CORPORATE OFFICE PROPERTIES TRUST Form 8-K November 04, 2014

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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): October 30, 2014

# CORPORATE OFFICE PROPERTIES TRUST CORPORATE OFFICE PROPERTIES, L.P.

(Exact name of registrant as specified in its charter)

Corporate Office Properties TrustMaryland1-1402323-2947217(State or other jurisdiction of incorporation or organization)(Commission File incorporation Number)(IRS Employer Identification No.)

Corporate Office Properties, L.P. Delaware 333-189188 23-2930022

(State or other jurisdiction of incorporation or organization)

(Commission File Number)

(IRS Employer Identification No.)

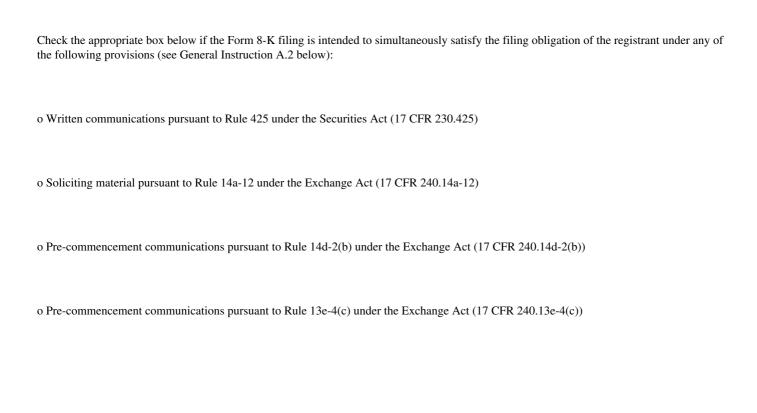
6711 Columbia Gateway Drive, Suite 300

Columbia, Maryland 21046

(Address of principal executive offices)

(443) 285-5400

(Registrant s telephone number, including area code)



#### Item 8.01 Other Events.

On October 30, 2014, Corporate Office Properties Trust (the Registrant ) and Corporate Office Properties, L.P. (the Operating Partnership ) entered into an Underwriting Agreement (the Underwriting Agreement ) with Wells Fargo Securities, LLC, as underwriter (the Underwriter ), in connection with the issuance and sale of 4,800,000 shares of the Registrant s common shares of beneficial interest, par value \$0.01 per share (the Common Shares ). The Registrant also granted to the Underwriter a 30-day option to purchase up to 720,000 additional Common Shares, which has since been exercised. The Underwriting Agreement is attached to this report as Exhibit 1.1.

Item 9.01 Financial Statements and Exhibits.

#### (d) Exhibits

Exhibit Number 1.1	Description Underwriting Agreement, dated October 30, 2014, by and among Corporate Office Properties Trust, Corporate Office Properties, L.P., and Wells Fargo Securities, LLC, as underwriter
5.1	Opinion of Saul Ewing LLP
8.1	Opinion of Morgan, Lewis & Bockius LLP
23.1	Consent of Saul Ewing LLP (included in Exhibit 5.1)
23.2	Consent of Morgan, Lewis & Bockius LLP (included in Exhibit 8.1)
99.1	Press Release dated October 31, 2014

#### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CORPORATE OFFICE PROPERTIES TRUST

CORPORATE OFFICE PROPERTIES, L.P.

By: Corporate Office Properties Trust,

its General Partner

/s/ Stephen E. Riffee Stephen E. Riffee

Executive Vice President and Chief Financial Officer

Dated: November 4, 2014

/s/ Stephen E. Riffee Stephen E. Riffee

Executive Vice President and Chief Financial Officer

Dated: November 4, 2014

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