

BOSTON PROPERTIES INC  
Form 8-K  
November 10, 2011

**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): November 10, 2011

**BOSTON PROPERTIES, INC.**

(Exact Name of Registrant As Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-13087**  
(Commission  
File Number)

**04-2473675**  
(IRS Employer  
Identification No.)

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**800 Boylston Street, Suite 1900, Boston, Massachusetts 02199**

(Address of Principal Executive Offices) (Zip Code)

**(617) 236-3300**

(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 8.01. Other Events.**

On November 10, 2011, Boston Properties, Inc.'s operating partnership, Boston Properties Limited Partnership (the Company), completed the issuance and sale of \$850.0 million aggregate principal amount of the Company's 3.700% Senior Notes due 2018 (the Notes). The net proceeds to the Company from the sale of the Notes, after deducting underwriting discounts and estimated transaction expenses, are estimated to be approximately \$841.2 million. The Company plans to use all or a portion of the net proceeds from the offering to repay, redeem or repurchase outstanding indebtedness, including its 2.875% Exchangeable Senior Notes due 2037 or other debt securities with near-term maturities or repurchase rights. The Company intends to use any proceeds not used for debt reduction for general business purposes, which may include investment opportunities.

The Notes were issued under the Indenture, dated as of December 13, 2002, between the Company and The Bank of New York Mellon Trust Company, N.A. (as successor to The Bank of New York), as supplemented by Supplemental Indenture No. 11 (Supplemental Indenture No. 11) dated as of November 10, 2011.

The offer and sale of the Notes were registered with the Securities and Exchange Commission (the Commission) pursuant to a registration statement on Form S-3 (File No. 333-176157-01) under the Securities Act of 1933, as amended (the Securities Act). The material terms of the Notes are described in a prospectus supplement filed by the Company with the Commission on November 7, 2011 pursuant to Rule 424(b)(5) under the Securities Act.

Copies of the Supplemental Indenture No. 11 and the form of the Notes are filed herewith as Exhibits 4.1 and 4.2, respectively, and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) *Exhibits*

**Exhibit**

<b>Number</b>	<b>Exhibit</b>
4.1	Supplemental Indenture No. 11, dated as of November 10, 2011, between Boston Properties Limited Partnership and The Bank of New York Mellon Trust Company, N.A., as Trustee (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K of Boston Properties Limited Partnership filed on November 10, 2011).
4.2	Form of 3.700% Senior Notes due 2018 (attached as Exhibit A to Supplemental Indenture No. 11 filed as Exhibit 4.1 hereto) (incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K of Boston Properties Limited Partnership filed on November 10, 2011).

**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.

BOSTON PROPERTIES, INC.

Date: November 10, 2011

By: /s/ MICHAEL E. LABELLE  
Michael E. LaBelle  
Senior Vice President, Chief Financial Officer and Treasurer