

CORPORATE OFFICE PROPERTIES TRUST
Form 8-K
December 01, 2005

**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) December 1, 2005 (November 28, 2005)

CORPORATE OFFICE PROPERTIES TRUST

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation)

1-14023
(Commission
File Number)

23-2947217
(IRS Employer
Identification Number)

**8815 Centre Park Drive, Suite 400
Columbia, Maryland 21045**
(Address of principal executive offices)

(410) 730-9092
(Registrant's telephone number, including area code)

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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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o 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 November 18, 2005, the Registrant and its subsidiary, Corporate Office Properties, L.P., entered into an employment agreement with Karen M. Singer, the Registrant's Vice President and General Counsel. The agreement has a five-year term commencing on September 15, 2005, with continuous and self-renewing one-year terms after the basic term unless otherwise indicated by either party prior to a specified point in time of the then current term. The agreement may be terminated by either party at any time on one day's prior notice. Under the agreement, Ms. Singer's minimum base salary is \$189,055 per year, and she receives additional allowances for an automobile, personal financial planning and income tax preparation totaling up to \$11,000 per year. Ms. Singer's base salary is subject to review annually by the Board of Trustees and the Compensation Committee of the Board of Trustees (the Compensation Committee). She is eligible to receive annual cash performance bonuses, stock options and restricted shares as determined by the Board of Trustees upon the recommendation of the Compensation Committee. She is also entitled to participate in all plans and benefits generally accorded to employees of the employer.

The employment agreement provides for the following severance package in the event of her termination by the Registrant without cause or by Ms. Singer based upon constructive termination: (1) payment equal to her base annual salary; (2) payment equal to the average of her three most recent annual performance bonuses; (3) perquisites and benefits for 12 months following termination unless such benefits are available to her through other employment after termination; and (4) full vesting of previously unvested share options and restricted shares with the right to exercise options as far as 18 months following termination. The agreement also provides for the following in the event of a change of control of the Registrant: (1) payment equal to her base annual salary; (2) payment equal to the average of her three most recent annual performance bonuses; (3) perquisites and benefits for 12 months following termination unless such benefits are available to her through other employment after termination; and (4) full vesting of previously unvested share options and restricted shares (whether or not employment is terminated), with the right to exercise options as far as 18 months following termination.

Under the employment agreement, Ms. Singer is required to devote her full business time to the Registrant's affairs and is prohibited from competing directly or indirectly with the Registrant during the term of the agreement and for a period thereafter.

This description is only a summary of Ms. Singer's employment agreement and is qualified in its entirety by reference to the full agreement, which is filed herewith as Exhibit 10.1.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired

None

(b) Pro Forma Financial Information

None

(c) Exhibits

Exhibit Number	Exhibit Title
10.1	Employment Agreement, dated November 28, 2005, between Corporate Office Properties, L.P., Corporate Office Properties Trust, and Karen M. Singer.

SIGNATURES

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.

Date: December 1, 2005

CORPORATE OFFICE PROPERTIES TRUST

By: /s/ Randall M. Griffin
Name: Randall M. Griffin
Title: President and Chief Executive Officer

By: /s/ Roger A. Waesche, Jr.
Name: Roger A. Waesche, Jr.
Title: Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Exhibit Title
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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(A)
(B)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5. SOLE VOTING POWER

SHARES	0	
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6.	SHARED VOTING POWER
	0	
	7.	SOLE DISPOSITIVE POWER
	500	
	8.	SHARED DISPOSITIVE POWER
	0	

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

500

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.00%

12. TYPE OF REPORTING PERSON

BK, CO

1. NAME OF REPORTING PERSONS

Deutsche Bank Trust Company National Association

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(A)
(B)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	5.	SOLE VOTING POWER
SHARES	700	
BENEFICIALLY	6.	SHARED VOTING POWER
OWNED BY	0	
EACH	7.	SOLE DISPOSITIVE POWER
REPORTING	700	
PERSON WITH	8.	SHARED DISPOSITIVE POWER
	0	

