

BioMed Realty Trust Inc
 Form 424B5
 August 28, 2015
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**Filed Pursuant to Rule 424(b)(5)
 Registration Statement No. 333-206646**

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
Common Stock, \$0.01 par value per share	\$300,000,000	\$23,636

- (1) Amount includes shares of common stock having an aggregate offering price of up to \$96,592,190 offered pursuant to a Registration Statement on Form S-3 (File No. 333-183669) filed on August 31, 2012 (as amended, the Prior Registration Statement) by means of a prospectus supplement dated August 31, 2012, which were not sold thereunder.
- (2) Calculated in accordance with Rule 457(o) under the Securities Act, based on the proposed maximum aggregate offering price, and Rule 457(r) under the Securities Act. The \$300,000,000 of securities registered hereunder includes \$96,592,190 of securities (the Unsold Securities) initially registered pursuant to a Registration Statement on Form S-3 (File No. 333-161751) filed on September 4, 2009, which was terminated effective upon the filing of the Prior Registration Statement, and subsequently registered on the Prior Registration Statement. Pursuant to Rule 415(a)(6) under the Securities Act, the allocable filing fee of \$5,389 for the Unsold Securities was previously paid to the Securities and Exchange Commission on September 4, 2009 and will continue to be applied to such Unsold Securities. The Prior Registration Statement terminated effective upon the filing of the registration statement of which the accompanying prospectus is a part. In accordance with Rules 456(b) and 457(r) under the Securities Act, the registrant initially deferred payment of the registration fee for Registration Statement No. 333-206646.

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PROSPECTUS SUPPLEMENT

(To Prospectus dated August 28, 2015)

\$300,000,000

BioMed Realty Trust, Inc.

Common Stock

We have entered into separate equity distribution agreements with each of Raymond James & Associates, Inc., UBS Securities LLC and Mizuho Securities USA Inc., which we refer to individually as a sales agent and together as the sales agents, relating to the shares of our common stock offered by this prospectus supplement and the accompanying prospectus. In accordance with the terms of the equity distribution agreements, we may offer and sell shares of our common stock having an aggregate offering price of up to \$300,000,000 from time to time through the sales agents.

Our common stock is traded on the New York Stock Exchange under the symbol BMR. The last reported sale price of our common stock on the New York Stock Exchange on August 27, 2015 was \$19.00 per share.

Sales of the common stock, if any, under this prospectus supplement and the accompanying prospectus, will be made in negotiated transactions or transactions that are deemed to be at the market offerings as defined in Rule 415 under the Securities Act of 1933, as amended, or the Securities Act, including sales made directly on the New York Stock Exchange or sales made to or through a market maker other than on an exchange. The sales agents are not required to sell any specific number or dollar amount of our common stock, but each sales agent will make all sales on a best efforts basis using its commercially reasonable efforts consistent with its normal trading and sales practices, on mutually agreed terms between each applicable sales agent and us.

Each sales agent will receive from us a commission of up to 2.0% of the gross sales price of all shares sold through it as sales agent under the applicable equity distribution agreement. In connection with the sale of the common stock on our behalf, the sales agents each may be deemed to be an underwriter within the meaning of the Securities Act, and the compensation of the sales agents may be deemed to be underwriting commissions or discounts.

We are organized and conduct our operations to qualify as a real estate investment trust, or REIT, for U.S. federal income tax purposes. To assist us in complying with certain federal income tax requirements applicable to REITs, among other purposes, our charter contains certain restrictions relating to the ownership and transfer of our stock, including an ownership limit of 9.8% on our common stock. See **Restrictions on Ownership and Transfer** beginning on page 23 of the accompanying prospectus.

You should consider the risks that we have described in **Risk Factors beginning on page S-4 of this prospectus supplement and page 1 of the accompanying prospectus, as well as those described in our most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q, before buying shares of our common stock.**

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Raymond James

UBS Investment Bank

Mizuho Securities

The date of this prospectus supplement is August 28, 2015.

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You should rely only on the information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus. We have not, and the sales agents have not, authorized anyone to provide you with information that is different from that contained in this prospectus supplement and the accompanying prospectus. If anyone provides you with different or inconsistent information, you should not rely on it. We are offering to sell shares of common stock and seeking offers to buy shares of common stock only in jurisdictions where offers and sales are permitted. You should assume that the information appearing in this prospectus supplement and the accompanying prospectus, as well as information we previously filed with the Securities and Exchange Commission and incorporated herein by reference, is accurate only as of their respective dates or on other dates which are specified in those documents, regardless of the time of delivery of this prospectus supplement or of any sale of the common stock. Our business, financial condition, results of operations and prospects may have changed since those dates.

