

CORPORATE OFFICE PROPERTIES TRUST  
Form 8-K  
May 27, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported) **May 21, 2014**

**CORPORATE OFFICE PROPERTIES TRUST**  
**CORPORATE OFFICE PROPERTIES, L.P.**

(Exact name of registrant as specified in its charter)

<b>Corporate Office Properties Trust</b>	<b>Maryland</b> (State or other jurisdiction of incorporation or organization)	<b>1-14023</b> (Commission File Number)	<b>23-2947217</b> (IRS Employer Identification No.)
<b>Corporate Office Properties, L.P.</b>	<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>333-189188</b> (Commission File Number)	<b>23-2930022</b> (IRS Employer Identification No.)

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**6711 Columbia Gateway Drive, Suite 300**

**Columbia, Maryland 21046**

(Address of principal executive offices)

**(443) 285-5400**

(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))
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**Item 1.01                      Entry into a Material Definitive Agreement**

As previously disclosed, on May 21, 2014, the operating partnership, Corporate Office Properties, L.P. (the Operating Partnership ), of Corporate Office Properties Trust (the Company ) consummated the offering of \$300 million aggregate principal amount of its 3.700% Senior Notes due 2021 (the Notes ). The offering of the Notes was registered under the Securities Act of 1933, as amended, pursuant to the Registration Statement on Form S-3 (File No. 333-190137) filed by the Company and the Operating Partnership with the Securities and Exchange Commission on July 25, 2013.

The terms of the Notes are governed by a senior indenture, dated as of September 16, 2013, by and among the Operating Partnership, as issuer, the Company, as guarantor, and U.S. Bank National Association, as trustee (the Base Indenture ), as supplemented and amended by a second supplemental indenture thereto, dated as of May 21, 2014 (the Second Supplemental Indenture, and together with the Base Indenture, the Indenture ).

The Base Indenture was filed as Exhibit 99.1 to our Form 8-K filed on September 19, 2013 and is incorporated herein by reference. The Second Supplemental Indenture is filed as Exhibit 99.1 hereto.

This Current Report on Form 8-K does not constitute an offer to sell, or a solicitation of an offer to buy, any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful.

**Item 9.01                      Financial Statements and Exhibits.**

(a)                      Financial Statements of Businesses Acquired

None

(b)                      Pro Forma Financial Information

None

(c)                      Shell Company Transactions

None

(d) Exhibits

**Exhibit Number**

**Exhibit Title**

99.1 Second Supplemental Indenture, dated May 21, 2014, by and among Corporate Office Properties, L.P., as issuer, Corporate Office Properties Trust, as guarantor, and U.S. Bank National Association, as trustee

**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.

CORPORATE OFFICE PROPERTIES TRUST

CORPORATE OFFICE PROPERTIES, L.P.

By: Corporate Office Properties Trust,  
its General Partner

/s/ Stephen E. Riffée  
Stephen E. Riffée  
Executive Vice President and Chief Financial Officer

/s/ Stephen E. Riffée  
Stephen E. Riffée  
Executive Vice President and Chief Financial Officer

Dated: May 27, 2014

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EXHIBIT INDEX

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