

ESSEX PROPERTY TRUST INC  
Form 8-K  
April 01, 2011

---

---

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): March 31, 2011

ESSEX PROPERTY TRUST, INC.  
(Exact Name of Registrant as Specified in its Charter)

001-13106  
(Commission File Number)

Maryland

77-0369576

(State or Other Jurisdiction of Incorporation)

(I.R.S. Employer Identification No.)

925 East Meadow Drive, Palo Alto, California 94303  
(Address of Principal Executive Offices) (Zip Code)

(650) 494-3700  
(Registrant's Telephone Number, Including Area Code)

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

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 240.14d2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 2.03. Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.

On March 31, 2011, Essex Portfolio, L.P. (the "Operating Partnership") sold \$150 million of its 4.36% Senior Guaranteed Notes, due March 31, 2016 (the "Notes") in a private placement. Essex Property Trust, Inc. ("Essex") is the sole general partner of the Operating Partnership.

The Notes have a five-year term, an interest rate of 4.36%, and are unsecured obligations of the Operating Partnership. The Notes are fully and unconditionally guaranteed by Essex and various subsidiaries.

The Notes were issued pursuant to a Note Purchase Agreement, dated as of March 31, 2011 (the "Agreement"), among the Operating Partnership, Essex and the purchasers of the Notes party thereto. Subject to the terms of the Agreement and the Notes, upon certain events of default, including, but not limited to, (i) a default in the payment of any principal, Make-Whole Amount, as discussed below, or interest under the Notes, and (ii) a default in the payment of certain other indebtedness of the Operating Partnership or of Essex or of their subsidiaries, the principal and accrued and unpaid interest and the Make-Whole Amount on the outstanding Notes will become due and payable at the option of the holders.

The Operating Partnership may prepay at any time all, or from time to time any part of, the Notes, in the amount not less than 10% of the Notes then outstanding at (i) 100 % of the principal amount so prepaid, together with accrued interest, and (ii) the "Make-Whole Amount" as defined in the Agreement. The Make-Whole Amount is equal to the excess, if any, of the discounted value of the remaining scheduled payments with respect to the Notes being prepaid over the amount of such Notes.

The descriptions in this Form 8-K of the Notes and the Agreement are not intended to be complete descriptions of those documents, and the descriptions are qualified in their entirety by the full text of the documents, which are attached as exhibits to, and incorporated as reference in, this Form 8-K.

Item 8.01. Other Events.

On March 31, 2011, we issued a press release announcing the sale of the Notes, a copy of which is furnished as Exhibit 99.1 hereto. The information in this item 8.01 and Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 10.1 is being filed, and Exhibit 99.1 is being furnished, with this Form 8-K.

Exhibit  
Number

Description

10.1 Note Purchase Agreement, dated as of March 31, 2011, among Essex Portfolio, L.P., Essex Property Trust, Inc. and the purchasers of the notes party thereto (including the form of the 4.36% Senior Guaranteed Notes, due March 31, 2016). The schedules and certain exhibits to this agreement, as set forth in the agreement, have not been filed herewith. Essex agrees to furnish supplementally a copy of any omitted schedule or exhibit to the Securities and Exchange Commission upon request.

99.1 Press release.

---

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: March 31, 2011

Essex Property Trust, Inc.

By:/s/ Michael T. Dance

Michael T. Dance  
Executive Vice President & Chief  
Financial Officer

---

EXHIBIT INDEX

| Exhibit<br>Number | Description   |
|-------------------|---|
| <u>10.1</u>       | Note Purchase Agreement, dated as of March 31, 2011, among Essex Portfolio, L.P., Essex Property Trust, Inc. and the purchasers of the notes party thereto (including the form of the 4.36% Senior Guaranteed Notes, due March 31, 2016). The schedules and certain exhibits to this agreement, as set forth in the agreement, have not been filed herewith. Essex agrees to furnish supplementally a copy of any omitted schedule or exhibit to the Securities and Exchange Commission upon request. |
| <u>99.1</u>       | Press release   |

---