

MEDICAL PROPERTIES TRUST INC  
Form 8-K  
April 16, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 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): April 10, 2014**

**MEDICAL PROPERTIES TRUST, INC.**  
**MPT OPERATING PARTNERSHIP, L.P.**  
**(Exact Name of Registrant as Specified in Charter)**

**Commission File Number 001-32559**

**333-177186**

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**Maryland**

**20-0191742**

**Delaware**

**20-0242069**

**(State or other jurisdiction of**

**(I. R. S. Employer**

**incorporation or organization )**

**Identification No.)**

**1000 Urban Center Drive, Suite 501**

**Birmingham, AL**

**35242**

**(Address of principal executive offices)**

**(Zip Code)**

**(205) 969-3755**

**(Registrant's telephone number, including area code)**

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))

**Item 8.01. Other Events.**

On April 10, 2014, the operating partnership of Medical Properties Trust, Inc., a Maryland corporation (the Company), MPT Operating Partnership, L.P., a Delaware limited partnership (the Operating Partnership), MPT Finance Corporation, a Delaware corporation and wholly owned subsidiary of the Operating Partnership (MPT Finance), and together with the Operating Partnership, the Issuers, and the Company and certain of its subsidiaries (collectively, with the Company, the Guarantors) entered into an underwriting agreement (the Underwriting Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the several underwriters listed in Schedule 1 thereto (collectively, the Underwriters), pursuant to which the Issuers agreed to issue and sell to the Underwriters \$300,000,000 aggregate principal amount of the Issuers 5.50% Senior Notes due 2024 (the Notes). The offering of the Notes is expected to close on April 17, 2014, subject to customary closing conditions.

The Notes are fully and unconditionally guaranteed, jointly and severally, on an unsecured basis, by the Guarantors.

The offering and sale of the Notes was made pursuant to a free writing prospectus, preliminary prospectus supplement and final prospectus supplement pursuant to the Issuers and Guarantors effective registration statement on Form S-3 (File No. 333-190543), each of which has been filed with the Securities and Exchange Commission.

The Underwriting Agreement contains customary representations, warranties and covenants by the Issuers and the Guarantors. It also provides for customary indemnification by each of the Issuers and the Guarantors for losses or damages arising out of or in connection with the sale of the Notes.

The foregoing is a summary description of certain terms of the Underwriting Agreement and is qualified in its entirety by the text of the Underwriting Agreement attached as Exhibit 1.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated April 10, 2014, among the Issuers, the Guarantors and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the several underwriters listed in Schedule 1 thereto
5.1	Opinion of Goodwin Procter LLP regarding legality of securities offered
5.2	Opinion of Arendt & Medernach regarding legality of guarantees offered
23.1	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
23.2	Consent of Arendt & Medernach (included in Exhibit 5.2)

**SIGNATURE**

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.

**MEDICAL PROPERTIES TRUST, INC.**

(Registrant)

By: /s/ R. Steven Hamner  
R. Steven Hamner  
Executive Vice President and Chief  
Financial Officer

**MPT OPERATING PARTNERSHIP, L.P.**

(Registrant)

By: /s/ R. Steven Hamner  
R. Steven Hamner  
Executive Vice President and Chief  
Financial Officer of the sole member of  
the general partner of MPT Operating  
Partnership, L.P.

Date: April 16, 2014

**INDEX TO EXHIBITS**

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