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BRANDYWINE REALTY TRUST

Form 8-K

June 13, 2003

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): June 13, 2003

Brandywine Realty Trust

-----  
(Exact name of issuer as specified in charter)

|                              |             |                  |
|------------------------------|-------------|------------------|
| MARYLAND                     | 1-9106      | 23-2413352       |
| (State or Other Jurisdiction | (Commission | (I.R.S. Employer |
| of Incorporation or          | file        | Identification   |
| Organization)                | number)     | Number)          |

401 Plymouth Road, Suite 500  
Plymouth Meeting, Pennsylvania 19462  
(Address of principal executive offices)

(610) 325-5600  
(Registrant's telephone number, including area code)

Item 5. Other Events and Regulation FD Disclosure

On June 13, 2003, we, together with our operating partnership subsidiary, entered into an Underwriting Agreement with Citigroup Global Markets Inc. (the "Underwriter") pursuant to which we agreed to sell to the Underwriter an aggregate of 2,000,000 of our common shares of beneficial interest. We have granted the Underwriter an option to purchase up to 300,000 additional common shares to cover over-allotments. The common shares are to be sold pursuant to an underwriting agreement (a copy of which is attached at Exhibit 1.1) at a price to the public of \$24.70 per share (\$23.60 per share after reduction for underwriting discounts and commissions).

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We will use the net proceeds, less estimated expenses, of \$47,050,000, to repay indebtedness; to fund potential acquisitions of office or industrial properties (although no definitive agreements to acquire any such properties have been entered into); and for working capital purposes. Closing of the offering of Common Shares pursuant to the underwriting agreement is subject to customary closing conditions.

Item 7. Financial Statements and Exhibits

Exhibit

1.1 Underwriting Agreement among the Company, Brandywine Operating Partnership, L.P. and Citigroup Global Markets Inc.

Signatures

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Brandywine Realty Trust

Date: June 13, 2003

By: Gerard H. Sweeney

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Gerard H. Sweeney  
President and Chief Executive Officer

EXHIBIT INDEX

Exhibit

| No.   | Description |
|-------|-------------|
| ----- | -----       |

|     |  |
|-----|--|
| 1.1 | Underwriting Agreement among the Company, Brandywine Operating Partnership, L.P. and Citigroup Global Markets Inc. |
|-----|--|