

Education Realty Trust, Inc.  
Form 8-K  
June 04, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): June 4, 2010 (June 3, 2010)

Education Realty Trust, Inc.  
(Exact Name of Registrant as Specified in Its Charter)

Maryland  
(State or Other  
Jurisdiction of  
Incorporation)

001-32417  
(Commission File  
Number)

20-1352180  
(IRS Employer  
Identification No.)

530 Oak Court Drive, Suite 300  
Memphis, Tennessee  
(Address of Principal Executive  
Offices)

38117  
(Zip Code)

901-259-2500  
(Registrant's Telephone Number, Including Area Code)

Not Applicable  
(Former Name or Former Address, if Changed Since Last Report)

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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 3, 2010, Education Realty Trust, Inc., a Maryland corporation (the “Company”), through Education Realty Operating Partnership, LP, a Delaware limited partnership (the “Partnership”), purchased and redeemed (the “PIU Transaction”) all of the outstanding profits interest units (“PIUs”) held by Education Realty Limited Partner, LLC, a Delaware limited liability company (the “PIU Unitholder”).

PIUs are a special class of partnership interests in the Partnership that were issued pursuant to Section 4.3(a)(iii) of the Amended and Restated Agreement of Limited Partnership of the Partnership and in accordance with the Company’s 2004 Incentive Plan, as amended (the “Plan”). The PIUs were issued to, and owned by, the PIU Unitholder, and entitle the owner to receive the same quarterly per unit distributions as one common unit of the Partnership. Certain officers and employees of the Company own membership interests in the PIU Unitholder in connection with grants of PIU awards made pursuant to the Plan.

Pursuant to the terms of the PIU Transaction, the Partnership purchased and redeemed from the PIU Unitholder 192,500 PIUs, which represents all of the outstanding PIUs, at a purchase price of \$2.50 per unit, or \$481,250.00 in the aggregate, payable as follows: (i) \$314,063.00 of shares of the Company’s common stock, par value \$0.01 (the “Shares”), based upon the closing price of the Shares on the New York Stock Exchange on June 2, 2010 and (ii) \$167,187.00 in cash (collectively, the “Purchase Price”).

Pursuant to Section 10.1(a) of the Amended and Restated Limited Liability Company Agreement of the PIU Unitholder, Education Realty OP GP, Inc., as the sole manager (the “Manager”) of the PIU Unitholder, has the authority, in its sole discretion, to dissolve and wind up the affairs of the PIU Unitholder.

As part of the consummation of the PIU Transaction and payment of the Purchase Price, the Manager approved and adopted a plan of dissolution and liquidation of the PIU Unitholder and filed a certificate of dissolution with the Delaware Secretary of State.

Certain of the executive officers of the Company received the following items of value in connection with the PIU Transaction and dissolution of the PIU Unitholder.

Executive Officer	Number of Shares	Cash
Thomas Trubiana	6,068 shares	\$ 12,500
Randall H. Brown	9,102 shares	\$ 18,750
Christine Richards	758 shares	\$ 1,563
J. Drew Koester	6,068 shares	\$ 12,500

The Shares delivered in connection with the PIU Transaction were issued from shares reserved under the Plan.

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 hereunto duly authorized.

EDUCATION REALTY TRUST, INC.

Date: June 4, 2010

By: /s/ Randall H. Brown  
Randall H. Brown  
Executive Vice President, Chief  
Financial Officer,  
Treasurer and Secretary

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ering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) That, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act (and, where applicable, each filing of the plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described in Item 5 of this Registration Statement, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final

adjudication of such issue.

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\* Paragraphs correspond to Item 512 of Regulation S-K.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milwaukee, State of Wisconsin, on May 18, 2011.

MANPOWER INC.  
(d/b/a ManpowerGroup)

By: /s/ Jeffrey A. Joerres  
Jeffrey A. Joerres  
Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, the registration statement has been signed by the following persons in the capacities and on the date indicated:

Signature	Title	Date
/s/ Jeffrey A. Joerres May 18, 2011	Chairman, President, Chief Executive Officer and a Director	
Jeffrey A. Joerres (Principal Executive Officer)		
/s/ Michael J. Van Handel May 18, 2011	Executive Vice President, Chief Financial Officer and Secretary	
Michael J. Van Handel (Principal Financial Officer and Principal Accounting Officer)		

Directors: Marc J. Bolland, Gina R. Boswell, Cari M. Dominguez, William Downe, Jack M. Greenberg, Patricia A. Hemingway Hall, Terry A. Hueneke, Roberto Mendoza, Ulice Payne, Jr., Elizabeth P. Sartain, John R. Walter and Edward J. Zore.

By: /s/ Kenneth C. Hunt \_\_\_\_\_  
Kenneth C. Hunt  
Attorney-in-Fact\*

\*Pursuant to authority granted by powers of attorney, copies of which are filed herewith.

EXHIBIT INDEX

Exhibits

- 4.1 2011 Equity Incentive Plan of Manpower Inc.
- 4.2 Terms and Conditions Regarding the Grant of Awards to Non-Employee Directors under the 2011 Equity Incentive Plan of Manpower Inc.
- 5.1 Opinion of Godfrey & Kahn, S.C.
- 23.1 Consent of Godfrey & Kahn, S.C. (included in Exhibit 5.1)
- 23.2 Consent of Deloitte & Touche LLP
- 24.1 Powers of Attorney