

BRANDYWINE REALTY TRUST  
Form 8-K  
November 05, 2004

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 4, 2004

**Brandywine Realty Trust**

(Exact name of issuer as specified in charter)

|  |                             |   |
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| <b><u>MARYLAND</u></b>   | <b><u>001-9106</u></b>      | <b><u>23-2413352</u></b>                      |
| (State or Other Jurisdiction<br>of Incorporation or<br>Organization) | (Commission<br>file number) | (I.R.S. Employer<br>Identification<br>Number) |

**401 Plymouth Road, Suite 500**  
**Plymouth Meeting, Pennsylvania 19462**  
(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 2.02 Results of Operations and Financial Condition**

Furnished pursuant to Exhibit 99.1 of this Form 8-K is a press release of the Company dated November 4, 2004.

The press release includes a "non-GAAP financial measure" within the meaning of the Securities and Exchange Commission's Regulation G. With respect to such non-GAAP financial measure, the Company has disclosed in the press release the most directly comparable financial measure calculated and presented in accordance with generally accepted accounting principles ("GAAP") and has provided a reconciliation of such non-GAAP financial measure to the most directly comparable GAAP financial measure.

**Item 8.01 Other Events**

The Company expects its operating partnership to consummate the sale of \$113 million of senior unsecured notes on or about December 15, 2004. The Company expects that the notes will bear interest at 4.34% per annum and mature in December 2008. The Company expects to use proceeds of the notes to repay existing indebtedness. Consummation of the sale of the notes is subject to execution of definitive agreements with institutional purchasers and satisfaction of customary closing conditions. The notes have not been and will not be registered under the Securities Act of 1933 (the "Act") or the securities laws of any state and may not be offered or sold in the United States absent a registration under the Act or an exemption from the registration requirements of the Act. The notes have not been approved or recommended by any federal, state or foreign securities authorities nor have any of these authorities passed upon the merits of the offering of the notes.

**Item 9.01 Financial Statements and Exhibits**

Exhibits

99.1 Press Release dated November 4, 2004

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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

Date: November 4, 2004

By: /s/ Gerard H. Sweeney

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Gerard H. Sweeney  
President and Chief Executive Officer

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EXHIBIT INDEX

| <u>Exhibit<br/>No.</u> | <u>Description</u>                   |
|------------------------|--------------------------------------|
| 99.1                   | Press Release dated November 4, 2004 |

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