

Government Properties Income Trust
Form 8-A12B
May 20, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 8-A

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

Government Properties Income Trust

(Exact name of registrant as specified in its charter)

Maryland
(State of incorporation or organization)

26-4273474
(I.R.S. Employer Identification No.)

400 Centre Street

Newton, MA
(Address of principal executive offices)

02458
(Zip Code)

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

**Title of each class
to be so registered**
Common Shares of Beneficial Interest, \$0.01 par value per share

**Name of each exchange on which
each class is to be registered**
New York Stock Exchange, LLC

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), please check the following box.

Edgar Filing: Government Properties Income Trust - Form 8-A12B

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), please check the following box.

Securities Act registration statement file number to which this form relates: **333-157455** (if applicable)

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

None

(Title of Class)

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

A description of the registrant's common shares of beneficial interest, \$0.01 par value per share (the "Common Shares"), is set forth under the caption "Description of Our Shares" in the registrant's registration statement on Form S-11 (File No. 333-157455) filed with the Securities and Exchange Commission on February 20, 2009, as thereafter amended (the "Registration Statement"), which is incorporated herein by reference. The form of prospectus that constitutes part of the Registration Statement and is filed by the registrant pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed incorporated herein by reference.

Item 2. Exhibits

Under the instruction as to exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the registrant are registered with the New York Stock Exchange, LLC and the Common Shares registered hereby are not being registered pursuant to Section 12(g) of the Exchange Act of 1934, as amended.

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.

Government Properties Income Trust

Date: May 20, 2009

By: /s/ DAVID M. BLACKMAN
Name: David M. Blackman
Title: Treasurer and Chief Financial Officer