

HEALTHCARE REALTY TRUST INC  
Form 8-K  
February 20, 2014

**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): February 20, 2014**

**HEALTHCARE REALTY TRUST INCORPORATED**

**(Exact Name of Registrant as Specified in Charter)**

**MARYLAND**  
**(State or other jurisdiction**

**001-11852**  
**(Commission**

**62-1507028**  
**(I.R.S. Employer**

**of incorporation)**

**File Number)**

**Identification No.)**

**3310 West End Ave. Suite 700 Nashville, Tennessee 37203**

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

**(615) 269-8175**

**(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 (*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 March 29, 2013, Healthcare Realty Trust Incorporated (the Company) entered into sales agreements (the Sales Agreements) with each of RBC Capital Markets, LLC; Cantor Fitzgerald & Co.; Merrill Lynch, Pierce, Fenner & Smith Incorporated; and Scotia Capital (USA) Inc. (collectively, the Sales Agents) to sell up to an aggregate of 9,000,000 shares (the Shares) of the Company's common stock, par value \$0.01 per share, from time to time through the Sales Agents. As of the date of this report, 5,391,400 of the Shares remain unsold. Copies of the Sales Agreements were previously filed as Exhibits 1.1, 1.2, 1.3 and 1.4 to a current report on Form 8-K filed with the Securities and Exchange Commission by the Company on March 29, 2013. In accordance with Rule 415(a)(5) of the Securities Act of 1933, as amended, the Company's shelf registration statement on Form S-3 that previously registered the Shares could not be used for the offer and sale of the Shares after February 18, 2014. Accordingly, on February 19, 2014, the Company filed a new shelf registration statement on Form S-3 (Registration No. 333-194037), and the Company filed a prospectus supplement on the date of this report covering 5,391,400 of the Shares that remain to be sold under the Sales Agreements.

**Item 9.01 Financial Statements and Exhibits**

- 5 Opinion of Waller Lansden Dortch & Davis, LLP
- 8 Opinion of Waller Lansden Dortch & Davis, LLP regarding tax matters
- 23.1 Consent of Waller Lansden Dortch & Davis, LLP (included in Exhibit 5)
- 23.2 Consent of Waller Lansden Dortch & Davis, LLP (included in Exhibit 8)

**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.

HEALTHCARE REALTY TRUST INCORPORATED

By: /s/ Scott W. Holmes  
Scott W. Holmes  
Executive Vice President and Chief Financial Officer

Date: February 20, 2014

**Exhibit Index**

| Exhibit<br>No. | Description   |
|----------------|---|
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