

BRANDYWINE REALTY TRUST  
Form 8-K  
May 21, 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): May 15, 2014**

**BRANDYWINE REALTY TRUST**  
**BRANDYWINE OPERATING PARTNERSHIP, L.P.**  
**(Exact name of registrant as specified in charter)**

|                                  |                  |                   |
|----------------------------------|------------------|-------------------|
| <b>Maryland</b>                  | <b>001-9106</b>  | <b>23-2413352</b> |
| <b>(Brandywine Realty Trust)</b> |                  |                   |
| <b>Delaware</b>                  | <b>000-24407</b> | <b>23-2862640</b> |

**(Brandywine Operating Partnership,  
L.P.)**

**(State or Other Jurisdiction**

**(Commission**

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

**of Incorporation or Organization)**

**file number)**

**Identification Number)**

**555 East Lancaster Avenue, Suite 100**

**Radnor, PA 19087**

**(Address of principal executive offices)**

**(610) 325-5600**

**(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 (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 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On May 15, 2014, pursuant to authorization from the board of trustees of Brandywine Realty Trust, a Maryland real estate investment trust (the Company), the Company filed Articles of Amendment (the Amendment) to its Amended and Restated Declaration of Trust with the State Department of Assessments and Taxation of Maryland. The Amendment authorizes an increase in the Company's total number of shares of beneficial interest from 220,000,000 to 420,000,000 shares, with the number of authorized common shares of beneficial interest increased from 200,000,000 to 400,000,000 and the number of authorized preferred shares of beneficial interest remaining unchanged at 20,000,000. A copy of the Amendment is attached as Exhibit 3.1 to this Form 8-K, which is incorporated herein by reference. Under the Amended and Restated Declaration of Trust, the Company's board of trustees has the authority, without any action by its shareholders, to increase the Company's authorized shares of beneficial interest.

**Item 9.01. Financial Statements and Exhibits**

Exhibits

3.1 Articles of Amendment to Declaration of Trust of Brandywine Realty Trust

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**Signatures**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

BRANDYWINE REALTY TRUST

By: /s/ Gerald H. Sweeney  
Gerald H. Sweeney  
President and Chief Executive Officer

BRANDYWINE OPERATING PARTNERSHIP, L.P.

By: BRANDYWINE REALTY TRUST, ITS  
GENERAL PARTNER

By: /s/ Gerald H. Sweeney  
Gerald H. Sweeney  
President and Chief Executive Officer

Date: May 21, 2014

**EXHIBIT INDEX**

Exhibit

No. Description

Exhibit

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