

HEALTHCARE REALTY TRUST INC
Form 8-K
February 24, 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): February 24, 2011 (February 24, 2011)**

HEALTHCARE REALTY TRUST INCORPORATED

(Exact Name of Registrant as Specified in Charter)

MARYLAND

001-11852

62-1507028

(State or other
jurisdiction of
incorporation)

(Commission File Number)

(I.R.S. Employer
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))
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Item 8.01 Other Events.

On January 11, 2011, Healthcare Realty Trust Incorporated (the Company) entered into sales agreements (the Sales Agreements) with each of Cantor Fitzgerald & Co. and Credit Agricole Securities (USA) Inc., as sales agents, to sell up to an aggregate of 3,000,000 shares of the Company s common stock, par value \$0.01 per share, from time to time through one of the sales agents. As of the date of this report, 2,383,322 of such shares remain unsold. Copies of the Sales Agreements were previously filed as Exhibits 1.1 and 1.2 to a current report on Form 8-K filed with the Securities and Exchange Commission by the Company on January 11, 2011. On February 18, 2011, the Company filed a new shelf registration statement on Form S-3 (Registration No. 333-172368) and filed a prospectus supplement on the date of this report covering the 2,383,322 shares of common stock that remain to be sold under the Sales Agreements.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
5.1	Opinion of Waller Lansden Dortch & Davis, LLP
8.1	Tax Opinion of Waller Lansden Dortch & Davis, LLP
23.1	Consent of Waller Lansden Dortch & Davis, LLP (included in Exhibit 5.1)
23.2	Consent of Waller Lansden Dortch & Davis, LLP (included in Exhibit 8.1)

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.

HEALTHCARE REALTY TRUST
INCORPORATED

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

Date: February 24, 2011