

ALEXANDRIA REAL ESTATE EQUITIES INC
Form 8-K
January 08, 2018

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): **January 8, 2018**

ALEXANDRIA REAL ESTATE EQUITIES, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

1-12993
(Commission
File Number)

95-4502084
(I.R.S. Employer
Identification No.)

385 East Colorado Boulevard, Suite 299
Pasadena, California
(Address of principal executive offices)

91101
(Zip Code)

Registrant's telephone number, including area code: **(626) 578-0777**

N/A

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(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 240.14d-2(b))

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events

On January 4, 2018, Alexandria Real Estate Equities, Inc. (the Company) entered into (a) forward sale agreements with each of Bank of America, N.A. (BofA), JPMorgan Chase Bank, N.A., London Branch (JPMC), and Citibank, N.A. and (b) an underwriting agreement by and among the Company, Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC, and Citigroup Global Markets Inc., as representatives of the several underwriters named therein (collectively, the Underwriters), and BofA, JPMC and Citibank Global Markets Inc. (in its capacity as an agent and affiliate of Citibank, N.A., as forward purchaser) (collectively, the forward purchasers) each in its capacity as a forward seller, relating to the issuance and sale of up to 6,000,000 shares of the Company s company stock at a public offering price of \$123.50 per share, including an option to purchase up to 900,000 additional shares of the Company s common stock.

On January 4, 2018, the Underwriters exercised the option to purchase an additional 900,000 shares of the Company s common stock, and the Company entered into amendments to each of the forward sale agreements relating to the exercise of the option. The sale of shares closed on January 8, 2018.

All shares were offered by the Company pursuant to an effective shelf registration statement on Form S-3 on file with the Securities and Exchange Commission. Copies of the underwriting agreement, the forward sale agreements, and the amendments to the forward sale agreements are attached as exhibits to this Current Report on Form 8-K and are incorporated herein by reference. The summary set forth above is qualified in its entirety by reference to such exhibits.

On January 3, 2018, the Company issued a press release announcing the offer of its common stock. A copy of the press release is attached hereto as Exhibit 99.1.

On January 4, 2018, the Company issued a press release announcing the pricing of its common stock. A copy of the press release is attached hereto as Exhibit 99.2.

On January 8, 2018, the Company issued a press release announcing the closing of the public offering of 6,900,000 shares of common stock. A copy of the press release is attached hereto as Exhibit 99.3.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

- 1.1 Underwriting Agreement, dated January 4, 2018, by and among the Company, Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC, and Citigroup Global Markets, Inc., as representatives of the several underwriters named therein, and Bank of America, N.A., JPMorgan Chase Bank, N.A., London Branch, and Citigroup Global Markets Inc. (in its capacity as an agent and affiliate of Citibank, N.A., as forward purchaser), each in its capacity as a forward seller.
- 1.2 Confirmation of Registered Forward Transaction, dated January 4, 2018, by and between the Company and Bank of America, N.A.

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- 1.3 Confirmation of Registered Forward Transaction, dated January 4, 2018, by and between the Company and JPMorgan Chase Bank, N.A., London Branch.
- 1.4 Confirmation of Registered Forward Transaction, dated January 4, 2018, by and between the Company and Citibank, N.A.
- 1.5 Amendment to Confirmation of Registered Forward Transaction, dated January 4, 2018, by and between the Company and Bank of America, N.A.

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- 1.6 Amendment to Confirmation of Registered Forward Transaction, dated January 4, 2018, by and between the Company and JPMorgan Chase Bank, N.A., London Branch.
- 1.7 Amendment to Confirmation of Registered Forward Transaction, dated January 4, 2018, by and between the Company and Citibank, N.A.
- 5.1 Opinion of Venable LLP
- 8.1 Tax Opinion of Morrison & Foerster LLP
- 23.1 Consent of Venable LLP (included in opinion filed as Exhibit 5.1)
- 23.2 Consent of Morrison & Foerster LLP (included in opinion filed as Exhibit 8.1)
- 99.1 Press Release, dated January 3, 2018
- 99.2 Press Release, dated January 4, 2018
- 99.3 Press Release, dated January 8, 2018

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.

ALEXANDRIA REAL ESTATE EQUITIES, INC.

Date: January 8, 2018

By: /s/ Dean A. Shigenaga
Dean A. Shigenaga
Chief Financial Officer