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FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the documents that we incorporate by reference in each contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (set forth in Section 27A of the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act). Also, documents we subsequently file with the Securities and Exchange Commission and incorporate by reference will contain forward-looking statements. In particular, statements pertaining to our capital resources, portfolio performance and results of operations contain forward-looking statements. Forward-looking statements involve numerous risks and uncertainties, and you should not rely on them as predictions of future events. Forward-looking statements depend on assumptions, data or methods which may be incorrect or imprecise, and we may not be able to realize them. We do not guarantee that the transactions and events described will happen as described (or that they will happen at all). You can identify forward-looking statements by the use of forward-looking terminology such as believes, expects, may, will, should, seeks, approximately, intends, plans, anticipates or the negative of these words and phrases or similar words or phrases. You can also identify forward-looking statements by discussions of strategy, plans or intentions. The following factors, among others, could cause actual results and future events to differ materially from those set forth or contemplated in the forward-looking statements:

adverse economic or real estate developments in the life science industry or in our target markets, including the inability of our tenants to obtain funding to run their businesses,

our dependence upon significant tenants,

our failure to obtain necessary outside financing on favorable terms or at all, including the continued availability of our unsecured line of credit,

general economic conditions, including downturns in foreign, domestic and local economies,

changes in interest rates and foreign currency exchange rates,

volatility in financial and securities markets,

defaults on or non-renewal of leases by tenants,

our inability to compete effectively,

increased operating costs,

our inability to successfully complete real estate acquisitions, developments and dispositions,

risks and uncertainties affecting property development and construction,

risks associated with tax credits, grants and other subsidies to fund development activities,

our failure to manage effectively our growth and expansion into new markets or to successfully operate acquired properties and operations,

our ownership of properties outside of the United States that subject us to different and potentially greater risks than those associated with our domestic operations,

risks associated with our investments in loans, including borrower defaults and potential principal losses,

reductions in asset valuations and related impairment charges,

the loss of services of one or more of our executive officers,

our failure to qualify or continue to qualify as a REIT,

our failure to maintain our investment grade credit ratings or a downgrade in our investment grade corporate credit ratings from one or more of the rating agencies,

government approvals, actions and initiatives, including the need for compliance with environmental requirements,

the effects of earthquakes and other natural disasters,

lack of or insufficient amounts of insurance,

risks associated with security breaches and other disruptions to our information technology networks and related systems, and

changes in real estate, zoning and other laws and increases in real property tax rates.

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While forward-looking statements reflect our good faith beliefs, they are not guarantees of future performance. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. For a further discussion of these and other factors that could impact our future results, performance or transactions, see the section below entitled Risk Factors, including the risks incorporated therein from our most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q, as updated by our future filings.

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Securities USA Inc., as sales agents using commercially reasonable efforts. See Plan of Distribution.

Use of proceeds

We intend to contribute the net proceeds from any sale of shares of our common stock pursuant to this prospectus supplement to our operating partnership. Our operating partnership intends to subsequently use the net proceeds to potentially acquire or develop additional properties and for general corporate purposes, which may include the repayment of existing indebtedness and improvements to the properties in our portfolio. See Use of Proceeds.

New York Stock Exchange symbol

BMR

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Risk factors See Risk Factors included in this prospectus supplement, in our most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q, as well as other information included in this prospectus supplement and the accompanying prospectus for a discussion of factors you should carefully consider before deciding to invest in shares of our common stock.

RISK FACTORS

Investment in the shares offered pursuant to this prospectus supplement and the accompanying prospectus involves risks. In addition to the information presented in this prospectus supplement and the accompanying prospectus and the risk factors in our most recent Annual Report on Form 10-K, our subsequent Quarterly Reports on Form 10-Q and other filings under the Exchange Act that are incorporated by reference in this prospectus supplement and the accompanying prospectus, you should consider carefully the following risk factors before deciding to purchase these shares.

Risks Related to this Offering

The number of shares of our common stock available for future sale could adversely affect the market price of our common stock.

We cannot predict whether future issuances of shares of our common stock or the availability of shares for resale in the open market will decrease the market price per share of our common stock. We may sell shares of our common stock under this prospectus supplement with an aggregate gross offering price of up to \$300,000,000. As of August 27, 2015, we had 203,567,695 shares of our common stock outstanding, as well as our operating partnership units and long-term incentive plan, or LTIP, units which may be exchanged for 5,083,400 and 314,824 shares of our common stock, respectively. In addition, as of August 27, 2015, we had reserved an additional 6,180,744 shares of common stock for future issuance under our incentive award plan. Sales of substantial amounts of shares of our common stock in the public market, or upon exchange of operating partnership units or LTIP units, or the perception that such sales might occur, could adversely affect the market price of our common stock.

