

MEDICAL PROPERTIES TRUST INC  
Form 8-K  
February 18, 2016

**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 17, 2016**

**MEDICAL PROPERTIES TRUST, INC.**  
**MPT OPERATING PARTNERSHIP, L.P.**  
**(Exact Name of Registrant as Specified in Charter)**

<b>Maryland</b>	<b>001-32559</b>	<b>20-0191742</b>
<b>Delaware</b> <b>(State or other jurisdiction)</b>	<b>333-177186</b> <b>(Commission)</b>	<b>20-0242069</b> <b>(I.R.S. Employer)</b>

<b>of incorporation or organization)</b>	<b>File Number)</b>	<b>Identification No.)</b>
<b>1000 Urban Center Drive, Suite 501</b> <b>Birmingham, AL</b> <b>(Address of principal executive offices)</b>	<b>(205) 969-3755</b>	<b>35242</b> <b>(Zip Code)</b>
<b>(Registrant's telephone number, including area code)</b>		

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:

- .. 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 8.01. Other Events.**

On February 17, 2016, the operating partnership of Medical Properties Trust, Inc., a Maryland corporation (the Company ), MPT Operating Partnership, L.P., a Delaware limited partnership (the Operating Partnership ), MPT Finance Corporation, a Delaware corporation and wholly owned subsidiary of the Operating Partnership ( MPT Finance, and together with the Operating Partnership, the Issuers ), and the Company, as guarantor, entered into an underwriting agreement (the Underwriting Agreement ) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc. and Wells Fargo Securities, LLC as representatives of the several underwriters named therein (collectively, the Underwriters ), pursuant to which the Issuers agreed to issue and sell to the Underwriters \$500,000,000 aggregate principal amount of the Issuers 6.375% Senior Notes due 2024 (the Notes ). The offering of the Notes is expected to close on or about February 22, 2016, subject to customary closing conditions.

The Notes are fully and unconditionally guaranteed on an unsecured basis by the Company.

The offering and sale of the Notes was made pursuant to a free writing prospectus, preliminary prospectus supplement and final prospectus supplement pursuant to the Issuers and the Company s effective registration statement on Form S-3 (File No. 333-190543), each of which has been filed with the Securities and Exchange Commission.

The Underwriting Agreement contains customary representations, warranties and covenants by the Issuers and the Company. It also provides for customary indemnification by each of the Issuers and the Company for losses or damages arising out of or in connection with the sale of the Notes.

The foregoing is a summary description of certain terms of the Underwriting Agreement and is qualified in its entirety by the text of the Underwriting Agreement attached as Exhibit 1.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated February 17, 2016, among the Issuers, the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc. and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein
5.1	Opinion of Goodwin Procter LLP regarding legality of senior notes offered
23.1	Consent of Goodwin Procter LLP (included in Exhibit 5.1)

**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.

**MEDICAL PROPERTIES TRUST, INC.**

(Registrant)

By: /s/ R. Steven Hamner  
R. Steven Hamner

Executive Vice President and Chief Financial Officer

**MPT OPERATING PARTNERSHIP, L.P.**

(Registrant)

By: /s/ R. Steven Hamner  
R. Steven Hamner

Executive Vice President and Chief Financial Officer  
of the sole member of the general partner of MPT  
Operating Partnership, L.P.

Date: February 18, 2016

**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated February 17, 2016, among the Issuers, the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc. and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein
5.1	Opinion of Goodwin Procter LLP regarding legality of senior notes offered
23.1	Consent of Goodwin Procter LLP (included in Exhibit 5.1)