

BOSTON PROPERTIES INC  
Form 8-K  
June 04, 2014

**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): June 3, 2014**

**BOSTON PROPERTIES, INC.**  
**(Exact name of registrant as specified in its charter)**

**Delaware**

**1-13087**  
**(Commission)**

**04-2473675**

<b>(State or other jurisdiction of incorporation)</b>	<b>File Number)</b>	<b>(IRS Employer Identification No.)</b>
<b>800 Boylston Street, Suite 1900, Boston, Massachusetts 02199-8103</b>		

**(Address of principal executive offices) (Zip Code)**

**(617) 236-3300**

**(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 3, 2014, Boston Properties, Inc. (the Company ) and Boston Properties Limited Partnership, the Company s operating partnership (the Partnership ), filed a shelf registration statement on Form S-3 (File No. 333-196491) with the Securities and Exchange Commission (the SEC ) to replace an existing shelf registration statement, which was scheduled to expire in August 2014. In connection with the filing of this new registration statement, the Company filed a new prospectus supplement on June 4, 2014 to continue an offering that had been covered by the registration statement being replaced. This prospectus supplement relates to the resale by a selling stockholder of up to 26,821 shares of the Company s common stock that may be issued from time to time if, and to the extent that, such selling stockholder, which holds an equal number of common units of limited partnership interest (the OP Units ) in the Partnership, presents such OP Units for redemption, and the Company exercises its right to issue shares of its common stock instead of paying a cash amount.

An opinion of the Company s counsel, Goodwin Procter LLP, regarding the legality of the shares of common stock covered by the prospectus supplement described above is filed as Exhibit 5.1 hereto and is incorporated herein by reference and into the Registration Statement and the Prospectus Supplement.

This Current Report shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

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

(d) *Exhibits.*

<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of Goodwin Procter LLP regarding the legality of the shares offered
23.1	Consent of Goodwin Procter LLP (included in Exhibit 5.1)

**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.

BOSTON PROPERTIES, INC.

Date: June 4, 2014

By: /s/ Michael E. LaBelle  
Name: Michael E. LaBelle  
Title: Senior Vice President,  
Chief Financial Officer

**EXHIBIT INDEX**

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