Furthermore, as a well-known seasoned issuer under Rule 405 of the Securities Act, we are permitted to file an automatic shelf registration statement that will be immediately effective upon filing. On August 28, 2015, we filed such an automatic shelf registration statement, which may permit us, from time to time, to offer and sell debt securities, common stock, preferred stock, warrants and other securities to the extent necessary or advisable to meet our liquidity needs.

Any of the following could have an adverse effect on the market price of our common stock:

the sale of shares of our common stock from time to time under this prospectus supplement,

the exchange of operating partnership units or LTIP units for common stock,

additional grants of LTIP units, restricted stock or other securities to our directors, officers and other employees under our incentive award plan,

issuances of exchangeable notes or other exchangeable securities,

issuances of preferred stock with liquidation or distribution preferences, and

other issuances of our common stock.

Additionally, the existence of operating partnership units or LTIP units and shares of our common stock reserved for issuance upon exchange of operating partnership units or LTIP units and under our incentive award plan may adversely affect the terms upon which we may be able to obtain additional capital through the sale of equity securities. In addition, the sale of shares in this offering and future sales of shares of our common stock may be dilutive to existing stockholders.

From time to time we also may issue shares of our common stock or operating partnership units in connection with property, portfolio or business acquisitions. We may grant additional demand or piggyback registration rights in connection with these issuances. Sales of substantial amounts of our common stock, or the perception that these sales could occur, may adversely affect the prevailing market price of our common stock or may adversely affect the terms upon which we may be able to obtain additional capital through the sale of equity securities.

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Our business operations may not generate the cash needed to make distributions on our capital stock or to service our indebtedness.

Our ability to make distributions on our common stock and payments on our indebtedness and to fund planned capital expenditures will depend on our ability to generate cash in the future. We cannot assure you that our business will generate sufficient cash flow from operations or that future borrowings will be available to us in an amount sufficient to enable us to make distributions on our common stock, to pay our indebtedness or to fund our other liquidity needs.

Holders of any future outstanding shares of our preferred stock will have liquidation, dividend and other rights that are senior to the rights of the holders of our common stock.

Our board of directors has the authority to designate and issue preferred stock with liquidation, dividend and other rights that are senior to those of our common stock. Any shares of preferred stock that may be issued in the future would receive, upon our voluntary or involuntary liquidation, dissolution or winding up, before any payment is made to holders of our common stock, their liquidation preferences as well as any accrued and unpaid distributions. These payments would reduce the remaining amount of our assets, if any, available for distribution to holders of our common stock.

The sales agents may have conflicts of interest that arise out of contractual relationships they or their affiliates have with us.

If we sell shares of our common stock under this prospectus supplement, we intend to use the net proceeds to potentially acquire or develop additional properties and for general corporate purposes, which may include the repayment of existing indebtedness and improvements to the properties in our portfolio. This may include repaying a portion of the outstanding indebtedness under our \$900.0 million unsecured line of credit. The line of credit includes lenders who are affiliates of each of our sales agents. As a result, a portion of the net proceeds of any sale of shares of our common stock under this prospectus supplement may be received by these affiliates. Because they may receive a portion of the net proceeds of any of these sales, each of our sales agents and their respective affiliates have an interest in these sales beyond the customary commissions received by our sales agents. This could result in a conflict of interest and cause them to act in a manner that is not in the best interests of us or our investors in connection with any sale of shares of our common stock under this prospectus supplement.

USE OF PROCEEDS

We intend to contribute the net proceeds from any sale of shares of our common stock pursuant to this prospectus supplement to our operating partnership. Our operating partnership intends to subsequently use the net proceeds to potentially acquire or develop additional properties and for general corporate purposes, which may include the repayment of existing indebtedness and improvements to the properties in our portfolio. Pending application of cash proceeds, we will invest the net proceeds in interest-bearing accounts and short-term, interest-bearing securities that are consistent with our intention to continue to qualify as a REIT for federal income tax purposes.

