

Edgar Filing: MEDICAL PROPERTIES TRUST INC - Form FWP

MEDICAL PROPERTIES TRUST INC  
Form FWP  
April 11, 2014

Issuer Free Writing Prospectus filed pursuant to Rule 433  
supplementing the Preliminary Prospectus Supplement dated April 10, 2014

Registration No. 333-190543

April 10, 2014

**MPT Operating Partnership, L.P.**

**MPT Finance Corporation**

**5.50% Senior Notes due 2024**

This Supplement is qualified in its entirety by reference to the Preliminary Prospectus Supplement and the accompanying Prospectus (as supplemented through and including the date hereof, the Preliminary Prospectus Supplement ). The information in this Supplement supplements the Preliminary Prospectus Supplement and updates and supersedes the information in the Preliminary Prospectus Supplement to the extent it is inconsistent with the information in the Preliminary Prospectus Supplement. Terms used herein but not defined herein shall have the respective meanings as set forth in the Preliminary Prospectus Supplement.

**Other information presented in the Preliminary Prospectus Supplement is deemed to have changed to the extent affected by the changes described herein.**

<b>Issuers:</b>	MPT Operating Partnership, L.P. and MPT Finance Corporation
<b>Guarantees:</b>	Guaranteed by the Issuers' parent company, Medical Properties Trust, Inc., and by each of the Issuers' Restricted Subsidiaries that guarantees borrowings or borrows under the Issuers' Credit Agreement until certain conditions are met as described in the Preliminary Prospectus Supplement.
<b>Aggregate Principal Amount:</b>	\$300,000,000
<b>Title of Securities:</b>	5.50% Senior Notes due 2024
<b>Final Maturity Date:</b>	May 1, 2024
<b>Public Offering Price:</b>	100% plus accrued interest from April 17, 2014 if settlement occurs after that date
<b>Coupon:</b>	5.50%
<b>Yield to Maturity:</b>	5.50%
<b>Spread to Benchmark Treasury:</b>	+287 bps
<b>Benchmark Treasury:</b>	UST 2.75% due February 15, 2024

<b>Gross Proceeds to Issuers:</b>	\$300,000,000
<b>Net Proceeds to Issuers before Expenses:</b>	\$294,750,000
<b>Interest Payment Dates:</b>	May 1 and November 1
<b>Record Dates:</b>	April 15 and October 15
<b>First Interest Payment Date:</b>	November 1, 2014
<b>Optional Redemption:</b>	Make-whole call at T+50 bps until May 1, 2019.

From and after May 1, 2019, at the prices set forth below (expressed as percentages of the principal amount), plus accrued and unpaid interest to, but not including, the redemption date, if redeemed during the 12-month period beginning on May 1 of each of the years indicated below:

<b>Year</b>	<b>Price</b>
2019	102.750%
2020	101.833%
2021	100.917%
2022 and thereafter	100.000%

<b>Optional Redemption with Equity Proceeds:</b>	Prior to May 1, 2017, up to 35% of the notes at a redemption price equal to 105.50% of the aggregate principal amount thereof, plus accrued and unpaid interest thereon.
<b>Change of Control:</b>	Putable at 101% of principal, plus accrued and unpaid interest.
<b>CUSIP/ISIN Numbers:</b>	CUSIP: 55342U AE4 ISIN: US55342UAE47
<b>Distribution:</b>	SEC Registered (Registration No. 333-190543)
<b>Listing:</b>	None
<b>Trade Date:</b>	April 10, 2014
<b>Settlement:</b>	T+5 on April 17, 2014
<b>Use of Proceeds:</b>	As set forth in the Preliminary Prospectus Supplement
<b>Book-Running Managers:</b>	Merrill Lynch, Pierce, Fenner & Smith

Incorporated

<b>Lead Managers:</b>	J.P. Morgan Securities LLC Barclays Capital Inc. KeyBanc Capital Markets Inc. Deutsche Bank Securities Inc. RBC Capital Markets, LLC SunTrust Robinson Humphrey, Inc.
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**Co-Managers:**

BBVA Securities Inc.

Credit Agricole Securities (USA) Inc.

Raymond James & Associates, Inc.

Regions Securities LLC

**Denominations/Multiple:**

\$2,000 / \$1,000

The issuers have filed a registration statement including a prospectus and a prospectus supplement with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus and prospectus supplement in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may obtain these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuers, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and the prospectus supplement if you request them by calling toll free 1-800-294-1322 or by emailing BofA Merrill Lynch at: [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com).

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