

CORPORATE OFFICE PROPERTIES TRUST

Form 8-K

June 26, 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): **June 20, 2012**

**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)

**6711 Columbia Gateway Drive, Suite 300**

**Columbia, Maryland 21046**

Edgar Filing: CORPORATE OFFICE PROPERTIES TRUST - Form 8-K

(Address of principal executive offices)

**(443) 285-5400**

(Registrant's telephone number, including area code)

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 8.01 Other Events.**

On June 20, 2012, in connection with the Registration Statement on Form S-3 (File No. 333-180446), effective March 29, 2012, Corporate Office Properties Trust (the Company ) entered into an Underwriting Agreement with Wells Fargo Securities, LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters (the Underwriters ), for an offering of 6,900,000 shares of 7.375% Series L Cumulative Preferred Stock of the Company. The offering is expected to close on June 27, 2012.

**Item 9.01 Financial Statements and Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated as of June 20, 2012, between Corporate Office Properties Trust and Wells Fargo Securities, LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters
5.1	Opinion of Saul Ewing LLP
8.1	Tax Opinion of Morgan, Lewis & Bockius LLP
23.1	Consent of Saul Ewing LLP to the use of their opinion as an exhibit to this Form 8-K is included in their opinion filed herewith as Exhibit 5.1
23.2	Consent of Morgan, Lewis & Bockius LLP to the use of their opinion as an exhibit to this Form 8-K is included in their opinion filed herewith as Exhibit 8.1

**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.

Dated: June 26, 2012

**CORPORATE OFFICE PROPERTIES TRUST**

By:

/s/ Stephen E. Riffie

Name: Stephen E. Riffie

Title: Executive Vice President and Chief Financial  
Officer

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated as of June 20, 2012, between Corporate Office Properties Trust and Wells Fargo Securities, LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters
5.1	Opinion of Saul Ewing LLP
8.1	Tax Opinion of Morgan, Lewis & Bockius LLP
23.1	Consent of Saul Ewing LLP to the use of their opinion as an exhibit to this Form 8-K is included in their opinion filed herewith as Exhibit 5.1
23.2	Consent of Morgan, Lewis & Bockius LLP to the use of their opinion as an exhibit to this Form 8-K is included in their opinion filed herewith as Exhibit 8.1