As of June 30, 2015, we had \$369.0 million outstanding under our unsecured line of credit, with a weighted-average interest rate of 1.3%. The unsecured line of credit matures on March 24, 2018 and bears interest at a floating rate equal to, at our option, either (1) reserve-adjusted LIBOR plus a spread which ranges from 92.5 to 170 basis points, depending on our credit ratings, or (2) the highest of (a) the prime rate then in effect plus a spread which ranges from 0 to 70 basis points, (b) the federal funds rate then in effect plus a spread which ranges from 50 to 120 basis points or (c) the one-month LIBOR plus a spread which ranges from 92.5 to 170 basis points, in each case, depending on our credit ratings. In addition, a facility fee is payable on the total \$900.0 million capacity of the unsecured line of credit,

which ranges from 12.5 to 30 basis points, depending on our credit ratings. We may, in our sole discretion, extend the maturity of the unsecured line of credit to September 24, 2018 after satisfying certain conditions and paying an extension fee.

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Affiliates of each of the sales agents are lenders under our unsecured line of credit. A portion of any sale of shares of our common stock under this prospectus supplement may be received by these affiliates because we may use the net proceeds to repay borrowings under our unsecured line of credit.

PLAN OF DISTRIBUTION

Upon written instruction from us, Raymond James & Associates, Inc., UBS Securities LLC or Mizuho Securities USA Inc., as applicable, will use its commercially reasonable efforts consistent with its sales and trading practices to solicit offers to purchase shares of our common stock over time and from time to time, under the terms and subject to the conditions set forth in the equity distribution agreements. We will instruct each of Raymond James & Associates, Inc., UBS Securities LLC or Mizuho Securities USA Inc. as to the amount of common stock to be sold by it. We may instruct Raymond James & Associates, Inc., UBS Securities LLC and Mizuho Securities USA Inc. not to sell common stock if the sales cannot be effected at or above the price designated by us in any instruction. We or any of Raymond James & Associates, Inc., UBS Securities LLC or Mizuho Securities USA Inc. may suspend the offering of common stock upon proper notice and subject to other conditions.

Raymond James & Associates, Inc., UBS Securities LLC and Mizuho Securities USA Inc. will provide written confirmation to us no later than the opening of the trading day on the New York Stock Exchange following the trading day in which shares of our common stock are sold under the applicable equity distribution agreement. Each confirmation will include the number of shares sold on the preceding day, the net proceeds to us and the compensation payable by us to Raymond James & Associates, Inc., UBS Securities LLC or Mizuho Securities USA Inc. in connection with the sales.

We will pay Raymond James & Associates, Inc., UBS Securities LLC and Mizuho Securities USA Inc. commissions for their services in acting as agent and/or principal in the sale of our common stock. Raymond James & Associates, Inc., UBS Securities LLC and Mizuho Securities USA Inc. will be entitled to compensation of up to 2.0% of the gross sales price of all shares of our common stock sold through it under the applicable equity distribution agreement. We have agreed to reimburse Raymond James & Associates, Inc., UBS Securities LLC and Mizuho Securities USA Inc. for certain of their legal expenses under the circumstances described in the equity distribution agreements. We estimate that the total expenses for the offering, excluding compensation payable to Raymond James & Associates, Inc., UBS Securities LLC and Mizuho Securities USA Inc. under the terms of the equity distribution agreements, will be approximately \$300,000.

Settlement for sales of common stock will occur on the third business day following the date on which any sales are made, or on some other date that is agreed upon by us and Raymond James & Associates, Inc., UBS Securities LLC or Mizuho Securities USA Inc., as applicable, in connection with a particular transaction, in return for payment of the net proceeds to us. There is no arrangement for funds to be received in an escrow, trust or similar arrangement.

We will report at least quarterly the number of shares of common stock sold through Raymond James & Associates, Inc., UBS Securities LLC and Mizuho Securities USA Inc., as agent, under the equity distribution agreements.

Raymond James & Associates, Inc., UBS Securities LLC and Mizuho Securities USA Inc. and their affiliates have provided, and may in the future provide, various investment banking, commercial banking, fiduciary and advisory services for us and certain of our officers and directors from time to time for which they have received, and may in the future receive, customary fees and expenses. Raymond James & Associates, Inc., UBS Securities LLC and Mizuho Securities USA Inc. and their affiliates may, from time to time, engage in other transactions with and perform services for us in the ordinary course of their business. As described under Use of Proceeds, we intend to use the net proceeds from this offering to potentially acquire or develop additional properties and for general corporate purposes, which

may include the repayment of existing indebtedness. Because affiliates of Raymond James & Associates, Inc., UBS Securities LLC and Mizuho Securities USA Inc. are lenders under our \$900.0 million unsecured line of credit, those affiliates may receive a portion of the net proceeds from this offering through the repayment of those borrowings.