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

700

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.00%

12. TYPE OF REPORTING PERSON

BK, CO

1. NAME OF REPORTING PERSONS

RREEF America, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(A)
(B)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	5.	SOLE VOTING POWER
SHARES	4,793,958	
BENEFICIALLY	6.	SHARED VOTING POWER
OWNED BY	0	
EACH	7.	SOLE DISPOSITIVE POWER
REPORTING	6,410,295	
PERSON WITH	8.	SHARED DISPOSITIVE POWER
	0	

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,410,295

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.32%

12. TYPE OF REPORTING PERSON

IA, CO

Item 1(a). Name of Issuer:

Brookdale Senior Living Inc. (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

111 Westwood Place, Suite 400

Brentwood, TN 37027

United States

Item 2(a). Name of Person Filing:

This statement is filed on behalf of Deutsche Bank AG ("Reporting Person").

Item 2(b). Address of Principal Business Office or, if none, Residence:

Theodor-Heuss-Allee 70
60468 Frankfurt am Main
Federal Republic of Germany

Item 2(c). Citizenship:

The citizenship of the Reporting Person is set forth on the cover page.

Item 2(d). Title of Class of Securities:

The title of the securities is common stock, \$.01 par value ("Common Stock").

Item 2(e). CUSIP Number:

The CUSIP number of the Common Stock is set forth on the cover page.

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under section 15 of the Act;

(b) Bank as defined in section 3(a)(6) of the Act;

(c) Insurance Company as defined in section 3(a)(19) of the Act;

(d) Investment Company registered under section 8 of the Investment Company Act of 1940;

(e) An investment adviser in accordance with Rule 13d-1(b) (1)(ii)(E);

Deutsche Investment Management Americas

Deutsche Bank Trust Company Americas

Deutsche Bank Trust Company National Association

RREEF America, L.L.C.

- (f) An employee benefit plan, or endowment fund in accordance with Rule 13d-1 (b)(1)(ii)(F);
- (g) parent holding company or control person in accordance with Rule 13d-1 (b)(1)(ii)(G);
- (h) A savings association as defined in section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j) A non-U.S. institution in accordance with Group, in accordance with Rule 13d-1 (b)(1)(ii)(J).
- (k) Group, in accordance with Rule 13d-1 (b)(1)(ii)(J).

Item 4. Ownership.

(a) Amount beneficially owned:

The Reporting Person owns the amount of the Common Stock as set forth on the cover page.

(b) Percent of class:

The Reporting Person owns the percentage of the Common Stock as set forth on the cover page.

(a) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

The Reporting Person has the sole power to vote or direct the vote of the Common Stock as set forth on the cover page.

(ii) shared power to vote or to direct the vote:

The Reporting Person has the shared power to vote or direct the vote of the Common Stock as set forth on the cover page.

(iii) sole power to dispose or to direct the disposition of:

The Reporting Person has the sole power to dispose or direct the disposition of the Common Stock as set forth on the cover page.

(iv) shared power to dispose or to direct the disposition of:

The Reporting Person has the shared power to dispose or direct the disposition of the Common Stock as set forth on the cover page.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Subsidiary	Item 3 Classification
Deutsche Investment Management Americas	Investment Advisor
Deutsche Bank Trust Company Americas	Bank
Deutsche Bank Trust Company National Association	Bank
RREEF America, L.L.C.	Investment Advisor

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the foreign regulatory scheme applicable to a bank organized under the laws of the Federal Republic of Germany is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution. I also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 11, 2011

Deutsche Bank AG

By: /s/ Gregory M. Kaled
Name: Gregory M. Kaled
Title: Assistant Vice President

By: /s/ Cesar A. Coy
Name: Cesar A. Coy
Title: Assistant Vice President

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 11, 2011

Deutsche Investment Management Americas

By:

Name:

Title:

/s/ Jeffrey A. Ruiz

Jeffrey A. Ruiz

Director

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 11, 2011

Deutsche Bank Trust Company Americas

By:

Name:

Title:

/s/ Jeffrey A. Ruiz

Jeffrey A. Ruiz

Director

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 11, 2011

Deutsche Bank Trust Company National Association

By:

/s/ Jeffrey A. Ruiz

Name:

Jeffrey A. Ruiz

Title:

Director

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 11, 2011

RREEF America, L.L.C.

By:
Name:
Title:

/s/ Amy Persohn
Amy Persohn
Director