

Education Realty Trust, Inc.  
Form 8-K  
August 14, 2012

**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): August 14, 2012

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

Maryland                      001-32417                      20-1352180  
(State or Other Jurisdiction   (Commission File   (IRS Employer  
of Incorporation)                      Number)                      Identification No.)

**999 South Shady Grove Road, Suite 600**  
38120  
Memphis, Tennessee  
(Address of Principal Executive Offices)   (Zip Code)

901-259-2500  
(Registrant's telephone number, including area code)

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

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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):

- 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 1.01. Entry into a Material Definitive Agreement.

On August 14, 2012, Education Realty Trust, Inc. (the “Company” or “EdR”) and Education Realty Operating Partnership, LP (the “Operating Partnership”) entered into an underwriting agreement (the “Underwriting Agreement”) with BofA Merrill Lynch, as representative of the several underwriters named in Schedule I annexed thereto (the “Underwriters”). Pursuant to the terms and conditions of the Underwriting Agreement, the Company agreed to sell 15,000,000 shares of common stock, par value \$0.01 per share, at a per share purchase price to the public of \$10.95. Pursuant to the Underwriting Agreement, the Company granted the Underwriters a 30-day option to purchase up to 2,250,000 additional shares of common stock, at the price to the public, less the underwriting discount. The common stock was offered and sold pursuant to a prospectus supplement, dated August 14, 2012, and a base prospectus, dated November 2, 2011, relating to the Company’s effective shelf registration statement on Form S-3 (File No. 333-177422). A copy of the Underwriting Agreement is filed herewith as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

A copy of the press release announcing the pricing of the common stock offering is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K.

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

(d) *Exhibits.*

| Exhibit No. | Description   |
|-------------|---|
| 1.1         | Underwriting Agreement, dated August 14, 2012, by and between Education Realty Trust, Inc., Education Realty Operating Partnership, LP and BofA Merrill Lynch, as representative of the several underwriters named in Schedule I annexed thereto. |
| 5.1         | Opinion of Venable LLP regarding the legality of shares.  |
| 23.1        | Consent of Venable LLP (included in Exhibit 5.1).   |
| 99.1        | Press Release dated August 14, 2012.  |

**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: August 14, 2012 By: /s/ Randall H. Brown  
Randall H. Brown  
Executive Vice President, Chief Financial Officer,  
Treasurer and Secretary

**INDEX TO EXHIBITS**

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