L.P.**

**(Name of Subject Company (Issuer))**

**BIOMED REALTY TRUST, INC.**

**BIOMED REALTY, L.P.**

**(Names of Filing Persons (Guarantor and Issuer))**

**3.75% Exchangeable Senior Notes due 2030**

**(Title of Class of Securities)**

**09064AAB7**

**(CUSIP Number of Class of Securities)**

**Alan D. Gold**

**Chairman and Chief Executive Officer**

**17190 Bernardo Center Drive**

San Diego, CA 92128

(858) 485-9840

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

*Copy to:*

Craig M. Garner, Esq.

Latham & Watkins LLP

12670 High Bluff Drive

San Diego, CA 92130

(858) 523-5400

**CALCULATION OF FILING FEE**

**Transaction Valuation\***

\$95,678,000.00

**Amount of Filing Fee\*\***

\$11,117.79

\* Calculated solely for purposes of determining the filing fee. The purchase price of the 3.75% Exchangeable Senior Notes due 2030 (the **Notes** ), as described herein, is 100% of the principal amount of the Notes. As of December 11, 2014, there was \$95,678,000.00 aggregate principal amount of Notes outstanding, resulting in an aggregate maximum purchase price of \$95,678,000.00.

\*\* Previously paid. The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and equals \$116.20 for each \$1,000,000 of the value of the transaction.

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

Amount Previously Paid: Not applicable  
Form or Registration No.: Not applicable

Filing Party: Not applicable  
Date Filed: Not applicable

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.**

Check the appropriate boxes to designate any transactions to which the statement relates:

- Third-party tender offer subject to Rule 14d-1.**
- Issuer tender offer subject to Rule 13e-4.**
- Going-private transaction subject to Rule 13e-3.**
- Amendment to Schedule 13D under Rule 13d-2.**

Check the following box if the filing is a final amendment reporting the results of the tender offer:

**INTRODUCTORY STATEMENT**

This Amendment No. 2 ( **Amendment No. 2** ) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on December 12, 2014 (the **Original Schedule TO** and together with Amendment No. 1 to the Original Schedule TO, the **Schedule TO** ) by BioMed Realty Trust, Inc. (the **Guarantor** ) and BioMed Realty, L.P. (the **Company** ).

The Schedule TO relates to the right of each holder (each a **Holder** ) of the Company s 3.75% Exchangeable Senior Notes due 2030 (the **Notes** ) to sell and the obligation of the Company to purchase the Notes, as set forth in the Company s Issuer Repurchase Notice to Holders of 3.75% Exchangeable Senior Notes due 2030, dated December 12, 2014 (the **Issuer Repurchase Notice** ). The right of a Holder to sell and the obligation of the Company to purchase the Notes, as described in the Issuer Repurchase Notice, is referred to as the **Put Option**.

This Amendment No. 2 constitutes the final amendment pursuant to Rule 13e-4(c)(2) under the Securities Exchange Act of 1934, as amended.

The Put Option expired at 5:00 p.m., New York City time, on Tuesday, January 13, 2015. Based on final information provided to the Company by U.S. Bank National Association, the trustee and paying agent, no Notes were tendered and accepted for purchase in the Put Option.

**Item 12. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
(a)(1)(A)*	Issuer Repurchase Notice to Holders of 3.75% Exchangeable Senior Notes due 2030, dated December 12, 2014, including form of Repurchase Notice and form of Withdrawal Notice.
(a)(1)(B)*	IRS Form W-9.
(a)(5)(A)*	Press release dated December 12, 2014.
(b)(1)	Amended and Restated Unsecured Credit Agreement, dated as of September 24, 2013, by and among BioMed Realty, L.P., KeyBank National Association, as Administrative Agent, and certain lenders party thereto.(1)
(b)(2)	Form of Amended and Restated Line Note under Amended and Restated Unsecured Credit Agreement.(1)
(b)(3)	Form of Amended and Restated Competitive Bid Note under Amended and Restated Unsecured Credit Agreement.(1)
(b)(4)	Form of Term Note under Amended and Restated Unsecured Credit Agreement.(1)
(b)(5)	Form of Amended and Restated Swing Loan Note under Amended and Restated Unsecured Credit Agreement.(1)
(d)(1)	Indenture, dated January 11, 2010, among BioMed Realty, L.P., BioMed Realty Trust, Inc. and U.S. Bank National Association, as trustee, including the form of 3.75% Exchangeable Senior Notes due 2030.(2)
(g)	None.

(h) None.

\* Previously filed.

(1) Incorporated herein by reference to BioMed Realty Trust, Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on September 30, 2013.

- (2) Incorporated herein by reference to BioMed Realty Trust, Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on January 11, 2010.

**SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 16, 2015

BIOMED REALTY TRUST, INC.

By: /s/ GREG N. LUBUSHKIN  
Name: Greg N. Lubushkin  
Title: Chief Financial Officer

BIOMED REALTY, L.P.

By: BioMed Realty Trust, Inc.

its General Partner

By: /s/ GREG N. LUBUSHKIN  
Name: Greg N. Lubushkin  
Title: Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
(a)(1)(A)*	Issuer Repurchase Notice to Holders of 3.75% Exchangeable Senior Notes due 2030, dated December 12, 2014, including form of Repurchase Notice and form of Withdrawal Notice.
(a)(1)(B)*	IRS Form W-9.
(a)(5)(A)*	Press release dated December 12, 2014.
(b)(1)	Amended and Restated Unsecured Credit Agreement, dated as of September 24, 2013, by and among BioMed Realty, L.P., KeyBank National Association, as Administrative Agent, and certain lenders party thereto.(1)
(b)(2)	Form of Amended and Restated Line Note under Amended and Restated Unsecured Credit Agreement.(1)
(b)(3)	Form of Amended and Restated Competitive Bid Note under Amended and Restated Unsecured Credit Agreement.(1)
(b)(4)	Form of Term Note under Amended and Restated Unsecured Credit Agreement.(1)
(b)(5)	Form of Amended and Restated Swing Loan Note under Amended and Restated Unsecured Credit Agreement.(1)
(d)(1)	Indenture, dated January 11, 2010, among BioMed Realty, L.P., BioMed Realty Trust, Inc. and U.S. Bank National Association, as trustee, including the form of 3.75% Exchangeable Senior Notes due 2030.(2)
(g)	None.
(h)	None.

\* Previously filed.

(1) Incorporated herein by reference to BioMed Realty Trust, Inc. s Current Report on Form 8-K filed with the Securities and Exchange Commission on September 30, 2013.

(2) Incorporated herein by reference to BioMed Realty Trust, Inc. s Current Report on Form 8-K filed with the Securities and Exchange Commission on January 11, 2010.