In connection with the sale of the common stock on our behalf, Raymond James & Associates, Inc., UBS Securities LLC and Mizuho Securities USA Inc. may, and will with respect to sales effected in an at the market offering, be deemed to be an underwriter within the meaning of the Securities Act and the compensation of

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Raymond James & Associates, Inc., UBS Securities LLC and Mizuho Securities USA Inc. may be deemed to be underwriting commissions or discounts. We have agreed to indemnify Raymond James & Associates, Inc., UBS Securities LLC and Mizuho Securities USA Inc. against specified liabilities, including liabilities under the Securities Act, or to contribute to payments that Raymond James & Associates, Inc., UBS Securities LLC and Mizuho Securities USA Inc. may be required to make because of those liabilities.

The offering of shares of our common stock pursuant to the equity distribution agreements will terminate upon the earlier of (1) the sale of all shares of our common stock subject to the equity distribution agreements or (2) the termination of the equity distribution agreements. The equity distribution agreements may be terminated by Raymond James & Associates, Inc., UBS Securities LLC or Mizuho Securities USA Inc., as applicable, or us at any time upon ten days notice, and by Raymond James & Associates, Inc., UBS Securities LLC or Mizuho Securities USA Inc., as applicable, at any time in certain circumstances, including our failure to maintain the listing of our common stock on the New York Stock Exchange or the occurrence of a material adverse change in our company.

LEGAL MATTERS

Certain legal matters will be passed upon for us by Latham & Watkins LLP, San Diego, California, and for the sales agents by DLA Piper LLP (US), Raleigh, North Carolina. Certain matters of Maryland law, including the validity of the common stock offered by this prospectus supplement, will be passed upon for us by Venable LLP, Baltimore, Maryland.

EXPERTS

The consolidated balance sheets of BioMed Realty Trust, Inc. and subsidiaries as of December 31, 2014 and 2013, and the related consolidated statements of operations, comprehensive income, equity and cash flows for each of the years in the three-year period ended December 31, 2014 and the accompanying financial statement schedule III, and management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2014 have been incorporated by reference herein in reliance upon the reports of KPMG LLP, independent registered public accounting firm incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

The consolidated balance sheets of BioMed Realty, L.P. and subsidiaries as of December 31, 2014 and 2013, and the related consolidated statements of operations, comprehensive income, capital and cash flows for each of the years in the three-year period ended December 31, 2014 and the accompanying financial statement schedule III, have been incorporated by reference herein in reliance upon the report of KPMG LLP, independent registered public accounting firm incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

The audit reports covering the December 31, 2014 consolidated financial statements of BioMed Realty Trust, Inc. and BioMed Realty, L.P. refer to a change in the method for accounting for discontinued operations upon the adoption of FASB Accounting Standards Update No. 2014-08, *Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity*.

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PROSPECTUS

BioMed Realty Trust, Inc.

Debt Securities

Guarantees

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Preferred Stock

Depository Shares

Warrants

Rights

Units

BioMed Realty, L.P.

Debt Securities

We may from time to time offer, in one or more classes or series, separately or together, and in amounts, at prices and on terms to be set forth in one or more supplements to this prospectus, the following securities:

debt securities of BioMed Realty Trust, Inc., which may consist of debentures, notes or other types of debt,

debt securities of BioMed Realty, L.P., which may be fully and unconditionally guaranteed by BioMed Realty Trust, Inc. and may consist of debentures, notes or other types of debt,

shares of BioMed Realty Trust, Inc. s common stock,

shares of BioMed Realty Trust, Inc. s preferred stock,

shares of BioMed Realty Trust, Inc. s preferred stock represented by depository shares,

warrants to purchase BioMed Realty Trust, Inc.'s debt securities, shares of preferred stock, shares of common stock or depositary shares,

rights to purchase shares of BioMed Realty Trust, Inc.'s common stock, and

units consisting of two or more of the foregoing.

We refer to the debt securities, guarantees, common stock, preferred stock, depositary shares, warrants, rights and units registered hereunder collectively as the securities in this prospectus.

The specific terms of each series or class of the securities will be set forth in the applicable prospectus supplement and will include, where applicable:

in the case of debt securities, and as applicable, related guarantees, the specific title, aggregate principal amount, currency, form (which may be certificated or global), authorized denominations, maturity, rate (or manner of calculating the rate) and time of payment of interest, terms for redemption at our option or repayment at the holder's option, terms for sinking fund payments, terms for conversion into shares of BioMed Realty Trust, Inc.'s common stock or preferred stock, covenants and any initial public offering price of the debt securities and specific terms of related guarantees,

in the case of preferred stock, the specific designation, preferences, conversion and other rights, voting powers, restrictions, limitations as to transferability, dividends and other distributions, qualifications, terms and conditions of redemption and any initial public offering price,

in the case of depositary shares, the fractional share of preferred stock represented by each such depositary share,

in the case of warrants or rights, the duration, offering price, exercise price and detachability, and

in the case of units, the constituent securities comprising the units, the offering price and detachability.

