

FRANKLIN STREET PROPERTIES CORP /MA/  
Form 8-K  
May 10, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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): **May 9, 2013**

**Franklin Street Properties Corp.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction  
of incorporation)

**001-32470**  
(Commission  
File Number)

**04-3578653**  
(IRS Employer  
Identification No.)

**401 Edgewater Place, Suite 200, Wakefield, Massachusetts**  
(Address of principal executive offices)

**01880-6210**  
(Zip Code)

Registrant's telephone number, including area code: **(781) 557-1300**

(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))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On May 9, 2013, Franklin Street Properties Corp. (the Company, we, us or our ) entered into an underwriting agreement (the Underwriting Agreement ) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, Robert W. Baird & Co. Incorporated and BMO Capital Markets Corp. acting as representatives of the underwriters named therein (collectively, the Underwriters ), relating to an underwritten public offering of 15,000,000 shares (the Shares ) of our common stock, par value \$0.0001 per share (the Common Stock ) at a per share price of \$14.00 to the public. After underwriting discounts and estimated offering expenses, we expect to receive net proceeds of approximately \$201.1 million (assuming the Underwriters' option referenced below is not exercised). Under the terms of the Underwriting Agreement, we have granted the Underwriters an option, exercisable for 30 days, to purchase up to an additional 2,250,000 shares of Common Stock at the public offering price less the underwriting discounts.

The Shares will be issued pursuant to an automatic shelf registration statement the Company filed with the U.S. Securities and Exchange Commission (the SEC ), (File No. 333- 181009). A prospectus supplement relating to the offering has been filed with the SEC. The closing of the offering is expected to take place on May 15, 2013, subject to the satisfaction of customary closing conditions.

A copy of the Underwriting Agreement is attached as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing description of the material terms of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit.

A copy of the legal opinion and consent of Wilmer Cutler Pickering Hale and Dorr LLP relating to the Shares is attached as Exhibit 5.1 hereto.

**Item 8.01. Other Events.**

We issued a press release on May 9, 2013 announcing the pricing of the public offering. This press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

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

(d) The following exhibits are included in this report:

**Exhibit  
No.**

**Description**

- |     |  |
|-----|--|
| 1.1 | Underwriting Agreement, dated May 9, 2013, between the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Robert W. Baird & Co. Incorporated and BMO Capital Markets Corp., as representatives of the underwriters named therein. |
| 5.1 | Opinion of Wilmer Cutler Pickering Hale and Dorr LLP.  |

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- 23.1 Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1).
- 99.1 Press Release, dated May 9, 2013.

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.

Date: May 10, 2013

FRANKLIN STREET PROPERTIES CORP.

By: */s/ George J. Carter*  
George J. Carter  
President and Chief Executive Officer

EXHIBIT INDEX

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5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP.
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1).
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