

COLUMBIA PROPERTY TRUST, INC.

Form 8-K

August 12, 2016

**UNITED STATES**

**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): August 12, 2016**

**Columbia Property Trust, Inc.**

**(Exact name of registrant as specified in its charter)**

**Commission File Number: 001-36113**

**MD**  
**(State or other jurisdiction**

**of incorporation)**

**20-0068852**  
**(IRS Employer**

**Identification No.)**

**One Glenlake Parkway, Suite 1200**

**Atlanta, GA 30328**

**(Address of principal executive offices, including zip code)**

**(404) 465-2200**

**(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 1.01. Entry Into a Material Definitive Agreement.**

On August 12, 2016, Columbia Property Trust Operating Partnership, L.P. (the Operating Partnership ), the operating partnership and wholly-owned subsidiary of Columbia Property Trust, Inc. (the Company ), issued \$350.0 million in aggregate principal amount of 3.650% Senior Notes due 2026 (the Notes ), which mature on August 15, 2026, pursuant to an indenture, dated as of March 12, 2015 (the Base Indenture as amended and supplemented by a supplemental indenture (the Supplemental Indenture ), dated August 12, 2016, the Indenture ), by and among the Operating Partnership, the Company and U.S. Bank National Association, as trustee. The Notes are fully and unconditionally guaranteed by the Company.

A copy of the Supplemental Indenture is attached hereto as Exhibit 4.1 and is incorporated herein by reference. The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the Supplemental Indenture.

**Item 8.01. Other Events.**

On August 3, 2016, the Operating Partnership and the Company entered into an agreement (the Underwriting Agreement ) with J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC, as representatives of the underwriters listed on Schedule 1 thereto (the Underwriters ). Pursuant to the Underwriting Agreement, the Operating Partnership agreed to sell and the Underwriters agreed to purchase from the Operating Partnership, subject to and upon the terms and conditions set forth in the Underwriting Agreement, the Notes.

A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 and is incorporated herein by reference. The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement.

The Company is filing this Current Report on Form 8-K so as to file with the Securities and Exchange Commission certain items that are to be incorporated by reference into its Registration Statement on Form S-3ASR (Registration No. 333-198764).

On August 3, 2016, the Company issued a press release announcing the pricing of the offering of the Notes. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

- 1.1 Underwriting Agreement, dated August 3, 2016
- 4.1 Supplemental Indenture, dated August 12, 2016
- 4.2 Form of 3.650% Senior Notes due 2026 (included in Exhibit 4.1)
- 5.1 Opinion of King & Spalding LLP
- 5.2 Opinion of Venable LLP
- 8.1 Tax Opinion of King & Spalding LLP

- 23.1 Consent of King & Spalding LLP (included in Exhibits 5.1 and 8.1)
- 23.2 Consent of Venable LLP (included in Exhibit 5.2)
- 99.1 Press release dated August 3, 2016

**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.

**Columbia Property Trust, Inc.**

Dated: August 12, 2016

By: /s/ James A. Fleming  
James A. Fleming

Executive Vice President and Chief Financial  
Officer