In addition, the specific terms may include limitations on actual or constructive ownership and restrictions on transfer of the securities, in each case as may be appropriate, among other purposes, to preserve the status of BioMed Realty Trust, Inc. as a real estate investment trust, or REIT, for United States federal income tax purposes.

The applicable prospectus supplement will also contain information, where applicable, about certain United States federal income tax consequences relating to, and any listing on a securities exchange of, the securities covered by such prospectus supplement.

The securities may be offered directly by BioMed Realty Trust, Inc., BioMed Realty, L.P., or any selling security holder from time to time, through agents designated by BioMed Realty Trust, Inc. or BioMed Realty, L.P., or to or through underwriters or dealers. If any agents, dealers or underwriters are involved in the sale of any of the securities, their names, and any applicable purchase price, fee, commission or discount arrangement between or among them will be set forth, or will be calculable from the information set forth, in the applicable prospectus supplement. See the sections entitled [Plan of Distribution](#) and [About This Prospectus](#) for more information. No securities may be sold

without delivery of this prospectus and the applicable prospectus supplement describing the method and terms of the offering of such series of securities.

BioMed Realty Trust, Inc.'s common stock currently trades on the New York Stock Exchange, or NYSE, under the symbol BMR. On August 27, 2015, the last reported sale price of BioMed Realty Trust, Inc.'s common stock was \$19.00 per share.

You should consider the risks that we have described in Risk Factors on page 1 before investing in our securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus August 28, 2015.

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References in this prospectus to the Company or the guarantor refer to BioMed Realty Trust, Inc., a Maryland corporation. References in this prospectus to we, our and us refer to the Company, together with its consolidated subsidiaries, including BioMed Realty, L.P. Unless otherwise indicated or unless the context requires otherwise, all references in this prospectus to our operating partnership or the operating partnership refer to BioMed Realty, L.P., a Maryland limited partnership, together with its consolidated subsidiaries. References to common stock refer to the common stock, \$.01 par value per share, of BioMed Realty Trust, Inc.

You should rely only on the information contained in this prospectus, in an accompanying prospectus supplement or incorporated by reference herein or therein. We have not authorized anyone to provide you with information or make any representation that is different. If anyone provides you with different or inconsistent information, you should not rely on it. This prospectus and any accompanying prospectus supplement do not constitute an offer to sell or a solicitation of an offer to buy any securities other than the registered securities to which they relate, and this prospectus and any accompanying prospectus supplement do not constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction where, or to any person to whom, it is unlawful to make such an offer or solicitation. You should not assume that the information contained in this prospectus and any accompanying prospectus supplement is correct on any date after the respective dates of the prospectus and such prospectus supplement or supplements, as applicable, even though this prospectus and such prospectus supplement or supplements are delivered or shares are sold pursuant to the prospectus and such prospectus supplement or supplements at a later date. Since the respective dates of the prospectus contained in this registration statement and any accompanying prospectus supplement, our business, financial condition, results of operations and prospects may have changed. We may only use this prospectus to sell the

securities if it is accompanied by a prospectus supplement.

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OUR COMPANY

BioMed Realty Trust, Inc., a Maryland corporation, and BioMed Realty, L.P., a Maryland limited partnership, were formed on April 30, 2004. We commenced operations on August 11, 2004 after the Company completed its initial public offering. The Company operates as a fully integrated, self-administered and self-managed real estate investment trust, or REIT, focused on acquiring, developing, owning, leasing and managing laboratory and office space for the life science industry. We conduct our business and own our assets principally through our operating partnership. Our tenants primarily include biotechnology and pharmaceutical companies, scientific research institutions, government agencies and other entities involved in the life science industry. Our properties are generally located in markets with well-established reputations as centers for scientific research, including Boston, San Francisco, San Diego, Maryland, New York/New Jersey, Pennsylvania, North Carolina, Seattle and Cambridge (United Kingdom) and research parks located near or adjacent to universities and their related medical systems. At June 30, 2015, we owned or had interests in a property portfolio with an aggregate of approximately 18.4 million rentable square feet.

Our senior management team has significant experience in the real estate industry, principally focusing on properties designed for life science tenants. As of June 30, 2015, we had 247 employees.

Our principal offices are located at 17190 Bernardo Center Drive, San Diego, California 92128. Our telephone number at that location is (858) 485-9840. Our website is located at www.biomedrealty.com. The information found on, or otherwise accessible through, our website is not incorporated into, and does not form a part of, this prospectus or any other report or document we file with or furnish to the Securities and Exchange Commission.

