

BRANDYWINE REALTY TRUST

Form 8-A12B

April 06, 2012

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

WASHINGTON, DC 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(B) OR 12(G) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Brandywine Realty Trust**

(Exact name of registrant as specified in its charter)

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

**23-2413352**  
(I.R.S. Employer Identification No.)

**555 East Lancaster Avenue**  
**Radnor, Pennsylvania**  
(Address of Principal Executive Offices)

**19087**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class  
to be so Registered  
**6.90% Series E Cumulative Redeemable**

Name of Each Exchange on Which  
Each Class is to be Registered  
**New York Stock Exchange**

**Preferred Shares of Beneficial Interest, par**

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**value \$0.01 per share and liquidation**

**preference \$25 per share**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following

box. ☒ x

Securities Act registration statement file number to which this form relates: **333-174700**

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following

box. ☐ "

Securities to be registered pursuant to Section 12(g) of the Act: **Not Applicable** (Title of Class)

**Item 1. Description of Registrant's Securities to be Registered**

The description of the Registrant's 6.90% Series E Cumulative Redeemable Preferred Shares of Beneficial Interest, par value \$0.01 per share and liquidation preference \$25 per share, contained in the Registrant's Registration Statement on Form S-3 (File No. 333-174700), which became effective upon filing with the Securities and Exchange Commission (the Commission) on June 3, 2011, and under the heading Description of the Series E Preferred Shares in the Registrant's Prospectus Supplement thereto, dated April 3, 2012 and filed with the Commission pursuant to Rule 424(b)(5) on April 4, 2012, is incorporated herein by reference.

**Item 2 Exhibits**

- 3.1.1 Amended and Restated Declaration of Trust of Brandywine Realty Trust (amended and restated as of May 12, 1997) (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K dated June 9, 1997 and incorporated herein by reference).
- 3.1.2 Articles of Amendment to Declaration of Trust of Brandywine Realty Trust (September 4, 1997) (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K dated September 10, 1997 and incorporated herein by reference).
- 3.1.3 Articles of Amendment to Declaration of Trust of Brandywine Realty Trust (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K dated June 3, 1998 and incorporated herein by reference).
- 3.1.4 Articles Supplementary to Declaration of Trust of Brandywine Realty Trust (September 28, 1998) (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K dated October 13, 1998 and incorporated herein by reference).
- 3.1.5 Articles of Amendment to Declaration of Trust of Brandywine Realty Trust (March 19, 1999) (previously filed as an exhibit to Brandywine Realty Trust's Form 10-K for the fiscal year ended December 31, 1998 and incorporated herein by reference).
- 3.1.6 Articles Supplementary to Declaration of Trust of Brandywine Realty Trust (April 19, 1999) (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K dated April 26, 1999 and incorporated herein by reference).
- 3.1.7 Articles Supplementary to Declaration of Trust of Brandywine Realty Trust (December 30, 2003) (previously filed as an exhibit to Brandywine Realty Trust's Form 8-A dated December 29, 2003 and incorporated herein by reference).
- 3.1.8 Articles Supplementary to Declaration of Trust of Brandywine Realty Trust (February 5, 2004) (previously filed as an exhibit to Brandywine Realty Trust's Form 8-A dated February 5, 2004 and incorporated herein by reference).

- 3.1.9 Articles of Amendment to Declaration of Trust of Brandywine Realty Trust (October 3, 2005) (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K dated October 4, 2005 and incorporated herein by reference).
- 3.1.10 Articles Supplementary to Declaration of Trust of Brandywine Realty Trust (April 6, 2012) classifying and designating Series E Cumulative Redeemable Preferred Shares of Beneficial Interest, par value \$0.01 per share and liquidation preference \$25 per share, of Brandywine Realty Trust.\*
- 3.2 Amended and Restated Bylaws of Brandywine Realty Trust (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K dated June 4, 2010 and incorporated herein by reference).
- 4.1 Form of 6.90% Series E Cumulative Redeemable Preferred Share Certificate.\*

\* Filed herewith.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Brandywine Realty Trust

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

Date: April 6, 2012

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