

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K/A

Current report filing [amend]

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FILER

WASHINGTON REAL ESTATE INVESTMENT TRUST

CIK: **104894** | IRS No.: **530261100** | State of Incorpor.: **MD** | Fiscal Year End: **1231**
Type: **8-K/A** | Act: **34** | File No.: **001-06622** | Film No.: **111183265**
SIC: **6798** Real estate investment trusts

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K/A

Amendment No. 2

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of Earliest Event Reported): September 2, 2011

WASHINGTON REAL ESTATE INVESTMENT TRUST

(Exact Name of Registrant as Specified in its Charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

1-6622
(Commission
File Number)

53-0261100
(IRS Employer
Identification Number)

6110 Executive Boulevard, Suite 800, Rockville, Maryland 20852
(Address of Principal Executive Office) (Zip Code)

Registrant's Telephone Number, Including Area Code: (301) 984-9400

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))
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This Current Report on Form 8-K/A (this “Second Amendment”) updates information originally provided in a Current Report on Form 8-K, filed September 9, 2011 (the “Original Filing”) and a Current Report on Form 8-K/A, filed October 6, 2011 (the “First Amendment”). WRIT has previously reported in the Original Filing and the First Amendment closing on the first four out of five separate purchase and sale agreements with AP AG Portfolio, LLC to effectuate the sale of WRIT’ s entire industrial portfolio and two office properties. Except for the following, this Second Amendment does not modify or update any other disclosure contained in the Original Filing and the First Amendment, and this Second Amendment should be read in conjunction with the Original Filing, the First Amendment and WRIT’ s Current Report on Form 8-K, filed August 9, 2011.

Item 2.01 Completion of Acquisition or Disposition of Assets.

On November 1, 2011, WRIT closed on the fifth and final purchase and sale agreement. The sales price under this agreement is \$70,560,324. Under the terms of an amendment to Purchase and Sale Agreement #5, this sales price includes an \$875,000 increase over the original sales price because WRIT prepaid the mortgage notes secured by Dulles Business Park prior to November 1, 2011. The \$875,000 sales price increase partially offsets prepayment penalties of approximately \$1.0 million.

The properties, purchase prices and actual closing dates under each of the purchase and sale agreements are as follows:

Purchase and Sale Agreement #1 (\$51,674,074; closed on September 2, 2011):

1. 8880 Gorman Road
2. Dulles South IV
3. Fullerton Business Center
4. Hampton Overlook
5. Alban Business Center

Purchase and Sale Agreement #2 (\$51,667,308; closed on September 2, 2011):

1. Pickett Industrial Park
2. Northern Virginia Industrial Park I

Purchase and Sale Agreement #3 (\$132,419,061; closed on September 2, 2011):

1. Albemarle Point
2. 270 Technology Park I
3. 270 Technology Park II
4. The Crescent
5. Fullerton Industrial Center
6. Sully Square
7. 9950 Business Parkway
8. Hampton South Phase I
9. Hampton South Phase II
10. 8900 Telegraph Road

Purchase and Sale Agreement #4 (\$44,554,233; closed on October 3, 2011):

1. Northern Virginia Industrial Park II

Purchase and Sale Agreement #5 (\$70,560,324 (including an \$875,000 increase per the first amendment to this purchase and sale agreement); closed on November 1, 2011):

1. 6100 Columbia Park Road

2. Dulles Business Park I
3. Dulles Business Park II

The foregoing description of the purchase and sale agreements does not purport to be complete and is qualified in its entirety by reference to the purchase and sale agreements, copies of which were filed as Exhibits to the Current Report on Form 8-K filed on August 9, 2011.

ITEM 9.01. Financial Statements and Exhibits.**(b) Pro Forma Financial Information**

The pro forma financial statements reflecting the disposition of the properties included in all five of the purchase and sale agreements listed above, as well as for Dulles Station, Phase I, which was sold on April 5, 2011, were filed as exhibit 99.1 to the Original Filing.

(d) Exhibits

The following exhibit is filed herewith:

EXHIBIT	
<u>NO.</u>	<u>DESCRIPTION OF EXHIBITS</u>
99.1	Press release issued November 1, 2011 regarding the completion of the final phase of the Industrial Portfolio sale.

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.

WASHINGTON REAL ESTATE INVESTMENT TRUST

By: /s/ Laura M. Franklin

Laura M. Franklin

Executive Vice President Accounting,
Administration and Corporate Secretary

Date: November 7, 2011



NEWS RELEASE

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November 1, 2011

**WASHINGTON REAL ESTATE INVESTMENT TRUST COMPLETES SALE OF
 FINAL PHASE OF INDUSTRIAL PORTFOLIO FOR \$70.6 MILLION**

Washington Real Estate Investment Trust (WRIT) (NYSE: WRE) has completed the final sale transaction of its industrial portfolio by closing on the sale of Dulles Business Park and 6100 Columbia Park Road for \$70.6 million.

The \$70.6 million proceeds include a \$0.9 million reimbursement of a prepayment penalty associated with the early payoff of two mortgage notes encumbering Dulles Business Park. As previously announced, WRIT completed the first three industrial portfolio sale transactions in September 2011 for \$235.8 million and the fourth transaction in October 2011 for \$44.5 million. The aggregate sales proceeds for the entire industrial portfolio are \$350 million. The buyers are affiliates of a joint venture between AREA Property Partners and the Adler Group.

“We are pleased to announce the completion of the final piece of our industrial portfolio disposition. Following our strategic decision earlier this year to trade out of this portfolio, we worked tirelessly to execute these five sale transactions. We recognized a GAAP gain of approximately \$97 million, which we have already reinvested into better located and faster growing office and retail assets, leaving us with a well-positioned portfolio as we look ahead to 2012,” said George F. “Skip” McKenzie, President and Chief Executive Officer of WRIT.

WRIT is a self-administered, self-managed, equity real estate investment trust investing in income-producing properties in the greater Washington metro region. WRIT owns a diversified portfolio of 71 properties totaling approximately 9 million square feet of commercial space and 2,540 residential units, and land held for development. These 71 properties consist of 26 office properties, 18 medical office properties, 16 retail centers and 11 multifamily properties. WRIT shares are publicly traded on the New York Stock Exchange (NYSE: WRE).

Certain statements in this press release are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements involve known and unknown risks, uncertainties, and other factors that may cause actual results to differ materially. Such risks, uncertainties and other factors include, but are not limited to, the potential for federal government budget reductions, changes in general and local economic and real estate market conditions, the timing and pricing of lease transactions, the effect of the current credit and financial market conditions, the availability and cost of capital, fluctuations in interest rates, tenants’ financial conditions, levels of competition, the effect of government regulation, the impact of newly adopted accounting principles, and other risks and uncertainties detailed from time to time in our filings with the SEC, including our 2010 Form 10-K and second quarter 2011 Form 10-Q. We assume no obligation to update or supplement forward-looking statements that become untrue because of subsequent events.

