

Columbia Equity Trust, Inc.
Form 8-K
February 22, 2007

**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): February 22, 2007 (February 21, 2007)

COLUMBIA EQUITY TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland

001-32536

20-1978579

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer
Identification No.)

**1750 H Street, N.W., Suite 500
Washington, D.C. 20006**

(Address and zip code of
principal executive offices)

Registrant's telephone number, including area code: **(202) 303-3080**

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.):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting materials 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))
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Item 1.01. Entry into a Material Definitive Agreement.

On February 21, 2007, Columbia Equity Trust, Inc. ("Columbia") announced that it had amended the Agreement and Plan of Merger dated November 5, 2006, among SSPF/CET Operating Company LLC, SSPF/CET OP Holding Company LLC, SSPF/CET OP Holding Company Subsidiary L.P., Columbia Equity, L.P. and Columbia Equity Trust, Inc. to increase the cash consideration payable to holders of the Company's common stock from \$19.00 per share to \$19.50 per share. As a result of the amendment, the cash consideration to be paid to holders of limited partnership interests and LTIP units in Columbia's operating partnership electing cash consideration in the transaction will be \$19.50 per unit.

Item 8.01 Other Events.

On February 21, 2007, the Company issued a press release announcing (i) the amendment to the Merger Agreement to increase the cash merger consideration per share from \$19.00 to \$19.50 (ii) that the special meeting of stockholders to vote on the merger remains scheduled to be convened on February 27, 2007 and (iii) assuming the requisite stockholder approval is obtained at the meeting, closing of the merger is expected to close on March 1, 2007. A copy of this press release is being filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01(d). Financial Statements and Exhibits.

(d) Exhibits

- 2.1 Amendment No. 1 to the Agreement and Plan of Merger among SSPF/CET Operating Company LLC, SSPF/CET OP Holding Company LLC, SSPF/CET OP Holding Company Subsidiary L.P., Columbia Equity, L.P. and Columbia Equity Trust, Inc. dated as of February 21, 2007.

99.1 Press Release, dated February 21, 2007 of Columbia Equity Trust, Inc.

Additional Information About the Merger and Where to Find It

In connection with the proposed merger, Columbia has filed with the United States Securities and Exchange Commission (the "SEC") a definitive proxy statement. INVESTORS AND SECURITY HOLDERS OF COLUMBIA ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT COLUMBIA, JPMORGAN AND THE PROPOSED MERGER. Investors can obtain the definitive proxy statement and all other relevant documents filed by Columbia with the SEC free of charge at the SEC's website at www.sec.gov. In addition, investors and security holders may obtain free copies of the documents filed with the SEC by Columbia by contacting Columbia's Investor Relations liaison at (202) 303-3080 or accessing Columbia's investor relations website at www.columbiareit.com. Investors and security holders are urged to read the definitive proxy statement and the other relevant materials when they become available before making any voting or investment decision with respect to the merger.

Columbia and JPMorgan and their respective executive officers, directors, and employees may be deemed to be participating in the solicitation of proxies from the security holders of Columbia in connection with the merger. Information about the executive officers and directors of Columbia and the number of shares of Columbia common stock beneficially owned by such persons is set forth in the proxy statement for Columbia's 2006 Annual Meeting of Shareholders, which was filed with the SEC on April 10, 2006, and Columbia's Annual Report on Form 10-K for the year ended December 31, 2005, which was filed with the SEC on March 31, 2006. Investors and security holders may obtain additional information regarding the direct and indirect interests of Columbia and JPMorgan and their respective executive officers, directors and employees in the merger by reading the definitive proxy statement regarding the merger.

Cautionary Note Regarding Forward Looking Statements

Certain statements in this Current Report on Form 8-K that are not historical fact may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Numerous risks, uncertainties and other factors may cause actual results to differ materially from those expressed in any forward-looking statements. These factors include, but are not limited to, (i) the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement; (ii) the outcome of any legal proceedings that may be instituted against Columbia and others following announcement of the merger agreement; (iii) the inability to complete the merger due to the failure to obtain stockholder approval or the failure to satisfy other conditions to completion of the merger; (iv) risks that the proposed transaction disrupts current plans and operations and the potential difficulties in employee retention as a result of the merger; (v) the ability to recognize the benefits of the merger; and (vi) the amount of the costs, fees, expenses and charges related to the merger. Although Columbia believes the expectations reflected in any forward-looking statements are based on reasonable assumptions, it can give no assurance that its expectations will be attained. For a further discussion of these and other factors that could impact Columbia's future results, performance, achievements or transactions, see the documents filed by Columbia from time to time with the SEC, and in particular the section titled "Risk Factors" in Columbia's Annual Report on Form 10-K for the year ended December 31, 2005 filed on March 31, 2006. Columbia undertakes no obligation to revise or update any forward-looking statements, or to make any other forward-looking statements, whether as a result of new information, future events or otherwise.

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 thereunto duly authorized.

COLUMBIA EQUITY TRUST, INC.

Date: February 21, 2007

By: /s/ John A. Schissel
John A. Schissel
Executive Vice President, Chief
Financial Officer, Secretary and
Treasurer

EXHIBIT INDEX

Exhibit No. Description

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| 2.1 | Amendment No. 1 to the Agreement and Plan of Merger among SSPF/CET Operating Company LLC, SSPF/CET OP Holding Company LLC, SSPF/CET OP Holding Company Subsidiary L.P., Columbia Equity, L.P. and Columbia Equity Trust, Inc. dated as of February 21, 2007. |
| 99.1 | Press Release, dated February 20, 2007 of Columbia Equity Trust, Inc. |