RISK FACTORS

Investment in any securities offered pursuant to this prospectus involves risks. You should carefully consider the risk factors incorporated by reference to BioMed Realty Trust, Inc.'s and BioMed Realty, L.P.'s most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q, and the other information contained in this prospectus, as updated by subsequent filings of BioMed Realty Trust, Inc. and BioMed Realty, L.P. under the Securities Exchange Act of 1934, as amended, or the Exchange Act, and the risk factors and other information contained in the applicable prospectus supplement before acquiring any of such securities. The occurrence of any of these risks might cause you to lose all or part of your investment in the offered securities. Please also refer to the section below entitled "Forward-Looking Statements."

ABOUT THIS PROSPECTUS

This prospectus is part of an automatic shelf registration statement that we filed with the Securities and Exchange Commission using a shelf registration process, with BioMed Realty Trust, Inc. as a well-known seasoned issuer as defined in Rule 405 under the Securities Act of 1933, as amended, or the Securities Act. Under this process, the Company may sell debt securities (including related guarantees), common stock, preferred stock, depository shares, warrants, rights and units, and our operating partnership may sell debt securities, in each case in one or more offerings. In addition, selling security holders to be named in a prospectus supplement may sell certain of our securities from time to time. This prospectus provides you with a general description of the securities the Company, our operating partnership or any selling security holder may offer. Each time the Company, our operating partnership or any selling security holder sells securities, the Company, our operating partnership or the selling security holder will provide a prospectus supplement containing specific information about the terms of the applicable offering. Such prospectus supplement may add, update or change information contained in this prospectus. You should read this prospectus and the applicable prospectus supplement together with additional information described below under the

heading Where You Can Find More Information.

The Company, our operating partnership or any selling security holder may offer the securities directly, through agents, or to or through underwriters or dealers. The applicable prospectus supplement will describe the terms of the plan of distribution and set forth the names of any agents, underwriters or dealers involved in the sale of the securities. See Plan of Distribution for more information on this topic. No securities may be sold without delivery of a prospectus supplement describing the method and terms of the offering of those securities.

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WHERE YOU CAN FIND MORE INFORMATION

The Company and our operating partnership file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission. You may read and copy any document we file with the Securities and Exchange Commission at the public reference room of the Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549. Information about the operation of the public reference room may be obtained by calling the Securities and Exchange Commission at 1-800-SEC-0330. Our Securities and Exchange Commission filings, including our registration statement, are also available to you on the Securities and Exchange Commission's website at <http://www.sec.gov>.

We have filed with the Securities and Exchange Commission a registration statement on Form S-3, of which this prospectus is a part, including exhibits, schedules and amendments filed with, or incorporated by reference in, this registration statement, under the Securities Act with respect to the securities registered hereby. This prospectus and any accompanying prospectus supplement do not contain all of the information set forth in the registration statement and exhibits and schedules to the registration statement. For further information with respect to our Company and the securities registered hereby, reference is made to the registration statement, including the exhibits to the registration statement. Statements contained in this prospectus and any accompanying prospectus supplement as to the contents of any contract or other document referred to in, or incorporated by reference in, this prospectus and any accompanying prospectus supplement are not necessarily complete and, where that contract or other document is an exhibit to the registration statement, each statement is qualified in all respects by the exhibit to which the reference relates. Copies of the registration statement, including the exhibits and schedules to the registration statement, may be examined without charge at the public reference room of the Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549. Information about the operation of the public reference room may be obtained by calling the Securities and Exchange Commission at 1-800-SEC-0330. Copies of all or a portion of the registration statement can be obtained from the public reference room of the Securities and Exchange Commission upon payment of prescribed fees.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The Securities and Exchange Commission allows us to incorporate by reference the information we file with the Securities and Exchange Commission, which means that we can disclose important information to you by referring to those documents. The information incorporated by reference is an important part of this prospectus. The incorporated documents contain significant information about us, our business and our finances. Any information contained in this prospectus or in any document incorporated or deemed to be incorporated by reference in this prospectus will be deemed to have been modified or superseded to the extent that a statement contained in this prospectus, in any other document we subsequently file with the Securities and Exchange Commission that also is incorporated or deemed to be incorporated by reference in this prospectus or in the applicable prospectus supplement modifies or supersedes the original statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to be a part of this prospectus. We incorporate by reference the following documents we filed with the Securities and Exchange Commission:

BioMed Realty Trust, Inc.'s and BioMed Realty, L.P.'s Annual Report on Form 10-K for the year ended December 31, 2014,

