

Physicians Realty Trust  
Form 8-K  
August 19, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **August 19, 2014**

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**PHYSICIANS REALTY TRUST**

(Exact name of registrant as specified in its charter)

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

**001-36007**  
(Commission File Number)

**46-2519850**  
(I.R.S. Employer Identification No.)

**735 N. Water Street, Suite 1000**  
**Milwaukee, Wisconsin**  
(Address of principal executive offices)

**53202**  
(Zip Code)

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Registrant's telephone number, including area code: **(414) 978-6494**

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

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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))
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**Item 8.01. Other Events.**

As previously reported in Physicians Realty Trust's (the Company) Current Report on Form 8-K filed with the Securities and Exchange Commission (the SEC) on August 6, 2014, Physicians Realty L.P. (the operating partnership) and the Company entered into the First Amendment to Shared Services Agreement, dated July 31, 2014 (the First Amendment), with B.C. Ziegler and Company (Ziegler), which amended certain terms of that certain Shared Services Agreement dated July 24, 2013 (the Agreement) among Ziegler, the Company and the operating partnership. The Company was formed from four healthcare real estate funds managed by Ziegler and Ziegler, together with funds managed by Ziegler, owns approximately 10% of the common units of the operating partnership.

Among other things, the First Amendment reduced the shared services to be provided by Ziegler, the term of the Agreement, and the monthly fee to be paid by the Company for the remainder of the term. In consideration of these changes, the Company is obligated to make a one-time payment to Ziegler in the amount of \$1,800,000 (the Amendment Payment), which may be paid in cash or in unrestricted common shares of the Company as determined by the Company in its sole discretion.

On August 19, 2014, the Company's shelf registration statement on Form S-3 (File No. 333-197842) was declared effective by the SEC (the Shelf Registration Statement) and the Company made the Amendment Payment by issuing 124,913 common shares of beneficial interest, \$0.01 par value per share (the Shares), to Ziegler. The Shares are registered under the Securities Act of 1933, as amended (the Securities Act), pursuant to the Shelf Registration Statement, and are being offered by the Company pursuant to a prospectus dated August 19, 2014, as supplemented by a prospectus supplement dated August 19, 2014, filed with the SEC pursuant to Rule 424(b) of the Securities Act.

In connection with the offering of the Shares, the Company is filing as Exhibits 5.1 and 8.1 to this Current Report on Form 8-K opinions of Venable LLP, its Maryland counsel, and Baker & McKenzie LLP, its tax counsel, respectively.

**Item 9.01. Financial Statement and Exhibits.**

(d) Exhibits

- 5.1 Opinion of Venable LLP
- 8.1 Opinion of Baker & McKenzie LLP with respect to tax matters
- 23.1 Consent of Venable LLP (included in Exhibit 5.1 above)
- 23.2 Consent of Baker & McKenzie LLP (included in Exhibit 8.1)

**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.

Date: August 19, 2014

PHYSICIANS REALTY TRUST

By:

*/s/ John T. Thomas  
John T. Thomas  
President and Chief Executive Officer*

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
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| 23.1               | Consent of Venable LLP (included in Exhibit 5.1 above)      |
| 23.2               | Consent of Baker & McKenzie LLP (included in Exhibit 8.1)   |