Cogdell Spencer Inc.
Form 8-K
September 16, 2008

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): September 10, 2008

Cogdell Spencer Inc.
(Exact name of registrant as specified in its charter)

Maryland	001-32649	20-3126457
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

4401 Barclay Downs Drive, Suite 300 Charlotte, North Carolina (Address of principal executive offices)	28209 (Zip Code)

Registrant s telephone number, including area code: (704) 940-2900
N/A
(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):
o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
o 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 September 10, 2008, Cogdell Spencer Inc. (the Company) and Cogdell Spencer LP, the Company s operating partnership (the Operating Partnership), entered into an underwriting agreement with Banc of America Securities LLC, KeyBanc Capital Markets Inc. and Citigroup Global Markets Inc. as representatives of the underwriters named in the underwriting agreement. Pursuant to the terms of the underwriting agreement, the Company agreed to sell, and the underwriters agreed to purchase, subject to the terms and conditions set forth in the underwriting agreement, 2,160,000 shares of the Company s common stock at a purchase price of $17.575 per share (the Offering). In addition, the Company granted to the underwriters a 30-day option to purchase an additional 324,000 shares of the Company s common stock if the underwriters sell more than 2,160,000 shares in the Offering. The Company expects to receive net proceeds from the Offering of approximately $37,462,000 after deducting underwriting discounts and commissions, and estimated transaction expenses payable by the Company of $500,000 (or approximately $43,156,300 if the underwriters exercise their option to purchase additional shares of common stock in full). The underwriting agreement contains customary representations, warranties and agreements of the Company, conditions to closing, indemnification rights and obligations of the parties and termination provisions.

The preceding description is qualified in its entirety by reference to the underwriting agreement, a copy of which is attached hereto as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

1.1 Underwriting Agreement dated September 10, 2008.

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.

COGDELL SPENCER INC.

By: /s/ Frank C. Spencer
Name: Frank C. Spencer
Title: Chief Executive Officer and President

Date: September 16, 2008