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BioMed Realty Trust, Inc. s and BioMed Realty, L.P. s Quarterly Report on Form 10-Q for the quarter ended March 31, 2015,

BioMed Realty Trust, Inc. s and BioMed Realty, L.P. s Quarterly Report on Form 10-Q for the quarter ended June 30, 2015,

BioMed Realty Trust, Inc. s and BioMed Realty, L.P. s Current Report on Form 8-K filed with the Securities and Exchange Commission on January 2, 2015,

BioMed Realty Trust, Inc. s Current Report on Form 8-K filed with the Securities and Exchange Commission on January 23, 2015,

BioMed Realty Trust, Inc. s and BioMed Realty, L.P. s Current Report on Form 8-K filed with the Securities and Exchange Commission on February 25, 2015,

BioMed Realty Trust, Inc. s Current Report on Form 8-K filed with the Securities and Exchange Commission on May 28, 2015,

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BioMed Realty Trust, Inc. s and BioMed Realty, L.P. s Current Report on Form 8-K filed with the Securities and Exchange Commission on May 29, 2015,

BioMed Realty Trust, Inc. s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 28, 2015,

the description of BioMed Realty Trust, Inc. s common stock included in our registration statement on Form 8-A filed with the Securities and Exchange Commission on July 30, 2004, and

all documents filed by BioMed Realty Trust, Inc. and BioMed Realty, L.P. with the Securities and Exchange Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus and prior to the termination of the offering of the underlying securities.

To the extent that any information contained in any current report on Form 8-K, or any exhibit thereto, was furnished to, rather than filed with, the Securities and Exchange Commission, such information or exhibit is specifically not incorporated by reference in this prospectus.

We will provide without charge to each person, including any beneficial owner, to whom a prospectus is delivered, on written or oral request of that person, a copy of any or all of the documents we are incorporating by reference into this prospectus, other than exhibits to those documents unless those exhibits are specifically incorporated by reference into those documents. A request should be addressed to BioMed Realty Trust, Inc., 17190 Bernardo Center Drive, San Diego, California 92128, Attention: Secretary or by telephone at (858) 485-9840.

FORWARD-LOOKING STATEMENTS

This prospectus, any accompanying prospectus supplement and the documents that we incorporate by reference in each contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (set forth in Section 27A of the Securities Act and Section 21E of the Exchange Act). Also, documents we subsequently file with the Securities and Exchange Commission and incorporate by reference will contain forward-looking statements. In particular, statements pertaining to our capital resources, portfolio performance and results of operations contain forward-looking statements. Forward-looking statements involve numerous risks and uncertainties, and you should not rely on them as predictions of future events. Forward-looking statements depend on assumptions, data or methods which may be incorrect or imprecise, and we may not be able to realize them. We do not guarantee that the transactions and events described will happen as described (or that they will happen at all). You can identify forward-looking statements by the use of forward-looking terminology such as believes, expects, may, will, should, seeks, approximately, intends, plans, pro forma, estimates or anticipates or the negative and phrases or similar words or phrases. You can also identify forward-looking statements by discussions of strategy, plans or intentions. The following factors, among others, could cause actual results and future events to differ materially from those set forth or contemplated in the forward-looking statements:

adverse economic or real estate developments in the life science industry or in our target markets, including the inability of our tenants to obtain funding to run their businesses,

our dependence upon significant tenants,

our failure to obtain necessary outside financing on favorable terms or at all, including the continued availability of our unsecured line of credit,

general economic conditions, including downturns in foreign, domestic and local economies,

changes in interest rates and foreign currency exchange rates,

volatility in financial and securities markets,

defaults on or non-renewal of leases by tenants,

our inability to compete effectively,

increased operating costs,

our inability to successfully complete real estate acquisitions, developments and dispositions,

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risks and uncertainties affecting property development and construction,

risks associated with tax credits, grants and other subsidies to fund development activities,

our failure to manage effectively our growth and expansion into new markets or to successfully operate acquired properties and operations,

our ownership of properties outside of the United States that subject us to different and potentially greater risks than those associated with our domestic operations,

risks associated with our investments in loans, including borrower defaults and potential principal losses,

reductions in asset valuations and related impairment charges,

the loss of services of one or more of our executive officers,

BioMed Realty Trust, Inc.'s failure to qualify or continue to qualify as a REIT,

our failure to maintain our investment grade credit ratings or a downgrade in our investment grade corporate credit ratings from one or more of the rating agencies,

government approvals, actions and initiatives, including the need for compliance with environmental requirements,

the effects of earthquakes and other natural disasters,

lack of or insufficient amounts of insurance,